



Vindus Holdings Limited

46, B. B. GANGULY STREET, 1ST FLOOR, ROOM # 4, KOLKATA - 700 012

Ph. : (033) 2236 7102, 2236 3844 Fax : 033-2221 9525 E-mail : vindusholdings@gmail.com

To,
The Secretary,
Calcutta Stock Exchange Association Ltd.
7, Lyons Range
Kolkata – 700001

Date: 28.10.2013

Dear Sirs,

Sub: **Submission of Quarterly Compliances for the Quarter ended 30th September, 2013.**

We are hereby submitting the regular quarterly compliances for the above said quarter mentioned below:-

1. Shareholding Pattern as per Clause – 35 enclosed.
2. Six Copies of “Annual Report” for the Financial Year ended 31st March, 2013 as per Clause – 31 enclosed.
3. Notice of Book Closer as per Clause – 16 enclosed.
4. Unaudited financial Results for the Quarter Ended 30th June, 2013

Please acknowledge the receipt and update your record.

Thanking you,

Yours Faithfully,

For, **VINDUS HOLDINGS LTD.**

Authorized Signatory



C H A L L A N (Duplicate)

From :
MAHESHWARI DATAMATICS PVT. LTD.
6, Mangoe Lane, 2nd Floor
Kolkata - 700 001.
Phone : 2243-5809/5029
Fax : 2248-4787
E-mail : mdpl@cal.vsnl.net.in

To :
M/S VINDUS HOLDINGS LIMITED
46, B.B.GANGULY STREET
1ST FLOOR, ROOM NO. 4
KOLKATA
700012

Shareholding Pattern as on 30/09/2013

Plain Paper(10X12) 12 Pages

Date : 2/10/2013

For MAHESHWARI DATAMATICS PVT. LTD.



As on 30/09/2013

18. Public Shareholding

- No of Shares : 20786877
 - % of shareholding : 91.0537
-

19. Promoters and Promoter Group Shareholding

a) Pledged/Encumbered

- No of Shares : Nil
- % of shares : Nil
(as a % of the total shareholding
of promoter and promoter group)
- % of shares : Nil
(as a % of the total share capital
of the company)

b) Non-encumbered

- No of Shares : 2042373
 - % of shares : 100.0000
(as a % of the total shareholding
of promoter and promoter group)
 - % of shares : 8.9463
(as a % of the total share capital
of the company)
-



VINDUS HOLDINGS LIMITED
Physical / NSDL / CDSL Summary Report as on 30/09/2013



VINDUS HOLDINGS LIMITED

(11)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter-group' are in excess of 1% of the total no of shares as on 30/09/2013

Sl # Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No of Shares Underlying Outstanding DRs	Shares underlying outstanding DRs as a % of total No of Shares i.e., Grand Total (A)+ (B)+(C) indicated in Statement at para (I)(a) above
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--- Nil ---



VINDUS HOLDINGS LIMITED

(II)(a) Statement showing details of Depository Receipts (DRs) as on 30/09/2013

Sl #	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No of outstanding DRs	No of Shares Underlying Outstanding DRs	Shares underlying outstanding DRs as a % of total No of Shares i.e., Grand Total (A)+ (B)+(C) indicated in Statement at para (I)(a) above
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--- Nil ---



Sl #	Folio/CIId/DpId	Name of the Shareholder	No of locked-in Shares	Locked-in shares as a % of total No of shares i.e., Grand Total (A)+(B)+(C)	Promoter/Promoter Group/ Public
				indicated in Statement at para (1)(a) above)	

----- NIL -----



(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category 'Public' and holding more than 5% of the total no of shares of the company

Sr No	Name(s) of the Shareholder(s) and the Persons Acting in Concert (PAC) with them	No of Shares (a) above	Details of warrants		Details of convertible securities			Total shares (including underlying shares assuming full conversion of warrants and of the same convertible securities) as a % of diluted share capital
			Shares as a % of total no of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)	No of Warrants	As a % of total no of Warrants of the same class	No of convertible securities held	% w.r.t total no of convertible securities of the same class	
1	CHITRAKSH VINTRADE PRIVATE LIMITED	2566499	11.2422	Nil	Nil	Nil	Nil	11.2422
2	MURLIDHAR COMMERCIAL PRIVATE LIMITED	2539654	11.1246	Nil	Nil	Nil	Nil	11.1246
3	YASHODA MARKETING PRIVATE LIMITED	2431774	10.6520	Nil	Nil	Nil	Nil	10.6520
Total		7537927	33.0187	Nil	Nil	Nil	Nil	33.0187



(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category 'Public' and holding more than 1% of the total no of shares

Sr No	Name of the Shareholder	No of Shares held	Details of warrants		Details of convertible securities			Total shares (including total no of underlying shares convertible assuming full conversion of warrants and of the same convertible securities) as a % of diluted share capital
			Shares as a % of total no of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement	No of Warrants held	As a % of total no of Warrants the same class	No of convertible securities held	% w.r.t total no of convertible securities of the same class	
1	CHITRAKSH VINTRADE PRIVATE LIMITED	2566499	11.2422	Nil	Nil	Nil	Nil	11.2422
2	MURLIDHAR COMMERCIAL PRIVATE LIMITED	2539654	11.1246	Nil	Nil	Nil	Nil	11.1246
3	YASHODA MARKETING PRIVATE LIMITED	2431774	10.6520	Nil	Nil	Nil	Nil	10.6520
4	SUTANUTI DISTRIBUTORS PRIVATE LIMITED	917514	4.0190	Nil	Nil	Nil	Nil	4.0190
5	SEA HAWK COMMOTRADE PRIVATE LIMITED	665450	2.9149	Nil	Nil	Nil	Nil	2.9149
6	MATRIBHUMI COMMERCE PRIVATE LIMITED	649672	2.8458	Nil	Nil	Nil	Nil	2.8458
7	DHANPRAYOG MERCHANDISE PRIVATE LIMITED	541275	2.3710	Nil	Nil	Nil	Nil	2.3710
8	GOPALA DEALCOM PRIVATE LIMITED	479196	2.0990	Nil	Nil	Nil	Nil	2.0990
9	ASHOK KUMAR KAYAN	455992	1.9974	Nil	Nil	Nil	Nil	1.9974
10	GAUTAM KUMAR AGRAHARI	397786	1.7424	Nil	Nil	Nil	Nil	1.7424
11	ASTAVINAYAK DEALERS PRIVATE LIMITED	358853	1.5719	Nil	Nil	Nil	Nil	1.5719
12	PREM LAL ROY	264590	1.1590	Nil	Nil	Nil	Nil	1.1590
13	PROVASH SARDAR	243830	1.0681	Nil	Nil	Nil	Nil	1.0681
Total		12512085	54.8073	Nil	Nil	Nil	Nil	54.8073



VINDUS HOLDINGS LIMITED

(1)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category 'Promoter and Promoter Group'

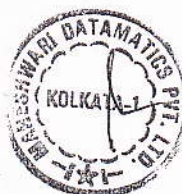
Quarter ended 30/09/2013

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1. Indian

c. Bodies Corporate

		Details of Shares held		Encumbered shares		Details of warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
Sr No	Name of the Shareholder	No of Shares held	As a % of Grand Total (A)+(B)+(C)	No.	As a % (VI)= (V)/(III)*100	As a % of Grand Total (A)+(B)+(C) of sub clause (1)(a) (VII)	No of Warrants held	As a % of total no of warrants of the same class (IX)	No of convertible securities held	As a % of total no of convertible securities of the same class (XI)	(XII)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
22	NIRMIT VINIMAY PRIVATE LIMITED	2000	.0088	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.0088
23	GIRJA SHANKER AGROCHEM PVT LTD	900	.0039	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.0039
24	THE CALCUTTA INVESTMENT COMPANY LTD	800	.0035	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.0035
25	KUSUM GOODS PRIVATE LIMITED	300	.0013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.0013
Total :		1713033	7.5037	Nil	Nil	Nil	Nil	Nil	Nil	Nil	7.5037



WINDUS HOLDINGS LIMITED

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category

'Promoter and Promoter Group'

Quarter ended 30/09/2013

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1. Indian

c. Bodies Corporate

		Details of Shares held		Encumbered shares		Details of warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
Sr No	Name of the Shareholder	No of Shares held	As a % of Grand Total (A)+(B)+(C)	No.	As a % (VI)= (V)/(III)*100	As a % of Grand Total (A)+(B)+(C) of sub clause (I)(a) (VII)	No of Warrants held (VIII)	As a % of total no of warrants of the same class (IX)	No of convertible securities held (X)	As a % of total no of convertible securities of the same class (XI)	(XII)
(I)	(II)	(III)	(IV)	(V)	(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	GIRJA SHANKER MARKETING PVT. LTD.	469200	2.0553		Nil	Nil	Nil	Nil	Nil	Nil	2.0553
2	ASHIRWAD TIE UP PRIVATE LIMITED	437206	1.9151		Nil	Nil	Nil	Nil	Nil	Nil	1.9151
3	SARVOTTAM COMMOTRADE PVT. LTD.	211650	.9271		Nil	Nil	Nil	Nil	Nil	Nil	.9271
4	BND NEOPOLYMERS PRIVATE LIMITED	159985	.7008		Nil	Nil	Nil	Nil	Nil	Nil	.7008
5	VIDHAN AGENCIES PVT. LTD.	153300	.6715		Nil	Nil	Nil	Nil	Nil	Nil	.6715
6	SARVOTTAM COMMOTRADE PVT LTD	66750	.2924		Nil	Nil	Nil	Nil	Nil	Nil	.2924
7	SCOPE VYAPAR PVT. LTD.	57760	.2530		Nil	Nil	Nil	Nil	Nil	Nil	.2530
8	DURBASHA VYAPAAR PRIVATE LIMITED	35500	.1555		Nil	Nil	Nil	Nil	Nil	Nil	.1555
9	SAFFRON VINIMAY PRIVATE LIMITED	25600	.1121		Nil	Nil	Nil	Nil	Nil	Nil	.1121
10	SWARN GANGA TRADING PVT. LTD.	22082	.0967		Nil	Nil	Nil	Nil	Nil	Nil	.0967
11	ALOKANAND SALES PRIVATE LIMITED	21650	.0948		Nil	Nil	Nil	Nil	Nil	Nil	.0948
12	SWADESH GOODS PRIVATE LIMITED	10950	.0480		Nil	Nil	Nil	Nil	Nil	Nil	.0480
13	AROHI MERCHANTS PVT. LTD.	6875	.0301		Nil	Nil	Nil	Nil	Nil	Nil	.0301
14	GIRJA SHANKER MARKETING PVT LTD	5800	.0254		Nil	Nil	Nil	Nil	Nil	Nil	.0254
15	AKHILESH AGENCIES PRIVATE LIMITED	4775	.0209		Nil	Nil	Nil	Nil	Nil	Nil	.0209
16	SPARTEK GOODS PRIVATE LIMITED	4000	.0175		Nil	Nil	Nil	Nil	Nil	Nil	.0175
17	GAJMUKTA MERCHANTS PVT.LTD.	3800	.0166		Nil	Nil	Nil	Nil	Nil	Nil	.0166
18	BASUKI CHEMICALS PRIVATE LIMITED	3350	.0147		Nil	Nil	Nil	Nil	Nil	Nil	.0147
19	PHOENIX CONSUMER GOODS PRIVATE LIMITED	3100	.0136		Nil	Nil	Nil	Nil	Nil	Nil	.0136
20	KESHRI DEALERS PRIVATE LIMITED	3000	.0131		Nil	Nil	Nil	Nil	Nil	Nil	.0131
21	SALSETT VINIMAY PVT.LTD	2700	.0118		Nil	Nil	Nil	Nil	Nil	Nil	.0118



VINDUS HOLDINGS LIMITED

(1)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category 'Promoter and Promoter Group'

Quarter ended 30/09/2013

Page # 1

1. Indian

a. Individuals/Hindu Undivided Family

Details of Shares held				Encumbered shares		Details of warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
Sr No	Name of the Shareholder	No of Shares held	As a % of Grand Total (A)+(B)+(C)	No.	As a % (VI)= (V)/(III)*100	As a % of Grand Total (A)+(B)+(C) of sub clause (I)(a) (VII)	No of Warrants held (VIII)	As a % of total no of warrants of the same class (IX)	No of convertible securities held (X)	As a % of total no of convertible securities of the same class (XI)	(XII)
(I)	(II)	(III)	(IV)	(V)	(VI)= (V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	PHOOL CHAND GUPTA	145700	.6382	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.6382
2	VINAY BAWRI	108540	.4754	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.4754
3	Uma Saraf	40000	.1752	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.1752
4	SHARDABEN VALLABHBHAI KAKADIA	20000	.0876	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.0876
5	SAKET KHAITAN	9000	.0394	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.0394
6	ILTAPH	6100	.0267	Nil	Nil	Nil	Nil	Nil	Nil	Nil	.0267
Total :		329340	1.4426	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1.4426



VINDUS HOLDINGS LIMITED

Serial code : - Class of Security : Equity Face Value : Rs. 10/-
(1)(a) Statement showing Shareholding Pattern Quarter ended: 30/09/2013

Category Code (I)	Category of Shareholder (II)	No of Share- holders (III)	Total No of Shares (IV)	No of Shares held in Demat Form (V)	Total shareholding as a % of Tot Shrs		Shares pledged or otherwise encumbered	
					As a % of (A + B) (VI)	As a % of (A+B+C) (VII)	Shares (VIII)	As a % (IX)=(VIII) /(IV)*100
C. Shares held by Custodian & against which Depository Receipts have been issued								
	1. Promoter and Promoter Group	Nil	Nil	Nil			Nil	
	2. Public	Nil	Nil	Nil			Nil	
	Grand Total (A)+(B)+(C)	748	22829250	21850500			100.0000	



VIRUS HOLDINGS LIMITED

Script Code : - Class of Security : Equity Face Value : Rs. 10/-
(1)(a) Statement showing Shareholding Pattern Quarter ended: 30/09/2013

Category Code (I)	Category of Shareholder (II)	No of Share-holders (III)	Total No of Shares (IV)	No of Shares held in Demat Form (V)	Total shareholding as a % of Tot Shrs		Shares pledged or otherwise encumbered	
					As a % of (A + B) (VI)	As a % of (A+B+C) (VII)	Shares (VIII)	As a % (IX)=(VIII)/(IV)*100

A.Promoter and Promoter Group								
1.Indian								
	a. Individuals/Hindu Undivided Family	6	329340	329340	1.4426	1.4426	N i l	N i l
	b. Central/State Government(s)							
	c. Bodies Corporate	25	1713033	1713033	7.5037	7.5037	N i l	N i l
	d. Financial Institutions/Banks							
	e. Any Other							
	Sub Total (A1)	31	2042373	2042373	8.9463	8.9463	N i l	N i l
2.Foreign								
	a. Individuals (NRI/Foreign Individuals)							
	b. Bodies Corporate							
	c. Institutions							
	d. Qualified Foreign Investor							
	e. Any other							
	Sub Total (A2)							
	Total Shareholding of Promoter and Promoter Group A=(A)(1)+(A)(2)	31	2042373	2042373	8.9463	8.9463	N i l	N i l
B.Public Shareholding								
1.Institutions								
	a. Mutual Funds/UTI							
	b. Financial Institutions/Banks							
	c. Central/State Government(s)							
	d. Venture Capital Funds							
	e. Insurance Companies							
	f. Foreign Institutional Investors							
	g. Foreign Venture Capital Investors							
	h. Qualified Foreign Investor							
	i. Any Other							
	Sub Total (B1)							
2.Non-Institutions								
	a. Bodies Corporate	73	13280536	13128536	58.1733	58.1733		
	b. Individuals holding							
	i. Nominal Share Capital up to Rs.1 Lakh	536	2125620	1503870	9.3109	9.3109		
	ii. Nominal Share Capital in excess of Rs.1 Lakh	99	5223166	5060166	22.8793	22.8793		
	c. Qualified Foreign Investor							
	d. Any Other							
	Trusts	8	56000	14000	.2453	.2453		
	Clearing Member	1	101555	101555	.4448	.4448		
	Sub Total (B2)	717	20786877	19808127	91.0537	91.0537		
	Total Public Shareholding B=(B)(1)+(B)(2)	717	20786877	19808127	91.0537	91.0537		
	Total (A)+(B)	748	22829250	21850500	100.0000	100.0000		



VINDUS HOLDINGS LIMITED

Scrip Code : - Class of Security : Equity
Quarter ended: 30/09/2013

Partly paid-up shares:-	No of partly paid-up shares	As a % of Total No of partly paid-up shares	As a % of Total No of shares of the company
Held by promoter/promoter group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil

Outstanding convertible securities:-	No of Outstanding securities	As a % of Total No of outstanding convertible securities	As a % of Total No of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil

Warrants:-	No of warrants	As a % of Total No of warrants	As a % of Total No of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil

Total paid-up capital of the company, assuming full conversion of warrants and convertible securities

22829250 Shares of Rs.10/- each





VINDUS HOLDINGS LIMITED

25th

ANNUAL REPORT

2012-13



VINDUS HOLDINGS LIMITED



**ANNUAL REPORT
2012-13**

BOARD OF DIRECTORS

Sri Sandeep Goenka
Sri Arvind Kumar Mishra
Sri Sainen Kumar Ghosh

AUDITORS

Agarwal Arun & Associates
Chartered Accountants
5th Floor, Room No. 515,
32 Ezra Street (South Block)
Kolkata – 700001

BANKERS

Punjab National Bank.
ICICI BANK

REGISTERED OFFICE

46 B. B. Ganguly Street,
1st Floor, Room No. 4,
Kolkata – 700012 (W.B.)

☎ : 22367102

REGISTERED & SHARE TRANSFER AGENTS

Maheswari Datamatics Pvt. Ltd.
6 Mangoe Lane, 2nd Floor,
Kolkata – 700001



**ANNUAL REPORT
2012-13**

BOARD OF DIRECTORS

Sri Sandeep Goenka
Sri Arvind Kumar Mishra
Sri Sailen Kumar Ghosh

AUDITORS

Agarwal Arun & Associates
Chartered Accountants
5th Floor, Room No. 515,
32 Ezra Street (South Block)
Kolkata – 700001

BANKERS

Punjab National Bank.
ICICI BANK

REGISTERED OFFICE

46 B. B. Ganguly Street,
1st Floor, Room No. 4,
Kolkata – 700012 (W.B.)

☎ : 22367102

REGISTERED & SHARE TRANSFER AGENTS

Maheswari Datamatics Pvt. Ltd.
6 Mangoe Lane, 2nd Floor,
Kolkata – 700001



VINDUS HOLDINGS LIMITED

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of the Company will be held on **Monday, 30th September, 2013 at 2.00 P.M.** at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited statement of Profit & Loss for the year ended 31st March, 2013 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Arvind Kumar Mishra**, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Auditors' and fix their remuneration.

By Order of the Board
For **VINDUS HOLDINGS LIMITED**

Kolkata
Dated: **27/08/2013**

Sd/-
Director

NOTES

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not less than forty-eight hours before the meeting. A proxy form is attached herewith.
- 2) The Register of Members and Share Transfer Books of the Company will remain closed from **27th September, 2013 to 30th September, 2013** (both days inclusive).
- 3) Members are required to bring at the meeting with them the printed Annual Report & Accounts being sent to them along with the Notice to avoid inconvenience.



VINDUS HOLDINGS LIMITED

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors present their Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended **31st March 2013**.

FINANCIAL RESULTS

	<u>31.03.2012</u>	<u>31.03.2012</u>
Profit from operation	(252,820)	82603.00
Profit before Taxation	(286,486)	82603.00
Less: Provisions	33665.55	25524.00
Less: Transfer to Statutory Reserve	-	11416.00
Net Profit / (Loss) after Taxation & Reserve	(286485.59)	45663.00
Balance Brought Forward from last year	(1974802.58)	(2020464.58)
(Including the balances of Transferor Companies)	(2261288.17)	(1974802.58)

DIVIDEND

In view of the **Loss incurred**, your Directors regret their inability to recommend any dividend for the year under review.

OPERATIONS

The company had during the year decided to deal into real estate and had identified a huge project comprising land of more than 3.00 Lac sq. ft. In view of recent boom in real estate, the present Indian economical scenario is encouraging and the buoyancy in the securities market and real estate boom is expected to continue for a few more years to come. The company is focusing in these areas; hence the future prospects of your company appear to be bright in the years to come.

DIRECTORS

In accordance with the provision of the Companies Act, 1956, **Mr. Arvind Kumar Mishra**, retires by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment.

PUBLIC DEPOSIT

The Company has not accepted any fixed deposits from the Public.

DIRECTORS RESPONSIBILITY STATEMENT

1. In preparation of the accounts for the year ended **31.03.2013**, the applicable accounting standards have been followed and that there are no material departures;
2. The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of state of affairs of the Company as at **31st March, 2013** and of the Profit & Loss of the Company for the year ended on that date;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



4. The annual accounts for the year ended **31.03.2013** have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure that all mandatory provisions of "Corporate Governance" as provided in the Listing Agreement of the Stock Exchange with which the Company's shares are listed are duly complied with.

A separate report on "Corporate Governance" along with Auditors' Certificate on its compliance and "Management Discussion and Analysis" are annexed hereto as **Annexure 'A'** and **Annexure 'B'** respectively as part of the Annual Report.

PARTICULARS OF EMPLOYEES

The Company has no employee getting remuneration in excess of the limits prescribed under Section 217(2A) of the Companies Act, 1956 as such the particulars of employees required under the provisions of the Section are not given.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars of energy conservation and technology absorption as prescribed have not been provided, as our industry is not specified in the schedule. No foreign exchange earnings and outgo were there during the year under reference.

DEMATERIALISATION OF SHARES

Details of the same are given in the shareholders information.

AUDITORS

M/s. Agarwal Arun & Associates, Chartered Accountants, the Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

LISTING DISCLOSURE

The Company's Equity Shares are listed in The Calcutta Stock Exchange Ltd. and The Guwahati Stock Exchange Limited, Assam.

ACKNOWLEDGEMENT

The Board of Directors wishes to place on record the co-operation and sincere efforts of Officers & Employees for effective working of the Company. The Board places on record its appreciation to all its customers, shareholders and business associates for their continued support.

FOR AND ON BEHALF OF THE BOARD

FOR VINDUS HOLDINGS LIMITED

Kolkata
Dated: **27-08-2013**

Sd/-
Directors



CORPORATE GOVERNANCE

I. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Vindus Holdings Limited is committed to good Corporate Governance. The objective of Vindus Holdings Limited's Corporate Governance is to enhance the long-term shareholder value at same time protecting the interest of other stakeholders. The code of Corporate Governance has been drafted in compliance with the code of "Corporate Governance" as promulgated by Security Exchange Board of India under Clause 49 of the Listing Agreement with Stock Exchange.

II. BOARD OF DIRECTORS

Board consists of Non-executive and independent Director, with considerable experience in their respective fields. Non Executive Directors account for 66.67% of the Board at present and they have no business and / or professional relationship with any Company.

During the Financial Year 2012-13, 12 (Twelve) meetings of the Board were held. These meetings were held on the following dates.

13.04.2012	22.05.2012	18.06.2012	28.07.2012	27.08.2012	01.09.2012
30.10.2012	19.11.2012	17.12.2012	30.01.2013	12.02.2013	28.03.2013

Name of Directors	Position	Board Meeting held during the year	Board Meeting attended during the year	Whether attended last A.G.M.	Directorship in other public limited Cos. incorporated in India
Sandeep Goenka	Executive	12	12	Y	Nil
Arvind Kumar Mishra	Non-executive	12	12	Y	Nil
Sailen Kumar Ghosh	Non-executive	12	12	Y	Nil

Notes: None of the Directors is a member of more than 10 Board level committees, as required under Clause 49 of the listing agreement.

III. AUDIT COMMITTEE

The role of Audit Committee is to review the periodical financial statements, internal control, according policies, review the scope of internal audit with internal auditors and the major findings of the internal / statutory audit. The Committee also reviews critical operating area through management audit procedure.

Composition

Sandeep Goenka	Executive
Arvind Kumar Mishra	Non-executive
Sailen Kumar Ghosh	Non-executive

Meeting and attendance during the year

Members	Meeting held	Meeting attended
Sandeep Goenka	4	4
Arvind Kumar Mishra	4	4
Sailen Kumar Ghosh	4	4



IV. SHAREHOLDERS TRANSFER AND GRIEVANCE COMMITTEE

The Shareholders transfer and Grievance Committee facilitates prompt and effective redressal of shareholders grievances and effecting transfer of shares received from the bona-fide shareholders.

Composition

Sandeep Goenka	Executive
Arvind Kumar Mishra	Non-executive
Sailen Kumar Ghosh	Non-executive

Meeting and attendance during the year

Members	Meeting held	Meeting attended
Sandeep Goenka	1	1
Arvind Kumar Mishra	1	1
Sailen Kumar Ghosh	1	1

Name and Designation of Compliance Officer: **Mr. Sailen Kumar Ghosh (Director)**

Details as to number of shareholders complaints received, number not solved to the satisfaction of the shareholders and number of pending transfers are provided in the section styled as "Shareholders Information" appended elsewhere in this Annual Report.

V. SHAREHOLDERS' MEETING

Details of last three Annual General Meetings held.

Year	Date	Venue	Time
2011-12	29.09.2012	46, B.B. Ganguly Street, 1st Floor R. No. 4, Kolkata- 700012	11.00 A. M.
2010-11	30.09.2011	46, B.B. Ganguly Street, 1st Floor R. No. 4, Kolkata- 700012	11.00 A. M.
2009-10	30.09.2010	46, B.B. Ganguly Street, 1st Floor R. No. 4, Kolkata- 700012	11.00 A. M.

No special resolutions were put through in last three Annual General Meetings of the Company.

VI. DISCLOSURES

- (i) Details of related party transactions during the year have been set out under Notes on Accounts of the Annual Accounts. However, these are not having potential conflict with the interest of the Company at large
- (ii) There were no instances of non-compliance on any matter related to the capital market during the year.
- (iii) The Company has not made any default under any statute.

VII. MEANS OF COMMUNICATION

- (i) The Audited results, Limited Review results and Quarterly un-audited results of the Company were published in two news papers.
- (ii) The Management and Discussion Analysis Report forms part of the Annual Report.



VINDUS HOLDINGS LIMITED

VIII. GENERAL SHAREHOLDERS INFORMATION

It is provided in the section styled as "Shareholders Information" published in this Annual Report that in the following year, a Company named **MATASHREE SUPPLIERS LIMITED** is going to be merged with our Company in the Ratio 5:1.

IX. AUDITORS' CERTIFICATE

As per Clause 49 of the Listing Agreement the Auditors' Certificate is enclosed in this Report.

SHAREHOLDERS' INFORMATION

1. Annual General Meeting
Date & Time : 30.09.2013 at 2.00 P.M.
Venue : Registered Office
2. Financial Calendar
Financial reporting for the quarter ending June 30, 2011 : July, 2012
Financial reporting for the half year ending September 30, 2011 : October, 2012
Financial reporting for the quarter ending December 31, 2011 : January, 2013
Financial reporting for the year ending March 31, 2012 : April, 2013
Annual General Meeting for the year ended March 31, 2012 : September 2013
3. Dates of Book Closure : 27.09.13 to 30.09.13 (Both days inclusive)
4. Dividend payment Date : N.A.
5. Registered Office : 46, B.B. Ganguly Street, 1st Floor, R.N. 4, Kolkata – 700 012
6. Listing Details : 22,829,250 Equity shares of the Company are listed with The Calcutta Stock Exchange Association Ltd and the Guwahati Stock Exchange Ltd.
7. Registrar and Transfer Agents : Maheshwari Datamatics (P) Ltd
6, Mangoe Lane
(Surendra Mohan Ghosh Sarani), 2nd Floor,
Kolkata – 700 001
Registered with SEBI having Registration No. INR 0000000353
8. Share Transfer System : Share Transfer in physical form are registered and returned within a period of 30 days from the date of receipt. All transfers are approved by the Shareholders / Share Transfer Committee and authority is given to an Officer of the Company for endorsements. Thereafter shares are sent back to the Share Transfer Agents for onward delivery.
9. Investor Services : No complains has been received from shareholders for redressal. There are no legal proceedings pending relating to the transfer of shares.



VINDUS HOLDINGS LIMITED

10. Distribution of Shareholding as on 31st March

	2013			
	No. of Share Holders	% of share holders	No. of Shares held	% of share holding
1-500	39	5.1316	14874	0.0652
501-1000	57	7.5000	51100	0.2238
1001-2000	96	12.6316	171504	0.7512
2001-3000	65	8.5526	177846	0.7790
3001-4000	94	12.3684	339505	1.4871
4001-5000	102	13.4211	503777	2.2067
5001-10000	139	18.2895	1066556	4.6719
10001 and above	168	22.1053	20504088	89.8150
TOTAL	760	100.0000	22829250	100.0000

11. Categories of Shareholding as on 31st March

Category	2013	
	No. of Shares held	% of share holding
Individuals	7568206	33.1514
Corporates	13218671	57.9023
NRI / OCBs	NIL	NIL
Promoters	2042373	8.9463
TOTAL	22829250	100.0000

12. Dematerialisation of Shares and Liquidity: ISIN No. : INE168D01011

As per SEBI's guidelines, your Company's Shares are compulsorily traded in Dematerialised form for all the investors. Shares were in Dematerialised, representing 95.56% of the total paid-up Equity Shares Capital as on 31/03/2013.

13. Details of Public funds obtained in last 3 years : N.A.

14. Investor Correspondence : Maheshwari Datamatics P Ltd.
6 Mangoe Lane,
(Surendra Mohan Ghosh Sarani)
Kolkata – 700001
Tel.: 033-2243 5809/5029
Fax: 033-2248 4787

For and on behalf of Board

Place: **Kolkata**
Dated: **27-08-2013**

Sd/-
Director



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENT

The year 2012-13 was marked by recovery of the Indian Economy. The manufacturing sector, which was in the grip of a slow-down for last couple of years, is on the path of growth. Agriculture output is accelerating. Strong growth is predicted in infrastructure, construction, cement, automobile and consumer goods.

OUTLOOK

With the structural change in the capital markets and highly beneficial long term and short term capital Gains provisions, the Stock Markets are expected to show sustained growth.

INTERNAL CONTROL SYSTEM

The Company has proper and adequate internal control system that is commensurate with the size and nature of its business. The system of internal control procedures is to ensure that all transactions are authorized, recorded and reported correctly.

The internal controls are reviewed in the meeting of the Audit Committee of the Board. Audit Committee reviews adequacy of internal controls. Minutes of the meeting of the Audit Committee are placed before the Board for its information and necessary action.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

Company sees its relationship with its employees as critical to the future and its employee relation agenda focuses on ensuring that employees feel valued, on managing change constructively, and on creating an environment and culture within which every employee can maximize his contribution.

Company is committed to providing the necessary development and training opportunities to equip our people with skills they will need in future. Our approach integrates development and training with business objectives, job performance and personal development needs.

DISCLAIMER STATEMENT

Report on management discussion & analysis deals with the Company's objective, estimates, expectations and forecasting which may be forward looking within the meaning of applicable Security Laws and / or Regulations. The aforesaid statements are based on certain premises and expectations of future events as such the actual results may however defer materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic development within India, changes in Government regulations, tax laws and other statutes and other incidental factors.

The foregoing discussion and analysis only set out the management perception of the Company's operational environments, in the coming months, which, by their very nature are uncertain and may undergo substantial changes in view of the events taking place later. Thus, the Company should and need not be held responsible, if, which is not unlikely, the future turns to be something quite different, even materially. Subject to this management disclaimer, this discussion and analysis should be perused.

Place : Kolkata
Dated: 27-08-2013

For and on behalf of Board
Sd/-
Director



VINDUS HOLDINGS LIMITED

- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account so produced before us;
- d. in our opinion, the Balance Sheet and Statement of Profit and Loss subject to the Notes on Accounts annexed, complies with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
- e. On the basis of written representations received from the Management and as informed, taken on record by the Board of Directors, none of the director is disqualified as on 31st March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **Agarwal Arun & Associates**
Chartered Accountants
Firm's registration number: 323462E

Sd/-

CA Arun Kumar Agarwal
Proprietor
Membership number: 054950

Place: Kolkata
Date: 27/08/2013



VINDUS HOLDINGS LIMITED

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF M/s. VINDUS HOLDINGS LIMITED. ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2013.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (ii) (a) The Management has conducted physical verification of the inventory at reasonable intervals during the year.

(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The company has not granted / taken any loans secured or unsecured to/ from companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956. Consequently, requirement of clauses (iii.b), (iii.c), (iii.d), (iii.e), (iii.f) and (iii.g) of paragraph 4 of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) Based on the audit procedure performed and according to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the Register maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rupees five lakh in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted deposits from the public. Hence, directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable for the year under audit.
- (vii) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) The Central Government has not prescribed maintenance of cost records under section 209 (1)(d) of the Companies Act, 1956 in respect of activities carried on by the Company. Hence the provisions of clause 4 (viii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it.

(b) According to the information and explanations given to us, there are no undisputed amounts outstanding as at 31st March 2013 for a period of more than six months from the date they became payable.



VINDUS HOLDINGS LIMITED

- (c) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute.
- (x) The Company has accumulated losses as at the end of the financial year except that of previous accumulated losses. The Company has not incurred cash losses in such financial year and immediate preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, the company did not have any dues to a financial institution, bank or debenture holder.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debenture and other securities.
- (xiii) In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to it. Therefore, the provisions of clause (xiii) of paragraph 4 of the Companies (Audit and Auditors) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In respect of dealing in securities and other investment, in our opinion and according to information and explanations given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein. The securities and other investments have been held by the company in its own name.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company has not obtained term loan from any Schedule Bank during the year.
- (xvii) According to the Balance Sheet and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short-term basis have not, prima facie, been used during the year for long-term investments.
- (xviii) The company has not made any preferential allotment of shares during the year to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- (xix) According to the information and explanation given to us and the records examined by us, the company did not have any outstanding debentures during the year.
- (xx) The company has not raised any money by way of public issue during the year.
- (xxi) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For **Agarwal Arun & Associates**
Chartered Accountants
Firm's registration number: 323462E

Sd/-

CA Arun Kumar Agarwal
Proprietor
Membership number: 054950

Place: Kolkata
Date: 27/08/2013



VINDUS HOLDINGS LIMITED

VINDUS HOLDINGS LIMITED BALANCE SHEET Balance Sheet as at 31st March, 2013

Particulars	Note No	31/03/2013	31/03/2012
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	228,292,500.00	228,292,500.00
(b) Reserves and Surplus	2	189,950,130.60	190,236,616.19
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	498,536,965.82	594,819,449.82
(b) Other Long term liabilities	4	375,000.00	117,511,605.60
(3) Current Liabilities			
(c) Other current liabilities	5	10,000.00	37,633.34
(d) Short-term provisions	6	33,665.55	25,524.33
Total		917,198,261.97	1,130,923,329.28
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	7	3,537,295.00	1,383,203.00
(b) Non-current investments	8	242,348,242.00	507,959,242.00
(c) Long term loans and advances	9	273,159,267.60	166,676,736.60
(d) Other non-current assets	10	139,912,181.63	49,284,376.00
(2) Current assets			
(a) Inventories	11	236,379,533.76	247,826,534.73
(b) Trade receivables	12	19,903,800.00	153,558,630.21
(c) Cash and cash equivalents	13	1,957,941.98	4,234,606.74
Total		917,198,261.97	1,130,923,329.28

As per our report of even date
For Agarwal Arun & Associates
Chartered Accountants
Firm Regn. No. 323462E

sd/-

CA Arun Kumar Agarwal
Proprietor
Membership No. 054950

Place: Kolkata
Dated: 27/08/2013

For Vindus Holdings Limited

sd/-

Director

For Vindus Holdings Limited

sd/-

Director



VINDUS HOLDINGS LIMITED

VINDUS HOLDINGS LIMITED STATEMENT OF PROFIT AND LOSS Profit and Loss statement for the year ended 31st March, 2013

	Particulars	Note No	31/03/2013	31/03/2012
I.	Revenue from operations	14	7,705,500.00	928,698.68
II.	Other Income	15	17,807,715.00	5,991,073.00
III.	Total Revenue (I + II)		25,513,215.00	6,919,771.68
IV.	<u>Expenses:</u>			
	Purchase of Stock-in-Trade		12,549,370.00	211,005,000.00
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		11,447,000.97	(205,120,480.79)
	Employee benefit expense	16	764,300.00	345,600.00
	Other expenses	17	1,005,364.07	607,049.31
	Total Expenses		25,766,035.04	6,837,168.52
V.	Profit before tax (III - IV)		(252,820.04)	82,603.16
VI.	Tax expense: (1) Current tax		33,665.55	24,345.49
VII.	Profit/(Loss) for the period (V - VI)		(286,485.59)	58,257.67
VIII.	Earning per equity share: (1) Basic		(0.01255)	0.00255

Place: Kolkata
Dated: 27/08/2013

For Vindus Holdings Limited

sd/-

Director

As per our report of even date
For Agarwal Arun & Associates
Chartered Accountants
Firm Regn. No. 323462E

sd/-

CA Arun Kumar Agarwal
Proprietor
Membership No. 054950

For Vindus Holdings Limited

sd/-

Director



VINDUS HOLDINGS LIMITED

Note No		31/03/2013	31/03/2012
1	2	3	4

1	Share Capital		
	Equity Share Capital		
	<u>Authorised Share capital</u>		
	23,000,000 Shares @ Rs 10/- per Share	230,000,000.00	230,000,000.00
	<u>Issued, subscribed & fully paid share capital</u>		
	22,829,250 Shares @ Rs 10/- per Share	228,292,500.00	228,292,500.00
	Total	228,292,500.00	228,292,500.00

2	Reserves and Surplus		
	Amalgamation Reserve	192,076,821.02	192,076,821.02
	<u>Statutory Reserve</u>		
	Balance as per last year statement	134,597.56	123,181.56
	Add: Reserve for the year		11,416.00
	<u>Surplus</u>		
	Balance as per last year statement	(1,974,802.39)	(2,020,465.22)
	Add: Profit for the year	(286,485.59)	57,078.83
	Less: Transferred to statutory reserve		11,416.00
	Total	189,950,130.60	190,236,616.19

3	Long-term borrowings		
	Unsecured		
	Loans	2,036,965.82	1,536,965.82
	Advance received from parties	496,500,000.00	593,282,484.00
	Total	498,536,965.82	594,819,449.82

4	Other long term liabilities		
	Trade payables	375,000.00	117,511,605.60
	Total	375,000.00	117,511,605.60

5	Other current liabilities		
	Audit Fees payable	10,000.00	-
	Listing fees payable	-	24,500.00
	VAT payable	-	13,133.34
	Total	10,000.00	37,633.34

6	Short-term provisions		
	Income Tax	33,665.55	25,524.33
	Total	33,665.55	25,524.33

Note - 7

Fixed Assets	Opening Balance	Addition during the year	Depreciation	Closing Balance
Land	1,300,000.00	2,162,412.00	-	3,462,412.00
Office Premises	83,203.00		8,320.00	74,883.00
	1,383,203.00		8,320.00	3,537,295.00



VINDUS HOLDINGS LIMITED

Note No		31/03/2013	31/03/2012
1	2	3	4
8	Non-current investments		
	Investments in Equity instruments	175,848,242.00	441,459,242.00
	Investments in Preference Shares	66,500,000.00	66,500,000.00
	Total	242,348,242.00	507,959,242.00
9	Long Term Loans and Advances		
	Unsecured considered good		
	Security Deposits	3,127,357.60	3,127,357.60
	Other loans and advances	270,031,910.00	163,549,379.00
	Total	273,159,267.60	166,676,736.60
10	Other non-current assets		
	Share Application money	135,500,000.00	46,500,000.00
	TDS	3,178,624.67	1,457,417.00
	Duties & taxes	1,134,226.96	1,000,000.00
	Preliminary Expenses		
	Opening Balance	173,830.00	248,330.00
	Written off during the year	74,500.00	74,500.00
	Balance carried forward	99,330.00	173,830.00
	Amalgamation expenses		
	Opening Balance	153,129.00	306,259.00
	Written off during the year	153,129.00	153,130.00
	Balance carried forward	-	153,129.00
	Total	139,912,181.63	49,284,376.00
11	Inventories		
	Building Materials	176,441,485.29	185,180,000.00
	Shares	46,216,823.94	45,689,553.94
	Fabrics	13,721,224.53	16,956,980.79
	Total	236,379,533.76	247,826,534.73
12	Trade receivables		
	Unsecured	19,903,800.00	153,558,630.21
	Total	19,903,800.00	153,558,630.21
13	Cash and cash equivalents		
	Balances with banks		
	Bank of Baroda	10,155.00	10,155.00
	ICICI Bank	20,971.54	1,357,826.25
	Punjab National Bank	2,681,313.59	2,030,308.00
	Cheques, drafts on hands	(807,846.96)	808,062.68
	Cash on hand	53,348.81	28,254.81
	Total	1,957,941.98	4,234,606.74
14	Revenue from Operations		
	Revenue from - Sale of Shares	4,436,250.00	644,498.68
	Sale of Fabrics	3,269,250.00	284,200.00
	Total	7,705,500.00	928,698.68



VINDUS HOLDINGS LIMITED

Note No		31/03/2013	31/03/2012
1	2	3	4

15	Othe Income		
	Interest income	17,807,715.00	5,991,073.00
	Total	17,807,715.00	5,991,073.00

16	Employee Benefits Expense		
	Salaries and wages	764,300.00	345,600.00
	Total	764,300.00	345,600.00

17	Other Expenses		
	Advertisement Expenses	2,791.00	17,498.00
	Amalgamation Expenses Written off	153,129.00	153,130.00
	Auditor's Remuneration	10,000.00	10,000.00
	Bal Written Off	0.27	(0.14)
	Bank Charges	3,381.38	16,736.01
	Brokerage on shares	20,778.82	-
	Conveyance and travelling Expenses	-	19,620.00
	Depository Charges	566.57	-
	Depreciation	8,320.00	17,501.44
	Filling Expenses	381,270.00	25,625.00
	General Expenses	15,200.00	11,982.00
	Listing fees	113,579.03	140,395.00
	Misc Expenses	9,500.00	-
	Office Expenses	3,750.00	5,250.00
	Preliminary Expenses W/Off	74,500.00	74,500.00
	Printing & Stationery	32,545.00	29,850.00
	Professional Charges	69,800.00	12,300.00
	Registrar Fees	55,768.00	39,252.00
	Securities transaction tax	13,685.00	-
	Telephone Expenses	36,800.00	33,410.00
		1,005,364.07	607,049.31

For Vindus Holdings Limited

sd/-

Director

For Vindus Holdings Limited

sd/-

Director



VINDUS HOLDINGS LIMITED

NOTE – 18

NOTES OF ACCOUNTS FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2013 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013.

A. Significant Accounting Policies

1. Accounting Concepts

- i) The company follows mercantile system of accounting and recognize income and expenditure on accrual basis except those with significant uncertainty.
- ii) The accounts are prepared on historical cost concept as going concern and are consistent with generally accepted accounting principles.

2. Fixed Assets & Depreciation

Fixed Assets are stated at cost less accumulated depreciation.

3. Inventories

Inventories are valued at lower of Cost or Market Value. Unquoted Shares are valued at cost

4. Investment

Investments are long-term investments, hence valued at cost.

5. Recognition of Income & Expenditure

Income & Expenditure are accounted for on accrual basis, except Dividend which accounted for on Receipt Basis.

6. Employees Retirement benefits

Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employees State Insurance Act are not applicable to the company. There is no employee with the company who has completed the required number of years, for being eligible for gratuity and hence no provision has been made on this account.

4. Provision for Income Tax

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

B. Notes on Accounts

Previous year figures have been regrouped/ rearranged/ recast wherever it has been considered necessary.

C. Related Party Disclosure

As the company has not paid anything to the Related Parties as required under AS-18 issued by ICAI, there is no need of any disclosure.

For Agarwal Arun & Associates

Chartered Accountants

Firm's registration number: 323462E

Sd/-

CA Arun Kumar Agarwal

Proprietor

Membership number: 054950

Place: Kolkata

Date: 27/08/2013



VINDUS HOLDINGS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013

PARTICULARS	YEAR ENDED ON		YEAR ENDED ON	
	31st March, 2013		31st March, 2012	
	Rs.	P.	Rs.	P.
1 CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		(252,820.00)		82,603.00
<u>Addition:</u>				
Depreciation		8,320.00		17,501.00
Interest Received		(17,807,715.00)		(5,991,073.00)
Interest Paid		-		-
Loss/(profit) on Sale of Fixed Assets		-		-
Preliminary Expenses & Amalgamation expenses W/O		227,629.00		227,630.00
Cash Flow from Operating Activities before Working Capital changes		(17,824,586.00)		(5,663,339.00)
<u>Adjustments:</u>				
Inventories		11,447,001.00		(205,120,481.00)
Trade Receivable		133,654,830.00		46,581,370.00
Trade Payable		-		(22,928,907.00)
Long Term Loans & Advances		(106,482,531.00)		(65,141,631.00)
Other Non Current Assets		(90,855,435.00)		(22,886,242.55)
Other Current Liabilities		(27,633.00)		(4,120,117.59)
Other Long Term Liabilities		(117,136,606.00)		-
Cash Generated From Operation		(187,224,960.00)		(279,279,348.14)
Taxes Paid		(25,524.00)		(24,345.00)
Cash Flow from Operating Activities		(187,250,484.00)		(279,303,693.14)
2 CASH FLOW FROM INVESTING ACTIVITIES				
Increase/Decrease in Fixed Assets & Capital WIP		(2,162,412.00)		(19,548.00)
Interest Received		17,807,715.00		5,991,073.00
Interest Paid		-		-
Increase/Decrease in Non-Current Investment		265,611,000.00		249,252,516.00
Net Cash Flow from Investing Activities		281,256,303.00		255,224,041.00
3 CASH FLOW FROM FINANCING ACTIVITIES				
Increase/Decrease in Long Term Borrowings		(96,282,484.00)		(217,516.00)
Net Cash Flow from Financing Activities		(96,282,484.00)		(217,516.00)
NET CHANGE IN CASH & CASH EQUIVALENT		(2,276,665.00)		(24,297,168.14)
Opening Balance of Cash & Cash Equivalent		4,234,607.00		28,531,775.00
CLOSING BALANCE OF CASH & CASH EQUIVALENT		1,957,942.00		4,234,607.00
As per our Report of even date				

For Agarwal Arun & Associates

Firm Regn. No. 323462E
Chartered Accountants

sd/-

CA Arun Kumar Agarwal

Proprietor
Membership No. 054950
Place: Kolkata
Dated: 30/08/2013

For and on behalf of Board

For Vindus Holdings Ltd.

sd/-

Director



VINDUS HOLDINGS LIMITED

BALANCE SHEET AND COMPANY'S GENERAL BUSINESS PROFILE

1. **REGISTRATION DETAIL:**

REGISTRATION NO	:	113006
STATE CODE	:	21
BALANCE SHEET DATE	:	31/03/2013

2. **CAPITAL RAISED DURING THE YEAR:**

PUBLIC ISSUE	:	NIL
RIGHT ISSUE	:	NIL
BONUS ISSUE	:	NIL
PRIVATE ISSUE	:	NIL

3. **POSITION OF MOBILISATION AND DEPLOYMENT OF FUND**

TOTAL LIABILITIES	:	917,198,262
TOTAL ASSETS	:	917,198,262

SOURCES OF FUND

PAID UP CAPITAL	:	228,292,500
RESERVE & SURPLUS	:	189,950,130
UNSECURED LOAN	:	498,536,966
NON CURRENT LIABILITIES	:	375,000
CURRENT LIABILITIES	:	43,666

APPLICATION OF FUND

NET FIXED ASSETS	:	3,537,295
NON-CURRENT INVESTMENTS	:	234,348,242
LONG TERM LOANS AND ADVANCES	:	273,159,268
OTHER NON CURRENT ASSETS	:	139,912,182
INVENTORIES	:	236,379,534
TRADE RECEIVABLE	:	19,903,800
CASH & CASH EQUIVALENT	:	1,957,942

4. **PERFORMANCE OF COMPANY:**

TURNOVER (INCLUDING OTHER INCOME)	:	25,513,215
TOTAL EXPENDITURE	:	25,766,035
NET PROFIT / (LOSS) BEFORE TAX	:	(252,820)
PROFIT AFTER TAX	:	(286,486)
EARNING PER SHARE	:	(0.01)
DIVIDEND RATE	:	NIL

5. **GENERIC NAMES OF THREE PRINCIPAL PRODUCT:**

ITEM CODE NO	:	NIL
ITEM CODE NO	:	NIL
ITEM CODE NO	:	NIL

For VINDUS HOLDINGS LIMITED

Sd/-

DATE: 27/08/2013 Director

For VINDUS HOLDINGS LIMITED

sd/-

Director



VINDUS HOLDINGS LIMITED

46 B.B. GANGULY STREET, 1ST FLOOR, ROOM NO. 4, KOLKATA - 700012

PROXY FORM

I / We _____ of
_____ being a member /
members of the above named company hereby appoint _____
of my / our behalf at the 25th Annual General Meeting of the Company to be held on Monday, 30th
September, 2013 at 2.00 P.M. at 46 B.B. Ganguly Street, 1st Floor, Room No. 4, Kolkata –
700012 and at any adjournment thereof.

Signed this _____ day of _____, 2013



NOTE:

- a) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself.
- b) Proxy need not be a member.
- c) The proxy form duly completed should be deposited at the registered office of the company not less than 48 hours before the time fixed for holding the meeting.

✂-----cut here-----

VINDUS HOLDINGS LIMITED

46 B.B. GANGULY STREET, 1ST FLOOR, ROOM NO. 4, KOLKATA - 700012

ATTENDANCE SLIP

(Please present this slip at the entrance of the meeting venue)

Regd. Folio / : _____ Shares held: _____

Client ID / DP ID : _____

I hereby record my presence at the 25th Annual General Meeting to be held on Monday, 30th
September, 2013 at 2.00 P.M.

Name of the Shareholder : _____

Name of the Proxy : _____

Signature of member / proxy : _____

- Note:
- 1) To be signed at the time of handing over the slip.
 - 2) Members are requested to register their names at least 15 minutes prior to the commencement of the meeting



Vindus Holdings Limited



46, B. B. GANGULY STREET, 1ST FLOOR, ROOM # 4, KOLKATA - 700 012

Ph. : (033) 2236 7102, 2236 3844 Fax : 033-2221 9525 E-mail : vindusholdings@gmail.com

To,
The Secretary,
Calcutta Stock Exchange Association Ltd.
7, Lyons Range
Kolkata – 700001

Dear Sirs,

NOTICE OF BOOK CLOSURE AND AGM- CLAUSE 16.

Notice is hereby given that the **Annual General Meeting** of the Company will be held on 30th September, 2013 at 2.00 P.M. at the registered office of the Company i.e. 46, B. B. Ganguly Street, 1st Floor, Room No. 4, Kolkata- 700012.

The Register of Members and Share Transfer Books of the Company will remain closed from 27th September, 2013 to 30th September, 2013 (both days inclusive).

Thanking you,

Yours Faithfully,

For, **VINDUS HOLDINGS LTD.**

Authorized Signatory

1. Annexure-I of Clause 41 shall be substituted with the following, viz.,

Format for submission of Unaudited / Audited financial results by companies other than Banks

PART I							(₹ in Lakhs)
Statement of Standalone / Consolidated Unaudited / Audited Results for the Quarter and 3 Months Ended 30/06/2013							
Particulars	3 months ended (30/06/2013)	Preceding 3 months ended (30/06/2013)	Corresponding 3 months ended (30/06/2012) in the previous year	Year to date figures for current period ended (30/06/2013)	Year to date figures for the previous year ended (30/06/2012)	Previous year ended (31/03/2013)	
(Refer Notes Below)	(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Audited)	
1							
Income from operations							
(a) Net sales/income from operations (Net of excise duty)	-	-	0.48	0.48	-	77.05	
(b) Other operating income	-	-	11.51	11.51	-	178.08	
Total income from operations (net)	-	-	11.99	11.99	-	255.13	
2							
Expenses							
(a) Cost of materials consumed	-	-	9.00	9.00	-	125.49	
(b) Purchases of stock-in-trade	-	-	-	-	-	114.47	
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	0.40	0.40	0.64	0.64	0.40	7.64	
(d) Employee benefits expenses	-	-	0.17	0.17	-	0.08	
(e) Depreciation and amortisation expense	0.66	0.66	1.32	1.32	0.66	9.97	
(f) Other expenses (Any item exceeding 10% of the total expenses relating to continuing operation to be shown separately)							
Total expenses	1.06	1.06	11.13	11.13	1.06	257.65	
3							
Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	(1.06)	(1.06)	0.86	0.86	(1.06)	(2.52)	

For, VINDUS HOLDINGS LIMITED

DIRECTOR



PART I							
Statement of Standalone / Consolidated Unaudited / Audited Results for the Quarter and 3 Months Ended 30/06/2013							
Particulars		3 months ended (30/06/2013)	Preceding 3 months ended (30/06/2013)	Corresponding 3 months ended (30/06/2012) in the previous year	Year to date figures for current period ended (30/06/2013)	Year to date figures for the previous year ended (30/06/2012)	Previous year ended (31/03/2013)
(Refer Notes Below)		(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Audited)
4	Other income	-	-	-	-	-	-
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 ± 4)	(1.06)	(1.06)	0.86	0.86	(1.06)	(2.52)
6	Finance costs	-	-	-	-	-	-
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 ± 6)	(1.06)	(1.06)	0.86	0.86	(1.06)	(2.52)
8	Exceptional items	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 ± 8)	(1.06)	(1.06)	0.86	0.86	(1.06)	(2.52)
10	Tax expenses	-	-	-	-	-	0.34
11	Net Profit / (Loss) from ordinary activities after tax (9 ± 10)	(1.06)	(1.06)	0.86	0.86	(1.06)	(2.86)
12	Extraordinary items (net of tax expenses ₹ _____ Lakhs)	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 ± 12)	(1.06)	(1.06)	0.86	0.86	(1.06)	(2.86)

For, VINDUS HOLDINGS LIMITED
DIRECTOR 

PART I						
Statement of Standalone / Consolidated Unaudited / Audited Results for the Quarter and 3 Months Ended 30/06/2013						
Particulars		3 months ended (31/03/2013)	Preceding 3 months ended (31/03/2013)	Corresponding 3 months ended (31/03/2012) in the previous year	Year to date figures for current period ended (31/03/2013)	Year to date figures for the previous year ended (31/03/2012)
(Refer Notes Below)		(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Unaudited) / (Audited)	(Unaudited) / (Audited)
14	Shares of profit / (Loss) of associates *					
15	Minority interest *					
16	Net Profit / (Loss) after taxes, minority interest and share of profit / (Loss) of associates (13 + 14 + 15) *	(1.06)	(1.06)	0.86	0.86	(1.06)
17	Paid-up equity share capital (Face Value of the Share shall be indicated)	2,282.93 Rs. 10/share	2,282.93 Rs. 10/share	2,282.93 Rs. 10/share	2,282.93 Rs. 10/share	2,282.93 Rs. 10/share
18	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	1,898.44	1,898.44	1,901.51	1,901.51	1,898.44
19.i	Earnings per share (before extraordinary items) (of ₹10/- each) (not annualised):					
	(a) Basic	-	-	-	-	-
	(b) Diluted	-	-	-	-	-
19.ii	Earnings per share (after extraordinary items) (of ₹ 10/- each) (not annualised):					
	(a) Basic	-	-	-	-	0.00
	(b) Diluted	-	-	-	-	0.00
See accompanying note to the financial results						

* Applicable in the case of consolidated results.
Note: The classification / disclosure of items in the financial results shall be in accordance with the Revised Schedule VI of the Companies Act, 1956.
Further to the above, profit/loss from discontinuing operations, if any, included in the above shall be disclosed with details thereof.

For, VINDUS HOLDINGS LIMITED
DIRECTOR 

(₹ in Lakhs)

PART II						
Select Information for the Quarter and June Months Ended 30/06/2013						
Particulars	3 months ended (30/06/2013)	Preceding 3 months ended (30/06/2013)	Corresponding 3 months ended (30/06/2012) in the previous year	Year to date figures for current period ended (30/06/2013)	Year to date figures for the previous year ended (30/06/2012)	Previous year ended (31/03/2013)
A PARTICULARS OF SHAREHOLDING						
1						
Public shareholding	20786877	20786877	20786877	20786877	20786877	20786877
- Number of shares	91	91	91	91	91	91
- Percentage of shareholding						
2						
Promoters and Promoter Group Shareholding **						
a) Pledged / Encumbered	NIL	NIL	NIL	NIL	NIL	NIL
- Number of shares						
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)						
- Percentage of shares (as a % of the total share capital of the company)						
b) Non - encumbered	2042373	2042373	2042373	2042373	2042373	2042373
- Number of shares	100	100	100	100	100	100
- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	9	9	9	9	9	9
- Percentage of shares (as a % of the total share capital of the company)						
B						
INVESTOR COMPLAINTS	3 months ended (30/06/2013)					
Pending at the beginning of the quarter	NIL					
Received during the quarter						
Disposed of during the quarter						
Remaining unresolved at the end of the quarter						

For, VINDUS HOLDINGS LIMITED


DIRECTOR

2. Annexure-IX of Clause 41 shall be substituted with the following, viz.,

Clause 41 of the Listing Agreement For Companies (Other than Banks)

Standalone / Consolidated Statement of Assets and Liabilities		As at (current half year end / year end) (30.06.2013)	As at (previous year end) (31.03.2013)
Particulars			
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	228,292,500.00	228,292,500.00
	(b) Reserves and surplus	189,878,340.15	189,950,130.60
	(c) Money received against share warrants		
	Sub-total - Shareholders' funds	418,170,840.15	418,242,630.60
2	Share application money pending allotment		
3	Minority interest *		
4	Non-current liabilities		
	(a) Long-term borrowings	498,536,965.82	498,536,965.82
	(b) Deferred tax liabilities (net)		
	(c) Other long-term liabilities	37,115,217.00	375,000.00
	(d) Long-term provisions		
	Sub-total - Non-current liabilities	535,652,182.82	498,911,965.82
5	Current liabilities		
	(a) Short-term borrowings	-	-
	(b) Trade payables	10,000.00	10,000.00
	(c) Other current liabilities	-	33,665.55
	(d) Short-term provisions	10,000.00	43,665.55
	Sub-total - current liabilities	10,000.00	43,665.55
	TOTAL - EQUITY AND LIABILITIES	953,833,022.97	917,198,261.97
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	3,537,295.00	3,537,295.00
	(b) Goodwill on consolidation *		
	(c) Non-current investments	234,169,042.00	242,348,242.00
	(d) Deferred tax assets (net)		
	(e) Long-term loans and advances	298,459,267.60	273,159,267.60
	(f) Other non-current assets	145,112,181.63	139,912,181.63
	Sub-total - Non-current assets	681,277,786.23	658,956,986.23
2	Current assets		
	(a) Current investments	236,235,733.76	236,379,533.76
	(b) Inventories	35,883,000.00	19,903,800.00
	(c) Trade receivables	436,502.98	1,957,941.98
	(d) Cash and cash equivalents	-	-
	(e) Short-term loans and advances	-	-
	(f) Other current assets		
	Sub-total - current assets	272,555,236.74	258,241,275.74
	TOTAL - ASSETS	953,833,022.97	917,198,261.97

* Applicable in the case of consolidated statement of assets and liabilities.

For, VINDUS HOLDINGS LIMITED

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DIRECTOR