Notice of the 38th Annual General Meeting

NOTICE is hereby given that the 38th Annual General Meeting (“AGM”) of the Members of Woodsvilla Limited will be held on Tuesday, 29th September’ 2026 at 17:00 IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business. The deemed venue of the AGM shall be the Registered Office of the Company, i.e. E-4, 2nd Floor, Defence Colony, New Delhi – 110024.

Ordinary Business

1. **Consideration and adoption of the audited financial statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and the auditors thereon**

   To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

   “RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

2. **Re-appointment of Mrs. Meena Aggarwal (DIN: 00084504) as a Director, who retires by rotation**

   To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

   “RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, Mrs. Meena Aggarwal (DIN: 00084504), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

Special Business

3. **Appointment of Secretarial Auditors of the Company**

   To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

   “RESOLVED THAT pursuant to the provisions of regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and the Board of Directors of the Company, **M/s Kundan Agrawal & Associates** (Firm Registration No. S2009DE113700 and Peer review registration no. 5704/2024) be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years, from FY 2026-27 to FY 2030-31, at such remuneration and on such terms and conditions as may be determined by the Board of Directors from time to time.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

4. **<u>Enhancement in overall borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013</u>**

   To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**
   "RESOLVED THAT subject to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any amendment thereto or re-enactment thereof, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee of the Board of Directors as may be constituted and authorised in this regard) to borrow from time to time such sum or sums of money as may be considered necessary for the purposes of the Company, notwithstanding that the money to be borrowed, together with the money already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount up to which monies may be borrowed by the Company shall not exceed Rs. 15,00,00,000 (Rupees Fifteen Crore only) at any one time.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to file necessary forms and returns with the Registrar of Companies and/or any other statutory or governmental authority(ies), as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution."

5. **Approval for sale and transfer of Woodsvilla Resort and Woodsvilla Residency (Apartments), Business Undertakings under section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

   To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Management and Administration) Rules, 2014, regulation 37A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, consents, permissions and sanctions as may be required under applicable laws and in accordance with the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include any committee thereof duly constituted and authorised in this regard) to sell, transfer, convey and/or otherwise dispose of the of Woodsvilla Resort and/or Woodsvilla Residency (Apartments), Business Undertakings the Company, as a going concern, to any person for an aggregate consideration not less than the book value of respective undertaking as part the latest audited financial statements, respectively on such terms and conditions as may be agreed between the Company and the Purchaser, whether in parts or as a whole , in one or more tranches .

   RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute and deliver the definitive transaction documents, including the Business Transfer Agreement, Sale Agreement(s), conveyance deed(s), assignment deed(s), transfer deed(s) and such other agreements, deeds, documents and writings as may be necessary or desirable for giving effect to the aforesaid sale, transfer and disposal of the Woodsvilla Resort and/or Woodsvilla Residency (Apartments) Business Undertaking, on such terms and conditions and with such modifications, amendments or variations as may be considered necessary or expedient by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to obtain all necessary approvals, consents, permissions and sanctions from the relevant statutory, regulatory, governmental and other authorities, including the recognised stock exchange(s), and to make such applications, filings, disclosures and submissions as may be necessary in connection with the aforesaid transaction.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, desirable or expedient for giving effect to this resolution, including settling any questions, difficulties or doubts that may arise in connection with the proposed sale.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any committee of the Board, Director(s), Key Managerial Personnel, officer(s) or authorised representative(s) of the Company, as it may deem appropriate."

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

Place: New Delhi
Date: 03/09/2026

Ms. Vineeta Agrawal
Company Secretary & Compliance Officer
Membership No.: A 50630

Notes

1. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 ("Act") are annexed hereto, setting out all material facts relating to the resolutions mentioned in this notice.
2. The Ministry of Corporate Affairs ("MCA") has vide its vide its General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025 ("MCA Circulars") allowed Annual General Meeting ("AGM") be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of members at common venue. Accordingly, the 38th AGM of the Company will be held through VC/OAVM, which does not require physical presence of members at a common venue.
3. In terms of the MCA circulars, the requirement of sending proxy forms to the shareholders under section 105 of the Act read with regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") has been dispensed with for the meeting held through VC/OAVM. Accordingly, the facility for appointment of proxies will not be available, and the proxy form, route map and attendance slip are not annexed to this notice.
4. Corporate Members intending to attend the AGM through authorised representatives are requested to send a scanned copy of the duly certified board or governing-body resolution authorising their representatives to attend and vote at the AGM. The said resolution/authorisation should be sent to the Scrutinizer by email from its registered email address to cskundanagrawal@gmail.com, with a copy marked to woodsvillaresort@gmail.com.
5. In accordance with the applicable circulars, the notice and the annual report is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Register and Share transfer Agent/Depositories. The notice and the annual report will also be available on the Company's website (www.woodsvilla.in), on the website of the Stock Exchange (BSE Limited – www.bseindia.com) and on the website of the e-voting agency (Mas Service Limited-www.masserv.com) A Member may also request for a physical copy of the notice and the annual report by writing to woodsvillaresort@gmail.com.
6. 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 intimate any changes, using the process below:

Physical Holding	Register/update the details in prescribed Form ISR-1 and other relevant forms with Company's Share Transfer Agent i.e. M/s MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi – 110020, Tel: +91 11-41320335, Fax: +91 11-26387394, Email: info@masserv.com The said forms are available on the Company's website at the link www.woodsvilla.in.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP

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 email addresses at the earliest for receiving the investor communications including annual report 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, members may write to www.woodsvilla.in. Further, a letter providing the web-link, including the exact path, where complete details of the annual report is available will be sent to those shareholder(s) who have not so registered their email ids.

7. As per the 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.
8. Electronic copies of all the documents referred to in the accompanying notice of the AGM shall be made available for inspection. During the 38th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at woodsvillaresort@gmail.com.
9. 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 21st September' 2026 ("cut-off date").
10. The Company has provided the facility to Members to exercise their right to vote by electronic means through remote e-voting and e-voting during the AGM. The process of remote e-voting and e-voting during the AGM is explained hereunder.
11. Members joining the meeting through VC/OAVM: who have not cast their vote by remote e-voting shall be entitled to vote through e-voting system 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/OAVM 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.
12. As required under the regulation 36 (3) of the SEBI Listing Regulations, particulars relating to Mrs. Meena Aggarwal, Director, retiring by rotation and proposed to be re-appointed is given in the Annexure-A to this notice.
13. In accordance with the proviso to regulation 40(1) of the SEBI Listing Regulations 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.
14. Mr. Kundan Agrawal, Practicing Company Secretary having membership No. 7631 and COP 8325 has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process (at AGM) in a fair and transparent manner.
15. 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. The Scrutinizer's decision on the validity of the votes cast shall be final. 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.
16. In terms of section 72 of the Act 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.
17. 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 to woodsvillaresort@gmail.com at least one week before the meeting on or before 22nd September' 2026. 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.

18. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form can submit their PAN to the Company or to the RTA i.e. MAS Services Limited.

19. Members holding shares in identical order of names in more than one folio are requested to write to the Company or MAS Services Limited enclosing their share certificates to enable the Company to consolidate their holdings in one folio.

20. 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 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members by our RTA i.e. MAS Services Limited. The detailed procedure for e-voting is provided in the notice.

21. SEBI vide Master circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, as amended, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to the said circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website at www.woodsvilla.in .

22. **KYC compliance:**

    Securities and Exchange Board of India ('SEBI"), vide its Master Circular No. SEBI/HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026, mandated that the security holders (holding securities in physical form) are required to update following details for their corresponding folio numbers:

    a) PAN

    b) Contact Details: Postal Address with PIN and Mobile Number

    c) Bank Account Details (Bank and Branch name, bank account number, IFS code)

    d) Specimen signature

    The security holder(s), whose folio(s) do not have all the above details updated, shall be eligible:

    1. to lodge grievance or avail any service request from the RTA only after furnishing PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature.

    2. for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

    Updation of PAN and KYC shall be made through Form ISR-1 and in case of registration/updation of specimen signature additional, Form ISR-2 for Banker's attestation of the signature of the same bank account, along with the necessary attachments / documents as stated in the forms itself is required to be furnished. The said form can be downloaded from the website of our RTA viz www.masserv.com. While filling up the form, please strike out the portion(s) which are not applicable to you.

    Further, PAN to be furnished should be linked with Aadhaar. In case the same is not so linked, it is requested to do the same immediately. In the event such linkage is not done then PAN will be deemed to be invalid and consequently folio of such physical security holders will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.

It is also requested to provide/update 'choice of nomination' for ensuring smooth transmission of securities, if required and as well as to prevent accumulation of unclaimed assets in securities market. While updating Email ID is optional, the security holders are requested to register email id also to avail online services

For appointing a nominee it is requested to furnish Form SH-13. A copy of the said form is available at our RTA's website viz. www.masserv.com. While filling up the form, please strike out the portion(s) which are not applicable to you.

In case a shareholder do not wish to nominate any person as nominee with respect to the physical shares held by you, then please furnish declaration for opting out of nomination in Form ISR -3, which can be downloaded from our RTA's website viz. www.masserv.com.

For cancelling / change of nomination at a later date with respect to the physical shares held, please furnish Form SH-14. A copy of the said Form can also be downloaded from our RTA's website at www.masserv.com.

A copy of the above mentioned forms can also be downloaded from the website of the Company at www.woodsvilla.in.

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 E-VOTING, E-VOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING:

(i) Pursuant to the provisions of section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), regulation 44 of SEBI Listing Regulations (as amended) and applicable Circulars 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 26th September' 2026 at 10:00 AM and ends on 28th September' 2026 at 5:00 PM. 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 21st September' 2026 may cast their vote by remote e-voting. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.

(ii) The members present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, shall be eligible to vote during the AGM. The e-voting module shall be activated 30 minutes before the scheduled time of the AGM and shall remain activated 15 minutes after the closure of AGM and shall be disabled by the e-voting service provider for voting thereafter.

Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

- Individual Shareholders holding securities in Demat mode with CDSL Depository:
    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. Visit 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 eVoting option for eligible companies where e-voting is in progress. On clicking the e-voting option, user will be able to access the service provider's e-Voting page.
3. Not registered for Easi/Easiest Visit www.cdslindia.com, click login & New System Myeasi Tab, then click on registration.
4. Alternatively, access e-Voting directly from www.cdslindia.com using your Demat Account Number and PAN. OTP will be sent to registered Mobile & Email.

- Individual Shareholders holding securities in demat mode with NSDL Depository:
  1. Already registered for NSDL IDeAS Visit https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login" in IDeAS section. Log in using User ID and Password. Click "Access to e-Voting" and proceed.
  2. Not registered for IDeAS Visit https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
  3. Alternatively, visit https://www.evoting.nsdl.com and login via the "Shareholder/Member" section using your 16-digit Demat ID, Password/OTP, and Captcha.
- Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP):
  1. You can also login using your DP credentials registered with NSDL/CDSL. After login, you'll be redirected to the respective Depository e-Voting page to cast your vote.

Important note: Members who are unable to retrieve User ID/Password are advised to use the "Forget User ID" and "Forget Password" options available on the above-mentioned 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 / 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
   - For CDSL: 16 digits beneficiary ID,
   - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   - 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 have voted on an earlier e-voting of any company, use the same password.
6. If you are a first-time user follow the steps below:

- o PAN: Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department.
  - ▪ If PAN not updated, use sequence number sent by Company/RTA or contact Company/RTA.
- o Dividend Bank Details or DOB: Enter Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded with your demat or physical records.
  - ▪ If not recorded, enter Folio Number in the Dividend Bank Details field.

(v) After entering these details appropriately, click on "SUBMIT" tab. (vi) Shareholders in physical form will directly reach the Company selection screen. Shareholders in demat form must create a password to continue. (vii) Physical shareholders' credentials can only be used for this AGM's voting. (viii) Click on the EVSN for . (ix) On the voting page, choose YES/NO for each resolution. (x) Click on "RESOLUTIONS FILE LINK" to read the full resolution. (xi) Click "SUBMIT" to confirm your vote. Click OK to proceed or CANCEL to revise. (xii) Once confirmed, votes cannot be changed. (xiii) You may print your votes via "Click here to print." (xiv) Forgot password? Use "Forgot Password" option.

(xv) Additional Facility for Non–Individual Shareholders and Custodians – For Remote Voting only:

- Non-individual shareholders and Custodians must log on to www.evotingindia.com and register in the "Corporates" module.
- Send a scanned copy of the Registration Form (with stamp and signature) to helpdesk.evoting@cdslindia.com.
- Create a Compliance User using the admin login and password.
- Mail the list of linked accounts to helpdesk.evoting@cdslindia.com for approval.
- Upload Board Resolution and Power of Attorney (PDF) to system.
- Alternatively, email the documents and specimen signature of authorized voter to woodsvillaresort@gmail.com or vna1974@gmail.com if using individual login.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED:

1. Physical shareholders – send Folio No., Name, share certificate (front & back), PAN (self-attested), AADHAR (self-attested) to Company/RTA email.
2. Demat shareholders – update your email/mobile with DP.
3. Individual demat shareholders – must update email/mobile with DP (mandatory for e-voting/VC).

Contact for e-Voting Help:

- Email: helpdesk.evoting@cdslindia.com
- Toll Free: 1800 21 09911
- Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013

INSTRUCTIONS FOR JOINING AGM THROUGH VC:

(i) Visit http://www.evotingindia.com and log in. Click 'live streaming' tab to access Cisco portal.

- Name: your USER ID (from email)
- Last Name: your actual name
- Email ID: your registered email
- Event Password: nsdl@1234

(ii) Click "Join Now."

(iii) If prompted, download and run CISCO driver.

(iv) Event begins and you are joined via VC.

(v) You may join via laptop, tablet, or desktop. Mobile users must download WebEx Meet app.

RECOMMENDED SYSTEM REQUIREMENTS FOR DESKTOP/LAPTOP:

- Windows 7, 8, or 10
- Core i3 processor
- Microphone, speaker
- Internet speed: minimum 700 kbps
- System date and time must be accurate

Mobile Users:

- Download WebEx app from your app store

NOTE: Login in advance to familiarize yourself with the system.

For any AGM-related grievances, contact: Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 Email: helpdesk.evoting@cdslindia.com | Toll Free: 1800 22 55 33

Annexure A to the notice

Details of the Director Seeking Re-Appointment at the 38th Annual General Meeting

(Pursuant to regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2))

Particulars	Details
Name of the Director	Mrs. Meena Aggarwal (DIN: 00084504)
Age	73 years
Date of first appointment on the Board	August 14, 2018
Brief resume, qualifications and experience	Dr. Meena Aggarwal, Director of Woodsvilla Limited is a 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 expertise in specific functional areas	Hospitality Service
Terms and conditions of re-appointment	Re-appointment as a Director liable to retire by rotation.
Remuneration last drawn / sought	Nil
Number of Board meetings attended during FY 2025–26	FOUR
Relationship with other Directors / KMP	Wife of Vipin Aggarwal (Director)
Number of shares held in the Company	18,12,060 Equity Shares
Directorships and Committee memberships in other companies/ body corporates	Directorship in other companies: - Keshov Holdings Private Limited - Club 9 Vacations Private Limited - Club 9 Holidays Private Limited - Realize Your Potential Private Limited - Take a break.com Private Limited - Partner in E squared Consultants LLP - Partner in Avsarr Quest LLP - Partner in Goulian Finch LLP

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS"

Item No. 3

Pursuant to section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 24A of the SEBI Listing Regulations, every listed entity is required to undertake secretarial audit through a Secretarial Auditor who is a Peer Reviewed Company Secretary and obtain the approval of the Members for the appointment/re-appointment of the Secretarial Auditor at the AGM.

Accordingly, the Board, recommends the appointment of M/s Kundan Agrawal & Associates, Practicing Company Secretaries (FRN: S2009DE113700), as the Secretarial Auditors of the Company.

M/s. Kundan Agrawal & Associates have confirmed that they are independent of the Company and are not related to the Company, its Promoters, Promoter Group, Directors or Key Managerial Personnel in any manner that may affect their independence or objectivity in carrying out the secretarial audit of the Company.

M/s. Kundan Agrawal & Associates, have further confirmed that they hold a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), which remains valid as on the date of this Notice, and that they continue to satisfy all eligibility criteria prescribed under the Act, the SEBI Listing Regulations and other applicable laws for appointment as Secretarial Auditors of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved and recommended the appointment of M/s. Kundan Agrawal & Associates, Practicing Company Secretaries (FRN: S2009DE113700), as Secretarial Auditors of the Company, on the following terms and conditions:

a. Term of appointment: For a term of 5 (five) consecutive years, commencing from April 1, 2026 and ending on March 31, 2031.

b. Proposed Fees: The fees shall be such as may be determined by the Board, on the recommendation of the Audit Committee as may be mutually agreed with the Secretarial Auditors. Fees for other permissible services, certificates or reports, if any, shall be approved by the Board of Directors in consultation with the Audit Committee, as may be required under applicable law.

c. Basis of recommendation and credentials: The recommendation is based on the fulfilment of the eligibility criteria and qualifications prescribed under the Act, the Rules made thereunder and the SEBI Listing Regulations. M/s. Kundan Agrawal & Associates, have given their consent to act as Secretarial Auditors of the Company and have confirmed that their appointment, if approved, would be within the prescribed limits and that they are not disqualified from being appointed as Secretarial Auditors under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations.

The Board recommends the special resolution set out at item no. 3 of the notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Explanatory Statement

Item No. 4 – Enhancement in overall borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013

Keeping in view the Company's existing and future financial requirements and to meet the Company's working capital, capital expenditure, business expansion and other general corporate requirements, the Company may require additional funds from time to time. Accordingly, the Company proposes to avail financial assistance from banks, financial institutions, other lending institutions, bodies corporate and/or such other persons or entities, as may be considered appropriate by the Board.

The borrowings proposed to be availed by the Company, together with the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company. Accordingly, pursuant to section 180(1)(c) of the Companies Act, 2013, approval of the members is required by way of a special resolution to authorise the Board to borrow monies beyond such aggregate amount.

It is proposed to authorise the Board to borrow monies up to an overall limit of Rs. 15,00,00,000 (Rupees Fifteen Crore only) at any one time. The proposed borrowing limit will enable the Company to meet its present and anticipated funding requirements and provide the Company with adequate financial flexibility to support its business operations and other general corporate requirements.

The approval sought under this Item is therefore for authorising the Board to borrow monies up to an overall limit of Rs. 15,00,00,000 (Rupees Fifteen Crore only) at any one time, notwithstanding that such borrowings, together with the monies already borrowed by the Company, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The Board of Directors of the Company, at its meeting held on 27.08.2026, considered and approved the proposal and recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

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

ITEM NO. 5 : Approval for sale and transfer of Woodsvilla Resort and Woodsvilla Residency (Apartments), Business Undertakings under section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors at its meeting held on 27.08.2026 has, subject to the approval of the Members of the Company by way of Special Resolution and such other approvals, consents, permissions and sanctions as may be required, considered and approved the proposal for seeking in principle approval of its shareholders for sale, transfer and disposal of the Woodsvilla Resort and/or Woodsvilla Residency (Apartments) Business Undertaking of the Company, as a going concern, on such terms and conditions as may be agreed between the Company and the Purchaser.

For the purpose of the proposed transaction, "**Woodsvilla Resort and Woodsvilla Residency (Apartments), Business Undertakings**" either or both means the identified undertaking of the Company comprising the business carried on by the Company in relation to the identified Resorts and Apartments and land proposed to be sold and transferred to the Purchaser as a going concern, together with the assets, properties, rights, interests, contracts, licences, approvals, records, liabilities and other components pertaining to or relating to such business, as more particularly identified in the definitive transaction documents.

The proposed transaction contemplates the sale and transfer of the Villa and Bungalow Business Undertaking as a going concern, pursuant to which the Purchaser shall acquire the identified business and the assets, rights and other components forming part thereof and shall be in a position to carry on the relevant business following completion of the proposed transaction.

Object and commercial rationale for the proposed sale

The Company's resort business is not delivering expected results. The rise of places like Nainital, Mukteshwar, Mussoorie, and Kasauli as prominent tourist hubs due to improved connectivity from India's capital has significantly affected operations, with occupancy rates well below average. Further, the resort will also needs significant capex in order to upgrade it to meet today's requirements, which also needs significant funds without much return on investment to update. Further, the **Woodsvilla Resort and Woodsvilla Residency (Apartments), Business Undertakings** also didn't perform as expected.

The proposed transaction is expected to enable the Company to realise the value embedded in the both the Undertaking Business and provide greater flexibility in deployment of its financial and managerial resources towards its other businesses and strategically identified opportunities. The sale of either undertaking may also provide the necessary funds to revive the other undertaking.

The transaction is expected to provide the Company with additional liquidity and strengthen its financial position, while enabling the Purchaser to carry on the relevant business as a going concern following completion of the transaction.

Consideration and basis of consideration

The **Woodsvilla Resort and Woodsvilla Residency (Apartments), Business Undertakings** either or both is proposed to be sold and transferred for an aggregate consideration not less the book value of assets as per the latest audited financial statements, subject to such adjustments, if any, as may be provided in the definitive transaction documents.

Utilisation of proceeds

After taking into account applicable taxes, transaction costs and other expenses relating to the proposed transaction, the net proceeds are proposed to provide greater flexibility in deployment of its financial and managerial resources towards its other businesses and strategically identified opportunities.

The actual utilisation of the proceeds may vary depending upon the amount ultimately realised, transaction costs, tax implications and the Company's requirements at the time of receipt of the proceeds.

Regulatory framework and requirement for prior approval

Section 180(1)(a) of the Act provides that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or, where the company owns more than one undertaking, the whole or substantially the whole of any such undertaking, only with the consent of the company by way of a Special Resolution.

The proposed sale and transfer of the **Woodsvilla Resort and Woodsvilla Residency (Apartments), Business Undertakings either or both** constitutes sale/disposal of an undertaking within the meaning of section 180(1)(a) of the Act. Accordingly, prior approval of the Members by way of a Special Resolution is being sought for the proposed sale, transfer and disposal of the Villa and Bungalow Business Undertaking.

Further, regulation 37A of the SEBI Listing Regulations provides that a listed entity carrying out sale, lease or otherwise disposal of the whole or substantially the whole of its undertaking, or where it owns more than one undertaking, of the whole or substantially the whole of any such undertaking, shall take prior approval of shareholders by way of Special Resolution.

Accordingly, prior approval of the Members by way of a Special Resolution under regulation 37A of the SEBI Listing Regulations is being sought for the proposed sale and transfer of the Villa and Bungalow Business Undertaking.

The proposed transaction shall be subject to such other approvals, consents, permissions and sanctions as may be required under applicable laws and from the relevant statutory, regulatory, governmental and other authorities.

In terms of regulation 37A of the SEBI Listing Regulations, the Special Resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by the public shareholders against the resolution.

Further, a public shareholder shall not vote on the resolution if such public shareholder is a party, directly or indirectly, to the proposed sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, either directly or indirectly, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.