

SUVIJAY EXPORTS LIMITED

Admin Office.: Unit No. 3-6, Neeru Silk Mills, Mathuradas Mill Compound,
NM. Joshi Marg, Lower Parel (West), Mumbai - 400013.
Tel : 66164444 / Fax : 66164409
E-mail : menon@wearology.com

August 14, 2013

To,
The Secretary
The Calcutta Stock Exchange Association Limited
7, Lyons Range,
Kolkata 700 001

Sub: Annual Report 2012-13.

Dear Sir,

With reference to cited subject and Clause 31 (a) of Listing Agreement in reference to submission of 6 copies of Company's Annual Report to Stock Exchange. Please find enclosed herewith 6 Copies of Annual Report of Suvijay Exports Limited.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Suvijay Exports Limited



Authorised Signatory

Encl:

- 1. Annual Report 2012-13 (6 Copies)**

SUVIJAY EXPORTS LIMITED

BOARD OF DIRECTORS

SHRI DIPAK KUMAR PODDAR
SHRI ROHITAHWA PODDAR
SHRI PRADEEP SHAMRA
SHRI VIMAL DHOOT

COMPANY SECRETARY

HONEY VIPUL GANDHI

REGISTERED OFFICE

3RD FLOOR INDIA CHAMBER OF COMMERCE BUILDING
4 INDIA EXCHANGE PLACE
KOLKATA - 700 001.

ADMINISTRATIVE OFFICE

UNIT 3-5, NEERU SILK MILLS,
MATHURADAS MILLS COMPOUND,
126, N.M. JOSHI MARG, LOWER PAREL (W),
MUMBAI-400 013.

BANKERS

STATE BANK OF MYSORE
CORPORATION BANK
BANK OF INDIA

AUDITORS

R.S.SHAH & CO.
CHARTERED ACCOUNTANTS
217, VARDHAMAN CHAMBERS
CAWASJI PATEL STREET
FORT
MUMBAI 400001

REGISTRAR & TRANSFER AGENTS:

SHAREPRO SERVICES (I) PVT. LIMITED
13AB SAMHITA WAREHOUSING COMPLEX, 2ND FLOOR
SAKINAKA TELEPHONE EXCHANGE, OFF ANDHERI KURLA ROAD,
SAKINAKA, ANDHERI (EAST), MUMBAI - 400 072

Vijdhoot
BERTIFIED TRUE COPY

SUVIJAY EXPORTS LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31st Annual General Meeting of the members of SUVIJAY EXPORTS LIMITED will be held at the Registered Office of the Company at 3rd Floor India Chamber of Commerce Building 4 India Exchange Place Kolkata - 700 001 on Monday 9th September 2013 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Accounts of the Company for the financial year ended 31st March 2013, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Vimal Dhoot who retires by rotation and is eligible for reappointment.
3. To appoint Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

BY ORDER OF THE BOARD

**PRADEEP SHARMA
DIRECTOR**

Registered Office:
3rd Floor India Chamber of Commerce Building
4 India Exchange Place
Kolkata - 700 001

PLACE: Mumbai
DATED: 29th May 2013

Notes:

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy form duly completed and signed should reach Company's Registered Office at least 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 2nd September 2013 to 9th September 2013 both days inclusive for the purpose of Annual General Meeting.
3. As required under the revised Clause 49 IV G of the Listing Agreement with the Stock exchange, brief profiles of Directors seeking reappointment are given in the Corporate Governance Report.
4. As required under the revised Clause 49 IV E (v) of the Listing Agreement with the Stock exchange, the shareholding of Directors in the Company who are seeking appointment/ reappointment is given below:
Shri Vimal Dhoot 1,800 Equity Shares

BY ORDER OF THE BOARD

**PRADEEP SHARMA
DIRECTOR**

SUVIJAY EXPORTS LIMITED

DIRECTORS' REPORT

To The Members

Your Directors have pleasure in presenting the 31st Annual Report with Audited Accounts of the Company for the year ended 31st March 2013.

OPERATING RESULTS

(Amt In Rs.)

PARTICULARS	CONSOLIDATED		STANDALONE	
	2012-13	2011-12	2012-12	2011-13
SALES/ OTHER INCOME	3603215	22744477	9536557	25381178
PROFIT/(LOSS) BEFORE TAX	(15734399)	(54069768)	(8800956)	(29835846)
CURRENT TAX	-	(86383)	-	-
DEFERRED TAX	(108923)	39778	(108923)	39778
PROFIT/ (LOSS) AFTER TAX	(15843322)	(54116373)	(8909879)	(29796068)
ADD: PROFIT/(LOSS) BROUGHT FORWARD FROM THE PREVIOUS YEAR	30918210	84564129	56110096	85906164
LESS: ADJUSMENT OF GOODWILL OF EARLIER SUBSIDIARY	(199894)	-	-	-
PROPOSED DIVIDEND	-	-	-	-
BALANCE CARRIED TO BALANCE SHEET	14874994	30447756	47200217	56110096

PERFORMANCE DURING THE YEAR

The Company achieved a Turnover of Rs. 95 lacs and incurred Net Loss amounting to Rs. 0.89 Crore as against a Net Loss of Rs. 2.97 Crore during the previous Year on Standalone basis.

DIVIDEND

Considering the future requirement and for conserving the resources of the Company, Board do and recommends any Dividend for the period under consideration.

SUBSIDIARY COMPANY

In accordance with the general exemption granted by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. However the financial information of the subsidiary companies is disclosed in the Annual Report in compliance with the said circular. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any members of the Company who may be interested in obtaining the same. The Annual Report of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies. The Consolidated Financial Statement of your Company includes the financial results of its subsidiary companies.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Vimal Dhoot shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re-appointment. The Board of Directors recommends their reappointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Amendment) Act, 2000 the Directors confirm that:

- In preparation of the annual accounts, the applicable Accounting standards have been followed along with our Explanation relating to material departures.
- Appropriate accounting principles have been selected and applied consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2013 and of the profit for the period ended 31st March, 2013.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The annual accounts have been prepared on a going concern basis

AUDITORS

M/s. R. S. Shah & Co., the Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting. It is proposed to re-appoint them as Statutory Auditors for the financial year 2013-14. The retiring Auditors have furnished a certificate of their eligibility for re-appointment under Section 224(1B) of the Companies Act, 1956 and have indicated their willingness to continue in the said office.

AUDITORS' OBSERVATIONS

The observations made by the Auditors in their Report read with relevant notes as given in the Notes on Accounts annexed to the Accounts, are self explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

There were no employees whose information is required to be disclosed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011 as amended from time to time.

PUBLIC DEPOSITS

During the year under review, the Company had neither accepted nor renewed any deposit from public within the meaning of Section 58A of the Companies Act, 1956.

CORPORATE GOVERNANCE

Your Company complies with all the mandatory requirements pertaining to Corporate Governance in terms of revised Clause 49 of the Listing Agreement with the Stock

Exchange. A detailed report on the Corporate Governance has been included in this report along with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance.

ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for the continued support and co-operation by Bankers, Customers, Business Associates and to the Shareholders and Investors for the confidence reposed in the Company's management.

The Directors also convey their appreciation to the employees at all levels for their dedicated services, efforts and collective contribution.

FOR AND ON BEHALF OF THE BOARD

**PRADEEP SHARMA
DIRECTOR**

Place:Mumbai

Dated: 29th May 2013

ANNEXURE TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the system by which companies are directed and controlled. More specifically it is the framework by which the various stakeholder interests is balanced. The Company's philosophy on Corporate Governance is to ensure that resources are utilized in a manner that meets stakeholders' aspirations and society at large. Through the Governance mechanism in the Company, the Board together with its Committees undertakes its fiduciary responsibilities to all its stakeholders, including shareholders, employees, the government, lenders and societal by ensuring trusteeship, transparency, accountability and equality, in all phase of its operations and decision making. The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated in Clause 49 of the Listing Agreement with the Stock Exchange.

COMPOSITION OF BOARD OF DIRECTORS AND PARTICULARS THEREOF

The Board of directors consists of 2 promoter non-executive directors, and 2 non-executive independent directors.

During the year under review, 4 Board meetings were held. Details of attendance at the Board Meeting, directorship and membership in other companies are as follows:

Name of Director	Executive / Non Executive / Independent	No of other Directorship in public ltd. companies	No. of Board Committee position held
Mr. Dipak Kumar Poddar	Non Executive, Promoter	7	2
Mr. Rohitashwa Poddar	Non Executive, Promoter	4	-
Mr. Vimal Dhoot	Non Executive, Independent	1	-
Mr. Pradeep Sharma	Non Executive, Independent	1	-

Note: Does not include Directorship of Private Limited companies

Number of Board Meetings held during 2012-2013 and the dates on which held:

4 Board meetings were held during the year 2012-2013.

The dates on which the meetings were held are as follows:

14th May 2012, 14th August 2012, 9th November 2012, and 4th February 2013.

The gap between any two meetings is less than 4 months, thus complying with Clause 49 requirement.

Code of Conduct

The Board has laid down a Code of Conduct for all Board Members and senior management of the company. All the Board members and senior management personnel have affirmed compliance with the code for the year 31 March 2013. A declaration to this effect signed by the Managing Director is given elsewhere in this Annual Report.

Brief Resume of Directors offering for appointment/reappointment:

Shri Vimal Dhoot, 50, is a Commerce Graduate and has over 28 years of extensive experience in Production and Commercial Functions. He holds 1800 equity shares of the Company.

AUDIT COMMITTEE

Audit committee comprises of three non-executive directors

During the year under review, 4 Audit Committee meetings were held. Details of attendance at the Audit Committee Meetings are as follows:

Name of the Directors	Attendance at the Board Meeting
Shri. Vimal Dhoot	4
Shri Rohitashwa Poddar	4
Shri Pradeep Sharma	4

The Terms of reference of the Audit Committee apart from those specified in the Listing Agreement with the Stock Exchange broadly pertain to review of:

- Business practices
- Investment policies
- Compliances and
- Systems and controls.

REMUNERATION OF DIRECTORS

The company has no formal remuneration committee. However all decisions regarding the remuneration of key managerial personnel is taken by the Board of Directors. The directors are not paid any sitting fees or commission.

Shareholders/Investors Grievance Committee

The Shareholders/Investors Grievance committee of Directors as on 31st March 2013, consisted of Shri Vimal Dhoot and Shri Pradeep Sharma

Name and designation of Compliance Officer:
Smt. Honey Vipul Gandhi, Company Secretary

Number of Pending Share Transfers as on 31st March 2013: Nil

GENERAL BODY MEETINGS

Year	Date	Venue
2009-2010	14 th September 2010	3 rd Floor, India Chamber of Commerce Building 4 India Exchange Place Kolkata 700001
2010-11	9 th July, 2011	3 rd Floor, India Chamber of Commerce Building 4 India Exchange Place Kolkata 700001
2011-12	17 th September 2012	3 rd Floor, India Chamber of Commerce Building 4 India Exchange Place Kolkata 700001

Postal ballots were used /invited for voting for passing Resolution U/s 372A of the Companies Act, 1956 on 2nd April 2011.

Postal ballots were used /invited for voting for passing Resolution U/s 17 (2) of the Companies Act, 1956 vide Notice dated 14th May 2012.

Subsidiary Companies:

Knitrite Apparelco Limited is 100% subsidiaries of the Company.

Disclosures

Disclosures on materially significant related party transactions i.e. transactions of the company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the company at large:

Note 30 of financial statement

Details of non-compliance by the company, penalties, and strictures imposed on the company by the Stock Exchange or SEBI or any statutory authority on any matter relating to capital markets, during the last three years:

NONE

Details of accounting Treatment: **In the preparation of financial statements, the company has followed the treatment as prescribed in Accounting Standards**

Risk Management: **The Company has defined Risk Management framework. The company has laid down procedures to inform the Board members about the risk assessment and minimization procedures**

CEO/CFO Certification:

The Directors appointed for the purpose of Clause 49 have been given the necessary certificate to the Board in the prescribed format

GENERAL SHAREHOLDER INFORMATION

31st Annual General Meeting: Date: 9th September 2013

Time: 10.00 A. M.

Venue: 3rd Floor, India Chamber of Commerce Building, 4 India Exchange Place,
Kolkata 700001

Date of Book closure: 2nd September 2013 to 9th September 2013

Listing on Stock Exchanges:

The Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Calcutta 700 001

Stock Code on The Calcutta Stock Exchange (CSE): 10029443
Demat ISIN for NSDL and CDSL: INE765J01011

Annual Listing Fees has been paid to the above Stock Exchanges up to 31st March 2013

Register and Share Transfer Agents

For all work related to share registry in terms of both physical and electronic segment, the company has appointed Register and Share Transfer Agents whose details are given below:

Sharepro Services (I) Pvt. Limited

13AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange, Off

Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072

Tel :022-28215060 / Fax:022-28327834

Shareholding Pattern (as on 31st March, 2013)

Category	No. of Shares held	% of total shares
Promoters / Persons acting in concert	2074500	65.48
Others	1093500	34.52
Total	31,68,000	100.00

Distribution of Shareholding (as on 31st March 2013)

Range of Holding	No. of Shareholders	% of total Shareholders	No. of Shares held	% of total shares
Upto 4000	23	29.12	19550	0.63
4001- 5000	10	12.66	44800	1.41
5001 – 10000	11	13.92	82350	2.60
10001 and above	35	44.30	3021300	95.36
Total	91	100	3168000	100

Address for correspondence:

Suvijay Exports Ltd

Unit 3-5 Neeru Silk Mills

Mathuradas Mill Compound

126 NM Joshi Marg, Lower Parel (W)

Mumbai 400013

Tel: 66164444 / Fax: 66164409

Dematerialization of shares and liquidity

The Equity Shares of your company are traded in compulsory dematerialization form by all investors.

The company has entered into agreements with both the depositories viz National Securities Depository Ltd. (NSDL), and Central Depository Services (India) Ltd (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31st March 2013 – 28,90,100 Equity Shares (91.22%) of the company was held in dematerialized form.

Additional Information:

1. Report on relatives of Directors:

Shri Dipak Kumar Poddar is related to the following Director:

-Shri Rohitashwa Poddar, Director is his son

2. Your company, during the year under review has not sanctioned any loan to any of the Directors and there is no outstanding towards loans to Director as on date
3. From the date of the Balance Sheet till the date of this report, there is no significant event, which will have an impact on the performance of the company during the year 2011-2012.

DECLARATION ON FINANCIAL STATEMENTS

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the Twelve months period ended 31st March 2013 and that to the best of our knowledge and belief:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- b) They are to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee that
- i) There have been no significant changes in internal control over financial reporting during the year
 - ii) There has been no significant change in accounting policies during the year
 - iii) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Pradeep Sharma
Director

Vimal Dhoot
Director

Place: Mumbai

Date: 29th May 2013

DECLARATION ON CODE OF CONDUCT

As required by Clause 49(1D) of the Listing Agreement, it is hereby affirmed that all the Board Members and Senior Management Personnel have complied with the Code of Conduct of the Company.

For and on Behalf of the Board

Place: Mumbai
Date: 29th May 2013

Pradeep Sharma
Director

To the Members of
Suvijay Exports Ltd

Re:Auditors Certificate on Corporate Governance

We have reviewed the compliance of conditions of corporate governance of Suvijay Exports Ltd for the year ended on March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management. Our review was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements.

On the basis of review and according to the information and explanations given to us and the representations made to us by the Management, we state that to the best of our knowledge and belief, the Company has complied in all material respects with the conditions of corporate governance stipulates in Clause 49 of the above mentioned Listing Agreements.

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

For and on behalf of
R.S. Shah & Company
Chartered Accountants

R. S. Shah
Proprietor
Membership No. 30108

Place: Mumbai

Date: 29th May 2013