

SOPHIA EXPORTS LIMITED

(CIN No : L52110DL1985PLC020059)

Regd. Off. : 4973/202, Phatak Badel Bage, Hauz Qazi, Delhi-110 006, Phone : 011-23211905

NOTICE TO THE MEMBERS

Notice is hereby given that the 32nd Annual General Meeting of the members of SOPHIA EXPORTS LIMITED will be held on Friday, the 30th day of September, 2016 at 11:30 A.M. at the Registered office of the Company to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016 and the Profit & Loss Account for the year ended on that date and the Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Lalit Agarwal (DIN: 00109920) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of 33rd Annual General Meeting and to fix their remuneration and to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, read with rules made thereunder, the appointment of M/s Ravindra Jain & Associates, Chartered Accountants (Firm Registration No. 005425C) be and are hereby ratified for a year until the conclusion of next Annual General Meeting to be held in the year 2016 and authorize the Board of Directors to fix their Remuneration."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mr. Romil Agarwal:-

" RESOLVED THAT Mr. Romil Agarwal, who was appointed as Additional Director with effect from July 30th, 2016 on the Board of the Company in terms of Section 149, 152 of the Companies Act, 2013 and who holds the office up to this Annual General Meeting and in respect of whom a notice has been received from a member in writing along with the deposit required under Section 160 of the Companies Act, 2013, proposing his candidature for the office Of Director of the Company, be and is hereby appointed as an Director of the Company."

By order of the Board
For Sophia Exports Limited

(Lalit Agarwal)

Director

DIN: 00109920

Place: Delhi

Date: 04TH September, 2016

NOTES

1. A member entitled to attend and vote is entitled to appoint a PROXY to attend and on Poll to vote instead of himself and such PROXY need not be a member of the company. PROXIES in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.
2. Pursuant to the provisions of Section 105 of the companies Act, 2013, read with the applicable rules thereon a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights, may appoint a single person as proxy who shall not act as a proxy for any other member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The register of members and Share Transfer Books will remain closed from 24th September 2015 to 30th September 2015 (both days inclusive) for the purpose of the Annual General Meeting. Pursuant to the requirement of listing Agreement of Stock Exchanges on Corporate Governance, the information about the directors, proposed to be at the AGM is given in Annexure to the Notice.
5. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the special businesses specified above is annexed hereto.
6. All documents referred to in the Notice and accompanying explanatory Statement as well as the Annual Report are open for inspection at the registered office of the company during the normal business hour up to the date of AGM.
7. Members desiring any information about accounts or otherwise, are requested to write to the company at least 10 days in advance of the Annual General Meeting to facilitate compliance thereof.
8. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
9. Members holding shares in physical form are requested to intimate changes in their registered address in Block Letters with PIN Code of the Post Office, Email-ID, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and the Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their depository participant immediately.
10. Members / Proxies are requested to kindly take note of the following:
 - i. Copies of Annual Report will not be distributed at the venue of the meeting.
 - ii. In all correspondences with the Company and / or the R & T Agent, Folio No. must be quoted.

11. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
12. ABS Consultant Private Limited is the Registrar and Share Transfer Agent of the company. All investor related to communication may be addressed to the following address:

ABS CONSULTANT PVT. LTD.

99, Stephen House, 6th Floor,
4, B.B.D. Bag (East), Kolkata-700001
Phone No: 033 22301043/22430153

13. The Ministry of Corporate Affairs (MCA) has come out with Circular No. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagation "Green Initiative" encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.
14. The Securities and Exchange Board of India (SEBI) has mandated to submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding their shares in physical form can submit their PAN to the company and / or its Registrars & Share Transfer Agents.

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

ITEM NO 4

Mr. Romil Agarwal was appointed as an Additional Director of the company w.e.f. July, 30, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office upto the date of the ensuing Annual General Meeting. In this regard Company has received a request in writing from a member of the Company proposing Mr. Romil Agarwal candidature for the appointment as Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. The Board feels that presence of Mr. Romil Agarwal on the Board is desirable and beneficial to the Company and hence recommend resolution No. 4 for adoption.

The Board recommends resolution under item No. 4 to be passed as an Ordinary Resolution.

By order of the Board
For **Sophia Exports Limited**

(Lalit Agarwal)

Director

DIN: 00109920

Place: Delhi

Date: 04TH September, 2016

Attendance Slip of Annual General Meeting

Attendance Slip of Annual General Meeting

ATTENDANCE SLIP

32ND Annual General Meeting, 03RD September, 2016, 11:30 A.M.

Regd. Folio No. _____ /DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the (No. of Meeting) Annual General Meeting of the Company on 03rd Day of September, 2016 at 11:30 a.m. at 4973/201, Phatak Badal Bage, Hauz Qazi, Delhi-110006

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

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

DIRECTOR'S REPORT

TO THE MEMBERS OF SOPHIA EXPORTS LIMITED

Your Directors have pleasure to present their 32nd Annual Report on the business and operations of the Company along with the Audited Financial Statements for the year ended 31st March 2016.

FINANCIAL PERFORMANCE OF THE COMPANY

	Year ended 31 st March 2016 (Rs. In lacs)	Year ended 31 st March 2015 (Rs. In lacs)
Net Sales/Income from operations	102.05	100.94
Other income	-	-
Total Income	102.05	100.94
Profit Before Tax	68.47	76.17
Less:		
Current Year Income-tax	19.06	24.35
Deferred Tax	(0.32)	(0.82)
Net Profit After Tax	52.64	52.64
Balance Carried Forward to Balance Sheet	49.73	52.63
EPS(Basic)	1.29	1.37
(Diluted)	1.29	1.37

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

Revenue for financial year 2015-2016 stood at Rs. 10,204,577.21/-. Profit after Tax was Rs. 4,973,305.54/- The Market environment in Financial Year 2015-2016 was challenging.

DIVIDEND

With the view to conserve resources, your directors regret to recommend any dividend for the period under report.

STATUTORY & LEGAL MATTERS

There has been no significant and/or material order(s) passed by any Regulators/ Courts/ Tribunals impacting the going concern status and the Company's operations in future.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of the business of the Company.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013, no unclaimed dividend relating to the Financial Year 2015 is due for remittance into the Investor Education and Protection Fund established by the Central Government.

SUBSIDIARY / JOINT VENTURES / ASSOCIATES

As on March 31, 2016 the Company had no subsidiary, Joint Ventures or Associate Company.

INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2016 was Rs. 3,85,35,000/-. During the year under review the company has not issued any shares or any convertible instruments.

RISK MANAGEMENT

Although the company has long been following the principle of risk minimization as in the norm in every industry, it has now been a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

REMUNERATION POLICY

The Board has on the recommendation of Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's policy is attached as **Annexure II** and forms a part of this report of Directors.

EXTRACTS OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER SECTION 92 (3) OF THE COMPANIES ACT

The extract of Annual Return in Form No. MGT-9 Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014 as '**Annexure-III**' and Particulars of Contracts or arrangements with related parties referred to Sub-section (1) of Section 188 of the Companies Act, 2013 in Form No. AOC-2 Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 as '**Annexure-IV**' forms a part of this report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not applicable to the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE

Since the Company does not own any manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

VIGIL MECHANISM

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity, and ethical behavior, the company has adopted a vigil mechanism policy.

NUMBER OF BOARD MEETINGS

During the year under review Board met 7 times on 30/04/2015, 30/07/2015, 03/09/2015, 30/10/2015, 15/12/2015, 30/01/2016, 29/03/2016 and the maximum gap between any two meetings did not exceed 120 days as stipulated under Section 173(1) of Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

a) In the preparation of the annual accounts for financial year ended 31st March, 2016, the applicable accounting standards have been followed and there is no material departures from the same;

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

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors have prepared the annual accounts for the financial year ended 31st March, 2016 on a going concern basis.

e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify their appointment as an Independent Director under the provisions of Section 149 of the Companies Act, 2013. The Board confirms that the said Independent Directors meet the Criteria laid down under the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent

rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

- (i) There is no Disposal of substantial part of the Undertaking;
- (ii) No Change has been taken place in the Capital Structure;
- (iii) No serious breakdown has happened in the Financial Year;
- (iv) There is no Alteration in wage structure arising out of trade union negotiations;
- (v) There is no Material change occur concerning purchase of raw materials and sale of products.etc.

DIRECTORS

The Board consists of executive and Non-Executive Directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning. Mr. Romil Agarwal has been appointed as Director of the Company with effect from 30/07/2016.

In accordance with the provisions of Companies Act, 2013, Mr. Lalit Agarwal (DIN: 00109920) Director of the Company retires by rotation and being eligible, offers himself for re-appointment.

MANAGERIAL REMUNERATION

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company is attached here as **Annexure-V** and forms a part of the Directors' Report.

There are no employees who are in receipt of remuneration in excess of the limit specified under section 134 (3) (q) read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board and to the Director.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm length basis and in the ordinary course of business. There are no material significant related party transactions made by the company during the year that would have required shareholder approval under Regulation 23 of SEBI (LODR) Regulations, 2015. All related party transactions are reported to Audit Committee. Prior approval of the audit committee is obtained on a yearly basis for the transactions which are planned and / or repetitive in nature and omnibus approvals are taken within limits laid down for unforeseen transactions. The disclosure under section 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable.

The details of the transactions with related parties during 2015-2016 are provided in the accompanying financial statements.

AUDITORS AND THEIR REPORT

Comments of the Auditors in their report and the notes forming part of the accounts, are self-explanatory and need no comments.

During the year under review, the Auditors need not to be routed as they have not completed the tenure of three years.

Your Directors request that the appointment of Ravindra Jain & Associates, Chartered Accountants, the Company's Auditors needs to be ratified at their Annual General Meeting and being eligible offers themselves for their ratification. The Company has received a certificate from the Auditors to the effect that their ratification, if made, would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

SECRETARIAL AUDIT

The Company has appointed M.P. Roy & Associates, Company Secretaries to hold office of the Secretarial Auditors and to conduct the Secretarial Audit and the Secretarial Audit Report is being attached with the Directors' Report as **Annexure-VI**.

BOARD EVALUATION

Pursuant to the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 requirements, the Board has carried out annual performances evaluation of its performance, the directors individually as well the evaluation of the working of its Committees.

CORPORATE GOVERNANCE

As required by SEBI (LODR) Regulations, 2015, the Corporate Governance Report, Management discussion and analysis report and the Auditors Certificate regarding Compliance of conditions of Corporate Governance, Form part of the Annual Report as **Annexure I**.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

By order of the Board
For Sophia Exports Limited

Ramesh Kumar Bissa

(Ramesh Kumar Bissa)

Director

DIN: 00586715

(Lalit Agarwal)

Director

DIN :00109920

Place: Delhi

Date: 04TH September, 2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY TREND AND DEVELOPMENT

The company is looking to explore possibility of imports for trade in domestic market and together with other domestic trading. The export market is very sluggish and uncompetitive. Hence, the future development in the export market has been deferred. The surplus fund and income earning shall be utilized for the above trade.

OPPORTUNITIES AND THREATS

Being a domestic company, having presence in India with the advantage of the open world economic scenario, the company foresee good prospects in the import trading together with other domestic trade and the related threats can easily be mitigated.

OUTLOOK

The company expects good domestic market for imported goods and other domestic trading goods.

RISK AND CONCERN

In case of imports, there is always a risk of currency fluctuation and also demand and supply varying from time to time which are and shall always be a concern for the company.

However, such risk and concern can be eased out during the course of business.

INTERNAL CONTROL SYSTEM

The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly. The company has effective system in place for achieving efficiency in operations, optimum and affective utilization of resources, monitoring thereof and compliance with applicable laws.

HUMAN RESOURCE DEVELOPMENT

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is working continuously to create and nurture an atmosphere which is highly motivated and result oriented.

FINANCIAL PERFORMANCE

The financial performance of the Company for the year under review is discussed in detail in the Director's Report.

CAUTIONARY STATEMENT

Statements made in this Management Discussion and analysis describing the Company's current position and expectations for the future may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include the downtrend in the industry global domestic or both, significant changes in political or economic environment in India.

By order of the Board
For **Sophia Exports Limited**

(Lalit Agarwal)

Director

DIN: 00109920

Place: Delhi

Date: 04TH September, 2016

ANNEXURES TO THE DIRECTORS' REPORT

ANNEXURE I

CORPORATE GOVERNANCE REPORT

The Company aims at not only its own growth but also maximization of the benefits to the shareholders, employees, customers, government and also the general public at large. For this purpose the Company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. We at Sophia Exports Limited, are committed to good corporate governance and its adherence to the best practices of true spirits at all times. Our corporate governance philosophy rests on five basic tenets viz., Board's Accountability, Value Creation, Strategic Guidance' Transparency and equitable treatment to all stakeholders.

(A) BOARD OF DIRECTORS

Composition of Board and Category of Directors

As on 31st March, 2016 the Company's Board consists of Directors having considerable professional experience in their respective fields. Out of them one is Independent Directors two are Executive Directors and the Chairman and Executive-Director is promoter Company.

Name of the Director	Category	No. of Shares held as on 31 st March, 2015	No. of outside Directorships held in Indian Public Companies	No. Of outside Committee Positions held in Audit/Stakeholders Relationship Committee		No. Of Board Meetings		Attended Last AGM held on 30 th September, 2014
				Member	Chairman	Held	Attended	
Shri Lalit Agarwal	Executive Director	1,90,000	2	1	Nil	8	8	Yes
Smt. Parveen Gupta	Independent Director	Nil	Nil	Nil	Nil	8	8	Yes
Shri R. K Bissa	Independent Director	Nil	Nil	Nil	Nil	8	8	Yes

(B) NUMBER OF BOARD MEETING /ROLE OF BOARD OF DIRECTORS

Your Company's Board of Directors plays primary role in ensuring good governance, smooth functioning of the Company and in the creation of shareholders value. The Board's role, functions and responsibilities and accountability are clearly defined. As part of its function, your Board periodically reviews all the relevant information required to be placed before it pursuant to Clause 49 of the Listing Agreement and in particular reviews and approves corporate strategies, business plans, annual budgets, projects and capital expenditure. You Board not only monitors the Company's overall corporate performance it also sets standards of corporate behavior, ensures transparency in corporate dealing and compliance with laws and regulations.

Agenda of the Board Meeting and notes on agendas are circulated to the Directors as far as possible well in advance of each Board Meeting. At the Board Meeting elaborate presentations are made to the Board. The Members discuss each agenda items freely in detail. Seven Board Meetings were held on 30/04/2015, 30/07/2015, 03/09/2015, 30/10/2015, 15/12/2015, 30/01/2016, 29/03/2016 during the year.

REMUNERATION OF DIRECTORS

The Company has paid no salary & perquisites to its Directors except Sitting fees to Independent Director amounting to Rs. 10,000/- during the Financial Year 2015-2016. Apart from this, the Company has not paid any performance linked incentives to any Director. The Company does not have any stock option scheme.

CODE OF CONDUCT

The Board has laid down a code of conduct for all Board members and senior management of the company. All Board Members and senior management, that includes Company's executives who report directly to the Chairman and executive Directors, have affirmed their compliance with the said code.

COMMITTEES AT BOARD LEVEL

The Board has constituted various Committees of Directors for smooth and efficient conduct of business. The minutes of the meetings of Committees of Directors are placed in the succeeding meeting for the Board to take note of the same.

(A) QUALIFIED AND INDEPENDENT AUDIT COMMITTEE

The role, power and terms of reference of the Audit Committee are as per Regulation 18 of the SEBI(LODR) Regulations, 2015. The broad terms and reference of the Audit Committee are as follows:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is sufficient and credible.
2. Review of the Company's financial and accounting policies and practices.
3. Report of the Board with such recommendations as the Audit Committee may consider appropriate.
4. Review with the management the quarterly financial statements before submission to the Board for approval.

5. To review with the management the annual financial statements before submission to the Board for approval with reference to:

- a) Matters required to be included in Directors Responsibility statement to be included in Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
- b) Change in accounting policies and practices and reasons thereof.
- c) Major accounting entries involving estimates based on exercise of judgments by management.
- d) Significant adjustments made in the financial statements arising out of audit findings.
- e) Compliances with listing and other legal requirements relating to financial statements.
- f) Disclosure of any related party transactions.
- g) Qualifications in draft audit report.

The Audit Committee of the company consists of three Directors headed by a Non-Executive Independent Director Shri Ramesh Kumar Bissa as Chairman. The details of composition, attendance, at the meetings of the Audit Committee are as follows:-

Name of the Directors	Designation	Category	No. of meetings during the tenure of the Director	
			Held	Attended
Shri Ramesh Kumar Bissa	Chairman	Non-Executive, Independent	5	5
Shri Lalit Agarwal	Member	Executive	5	5
Smt. Parveen Gupta.	Member	Non- Executive Independent	4	4

*Smt. Parveen Gupta has been appointed as Independent Director with effect from 30/07/2015.

(B) NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee determines the criteria of appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors and evaluate their performance. The Committee deals with all elements of the remuneration package of all Directors and also administers the stock option plan of the Company. All the members were present in meeting. No payments are made by the Company to Non-executive directors for which approval of the Nomination & Remuneration Committee is required. The composition of the Committee and attendance at its meeting is given below:

Name of the Directors	Designation	Category	No. of meetings during the tenure of the Director	
			Held	Attended
Shri Ramesh Kumar Bissa	Chairman	Non-Executive, Independent	3	3
Shri Lalit Agarwal	Member	Executive	3	3
Smt. Parveen Gupta.	Member	Non- Executive Independent	3	3

The Committee's constitution and terms of reference are in compliance with provisions of Companies Act, 2013 and Regulation 19 of SEBI(LODR) Regulations, 2015, as amended from time to time.

The broad terms of reference to the Nomination & Remuneration Committee are as under:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To approve the annual remuneration plan of the Company.
- To approve the remuneration and commission / incentive payable to the Managing Director for each financial year.
- Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.

GENERAL BODY MEETINGS:

Details of the last three Annual General Meetings of the Company are as under:-

Financial Year	Day & Date	Time	Venue	Special Resolutions Passed
2012-2013	Saturday September 29, 2012	10:30 A.M.	4973/201, Phatak Badelbage, Hauz Qazi, Delhi- 110006	-
2013-2014	Monday September 30, 2013	11:00 A.M.	4973/201, Phatak Badelbage, Hauz Qazi, Delhi- 110006	-
2014-2015	Tuesday September 30, 2014	11:30 A.M.	4973/201, Phatak Badelbage, Hauz Qazi, Delhi- 110006	-

SUBSIDIARY COMPANIES

The Regulation 16 of SEBI(LODR) Regulations, 2015 defines a “Material Non Listed Subsidiary” as an unlisted subsidiary, incorporated in India whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively of the listed holding company and its subsidiary in the immediately preceding accounting year.

We do not have any material non-listed subsidiary.

DISCLOSURES

a) Related Party Transactions

The Company had made some transactions with its associate companies during the year under review. Such related party transactions have been disclosed in the Notes to the Accounts appearing elsewhere in this report and the transactions happened on arm length basis.

b) Compliances made by the company

There were no non compliances during the last three years by the Company of any matter related to Capital Market. There were no penalties imposed or strictures passed on the company by stock exchanges, SEBI or any other Statutory Authority.

Place: Delhi
Date: 04/09/2016

For and on Behalf of the Board

Lalit Agarwal
(Director)
DIN: 00109920

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

I declare that the Company has received affirmation of Compliance with the "Code of Conduct for Directors and Senior Executives" laid down by the Board of Directors, from all the Directors and senior management personnel of the Company, to whom the same is applicable, for the Financial Year ended 31st March, 2016

For Sophia Exports Limited

Date: 04/09/2016

Place: Delhi

(Lalit Agarwal)
Director

CEO/CFO CERTIFICATION (Under Clause 49 of Listing Agreement)

I, Romil Agarwal, Chief Executive Officer of Sophia Exports Limited to the best of our knowledge and belief certify that:

1. We have reviewed the financial statements for the financial year ended 31st March, 2016 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and audit committee, wherever applicable;
 - i. Deficiencies in the design or operation of such internal controls, if any, which come to our notice and steps have been taken/proposed to be taken to rectify these deficiencies;
 - ii. Significant changes in internal control over financial reporting during the year;
 - iii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
 - iv. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal Control System over financial reporting.

Date: 04.09.2016

Place: Delhi

For Sophia Exports Limited


(Romil Agarwal)
CEO

ANNEXURE II NOMINATION & REMUNERATION POLICY

Introduction

The Company considers human resources as its invaluable assets. This policy on Nomination & Remuneration of Directors, Key Managerial Personnel (KMP) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement in order to equitable remuneration to Directors, Key Managerial Personnel (KMP) and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

Objective

The key objectives of the Committee would be:

- (a) To guide the board in relation to appointment and removal of Directors, Key Managerial Personnel and senior management.
- (b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- (c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and senior management.

Definitions

- “**Board**” means Board of Directors of the Company.
- “**Company**” means Sophia Exports Limited.
- “**Independent Director**” means a director referred to in Section 149 (6) of the Companies Act, 2013.
- “**Key Managerial Personnel**” means
 - (i) CEO or the Manager or the Managing Director of the Company
 - (ii) Company Secretary
 - (iii) Whole- Time Director
 - (iv) CFO
 - (v) Such other officer as may be prescribed
- “**Nomination & Remuneration Committee**” shall mean a Committee of the Board of Directors of the company, constituted in accordance with the provision of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- “**Policy or this Policy**” means Nomination & Remuneration Policy.
- “**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisite as defined under the Income- Tax Act, 1961.
- “**Senior Management**” mean personnel of the Company who are the members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

POLICY FOR APPOINTMENT OF DIRECTORS, KMPs, AND SENIOR MANAGEMENT

Appointment Criteria and qualification

1. The committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level recommend to the Board his/her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.

Term/Tenure

1. Managing Director/Whole- Time Director/Manager (Managerial personnel):- The Company shall appoint or reappoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.
2. An Independent Director shall hold office for a term up to five consecutive years on the board of the Company and will be eligible for re-appointment on passing of special resolution by the Company and such appointment in the board's Report. No independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.
3. A whole- Time KMP of the company shall not hold office in more than one Company except in its subsidiary company at the same time.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and senior management at regular interval.

POLICY REALTING TO REMUNERATION FOR DIRECTORS, KMPs AND OTHER EMPLOYEES

General

1. The remuneration/compensation/commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration & commission paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Annexure III

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L52110DL1985020059
2.	Registration Date	05/02/1985
3.	Name of the Company	Sophia Exports Limited
4.	Category/Sub-category of the Company	Company Limited by Shares / Indian Non- Government Company
5.	Address of the Registered office & contact details	4973/201, Phatak Badelbagc, Hauz Qazi, Delhi - 110006
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	ABS CONSULTANT PVT. LTD. 99, Stephen House, 6 th Floor, 4, B.B.D. Bag (East), Kolkata-700001 Phone No: 033 22301043/22430153

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Other non-specialized whole trade n.e.c.	46909	Nil

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NOT APPLICABLE

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company

There is no business activity of Holding, Subsidiary and associate Company, contributing more than 10 % to total turnover of the Sophia Exports Limited.

i) Indian	-	16,60,100	16,60,100	43.08	-	16,60,100	16,60,100	43.08	Nil
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	51,189	51,189	1.33	-	51,189	51,189	1.33	Nil
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	15,82,211	15,82,211	41.06	-	15,82,211	15,82,211	41.06	Nil
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - DR	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	32,93,500	32,93,500	85.47	-	32,93,500	32,93,500	85.47	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	32,93,500	32,93,500	85.47	-	32,93,500	32,93,500	85.47	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	38,53,500	38,53,500	100	-	38,53,500	38,53,500	100	Nil

B) SHAREHOLDING OF PROMOTER-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Lalit Agarwal	1,90,000	4.93	Nil	1,90,000	4.93	Nil	Nil
2.	Romil Agarwal	3,70,000	9.6	Nil	3,70,000	9.6	Nil	Nil

C) CHANGE IN PROMOTERS' SHAREHOLDING

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Lalit Agarwal				
	At the beginning of the year	1,90,000	4.93		
	Changes during the year	(No change during the year)			
	At the end of the year			1,90,000	4.93
2.	Romil Agarwal				
	At the beginning of the year	3,70,000	9.6		
	Changes during the year	(No change during the year)			
	At the end of the year			3,70,000	9.6

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	K.K Capital Services Ltd.				
	At the beginning of the year	1,90,000	4.93		

	Change during the year			(No Change during the year)	
	At the end of the year			1,90,000	4.93
2.	I.M. Securities Pvt. Ltd				
	At the beginning of the year	1,90,000	4.93		
	Change during the year			(No Change during the year)	
	At the end of the year			1,90,000	4.93
3.	Ashish Impex Pvt.Ltd.				
	At the beginning of the year	1,90,000	4.93		
	Change during the year			(No Change during the year)	
	At the end of the year			1,90,000	4.93
4.	Vinod Kumar Bharadwaj				
	At the beginning of the year	1,90,000	4.93		
	Change during the year			(No Change during the year)	
	At the end of the year			1,90,000	4.93
5.	Love Kush Securirties (P) Ltd.				
	At the beginning of the year	1,90,000	4.93		
	Change during the year			(No Change during the year)	
	At the end of the year			1,90,000	4.93
6.	Sudesh Gupta				
	At the beginning of the year	1,90,000	4.93		
	Change during the year			(No Change during the year)	
	At the end of the year			1,90,000	4.93
7.	Shanti Associates (P) Ltd.				
	At the beginning of the year	1,90,100	4.93		
	Change during the year			(No Change during the year)	
	At the end of the year			1,90,000	4.93
8.	Sharda Devi Agarwal				
	At the beginning of the year	1,90,000	4.93		
	Change during the year			(No Change during the year)	
	At the end of the year			1,90,000	4.93
9.	Sadguru Finance Pvt. Ltd.				
	At the beginning of the year	1,90,000	4.93		
	Change during the year			(No Change during the year)	
	At the end of the year			1,90,000	4.93
10.	Vardan Securities Pvt. Ltd.				
	At the beginning of the year	1,90,000	4.93		
	Change during the year			(No Change during the year)	

At the end of the year			1,90,000	4.93
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E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Lalit Agarwal				
	At the beginning of the year	1,90,000	4.93		
	Changes during the year	(No Change during the year)			
	At the end of the year			1,90,000	4.93
2.	Mr. Romil Agarwal				
	At the beginning of the year	3,70,000	9.6		
	Changes during the year	(No Change during the year)			
	At the end of the year			3,70,000	9.6

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	7,690,619.01	-	-	7,690,619.01
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7,690,619.01	-	-	73,19,590.76
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	7,690,619.01	-	-	7,690,619.01
Net Change			-	
Indebtedness at the end of the financial year				
i) Principal Amount	76,90,619.01	-	-	76,90,619.01
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	-	-	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of Executive Directors	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission -as % of profit -others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-

B. REMUNERATION TO OTHER DIRECTORS

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. R.K Bissa	Mrs. Parveen Gupta*	
1	Independent Directors	-	-	-
	Fee for attending board /committee meetings	-	17,500	17,500
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	17,500	17,500

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel					
		CS			CFO	CEO	Total
		Mrs. Monika Srivastava	Mr. Sagar Gaur	Mrs. Priyanka Kumari	Mrs. Rachita Goyal	Mr. Romil Agarwal	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	32,000	33,000	64,500	87,500	8,00,000	1,017,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-
	- as % of profit	-	-	-	-	-	-
	-others, specify...	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	Total	32,000	33,000	64,500	87,500	8,00,000	1,017,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Place: Delhi
Date: 04/09/2016

For and on Behalf of the Board

Lalit Agarwal
(Director)
DIN: 00109920

Annexure-IV
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies
(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sophia Exports Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2015-2016.

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship:

Company's related parties are disclosed below:

Nature of Relationship- Common Control

- Advance (Ispat) India Limited
- Tirupati Structurals Limited
- Advance Enterprises Private Limited
- Marda Commercial & Holdings Limited
- Advance Steel Tubes Limited
- Phool Chand Infrastructure Pvt. Ltd.
- Tak Buildtech Pvt. Ltd.

(b) Nature of contracts/arrangements/transactions: Loans & Advances

(c) Duration of the contracts / arrangements/ transactions: N.A

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A

(e) Date(s) of approval by the Board, if any: N.A

(f) Amount paid as advances, if any: N.A

Place: Delhi
Date: 04/09/2016

For and on Behalf of the Board

Lalit Agarwal
(Director)
DIN: 00109920

Annexure-V

PARTICULARS OF EMPLOYEES

(Particulars of Employees pursuant to section 134(3)(q) of the Companies Act, 2013 read with Rule 5(1) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014

A) INFORMATION AS PER RULE 5(1) OF CHAPTER XIII, COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1. REMUNERATION PAID TO DIRECTORS

S.N.O	Name of the Director	Title	Remuneration in F.Y 2015-16 (Rs.)	Remuneration in F.Y 2014-15 (Rs.)	Shares held	% Increase in Remuneration in 15-16 against 13-14	Ratio of Remuneration to MRE	Ratio of Remuneration to Revenues in 2016	Ratio Remuneration to Net Profit 2016
1	Lalit Agarwal	Director	-	-	1,90,000	NIL	N/A	N/A	N/A
2	R. K. Bissa	Director	-	-	-	NIL	N/A	N/A	N/A
3	Praveen Gupta	Director	-	-	-	NIL	N/A	N/A	N/A

2. REMUNARATION PAID TO KMP

S.NO	Name of the Key Managerial Personnel	Title	Remuneration in F.Y 2015-16 (Rs)	Remuneration in F.Y 2014-15 (Rs.)	Shares held	% Increase in Remuneration in 14-15 against 13-14
1.	Mrs. Monika Srivastava	Company Secretary	32,000	96,000/-	-	NIL
2.	Mr. Sagar Gaur	Company Secretary	33,000	-	-	NIL
3.	Mrs. Priyanka Kumari	Company Secretary	64,500	-	-	NIL
4.	Mrs. Rachita Goyal	CFO	87,500	-	-	NIL
5.	Mr. Romil Agarwal	CEO	8,00,000	-	-	NIL

NOTES: Figures of the salary are annualized

- A. Remuneration as shown above comprises of Salary and Bonus paid.
- B. None of the above employees are related to any Director of the Company employed for part of the financial year.
- C. Mrs. Monika Srivastava(Company Secretary) Resigned on 30/07/2015.
- D. Mr./ Sagar Gaur(Company Secretary) Appointed on 15/09/2015 and resigned on 15/12/2015.
- E. Mrs. Priyanka Kumari (Company Secretary) appointed on 15/12/2015.
- F. Mr. Romil Agarwal has been appointed as CEO of the Company on 30/07/2015.
- G. Mrs. Rachita Goyal has been appointed as CFO of the Company on 15/12/2015.

- H. The number of permanent employees in the rolls of the Company as on 31.03.2015 and 31.03.2016 were 3 and 5 respectively.
- I. The aggregate remuneration of employees grew by 9.22%.
- J. The company has a Remuneration Policy in place, and is strictly followed for fixation and payment of remuneration to the managerial personnel and other employees of the company.
- K. The policy has been developed with adherence to the Companies Act, 2013 and all other statutes as may be applicable.
- L. During the Financial Year 2015-2016 no employee received remuneration in excess of the highest paid Director.

M P ROY & ASSOCIATES

PRACTISING COMPANY SECRETARIES
MEMBER NO. 097128066, 0661706116
Email: mprays@pcaonline.com
PAN: AHPR4137R

Form No.MR-3
SECRETARIALAUDITREPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016
[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]

To,
THE MEMBERS,
SOPHIA EXPORTS LIMITED
4973/201 PAHTAK BADALBAGEHAUZ QAZI,
DELHI-110006

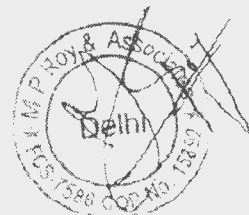
Dear Sir,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s SOPHIA EXPORTS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts:statutory compliances and expressing my opinion thereon. Based on our verification of the M/S SOPHIA EXPORTS LIMITED, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s SOPHIA EXPORTS LIMITED (the Company) for the financial year ended on 31st March 2016, according to the provisions of (to the extent applicable):

- (i) The Companies Act, 2013(the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and

H.O B-24,G-80, GUPTA COMPLEX, NEAR WALIA NURSING HOME, LAXMI NAGAR, DELHI-110092
B.O-201, KRISHNA PLAZA, PLOT NO-22, SECTOR-16 MARKET, DWARKA, NEW DELHI-110015



M P ROY & ASSOCIATES

PRACTISING COMPANY SECRETARIES
MOBILE NO. 9971269666/96515 04119
Email: mpa@mpaandassociates.com
PAN: ADRB1412R

Exchange Board of India Act, 1992 ('SEBI Act') are applicable to the company being an LISTED PUBLIC COMPANY:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered in to by the Company with Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above wherever applicable.

Further we would like to report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the financial year under audit, there were changes in the composition of the Board of Directors for which the company had made all the required compliances under the Act. The company as duly appointed Key Managerial Personnel under section 203(1) of the ACT in accordance with the ACT and rules made thereunder.

The Audit committee of the company under section 177(1) of the Act was duly constituted during the period under review. The company has appointed 1 (One) women director as required under the provisions of the Act. The Nomination & Remuneration committee of the company under section 178(1) of the Act was duly constituted during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings.



M P ROY & ASSOCIATES

PROFESSIONAL COMPANY SECRETARIES
MOBILE NO. 9971267000, CONTACT NO. 011-26100000
Email: mproy@mproy.com, secretary@mproy.com
PAN: ABRP1257K

and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before for meeting and for meaningful participation at the meeting.

We further report that there are systems and processes in the company which needs to strengthen to commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For M P ROY & ASSOCIATES
Company Secretaries


Membership No. 75893
C.R. No. 13892
Date: 30/09/2016
Place: Delhi

SOPHIA EXPORTS LIMITED

BALANCE SHEET AS AT 31ST MARCH,2016

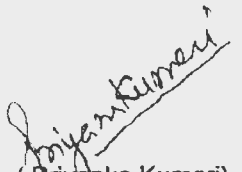
Particulars	Note No.	Figures as at 31.03.2016	Figures as at 31.03.2015
1	2	3	4
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share capital	1	38,535,000.00	38,535,000.00
(b) Reserves and surplus	2	69,547,677.79	64,574,372.25
(2) Current liabilities			
(a) Short-term borrowings	3	-	7,690,619.01
(b) Other current liabilities	4	102,330.00	84,483.00
(c) Short-term provisions	5	2,124,691.00	2,518,967.00
Total		110,309,698.79	113,403,441.26
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	6		
(i) Tangible assets		852,962.00	1,279,588.00
(b) Non-current investments	7	26,441,291.00	12,441,291.00
(c) Deferred tax assets		299,777.00	267,053.00
(d) Long term loan & advances	8	6,000.00	6,000.00
(2) Current assets			
(a) Cash and bank equivalents	9	7,622,054.79	8,863,709.26
(b) Short-term loans and advances	10	75,087,614.00	90,545,800.00
Total		110,309,698.79	113,403,441.26
Note to Accounts	15		

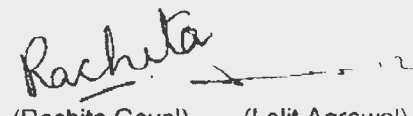
The accompanying notes are an integral part of the financial statements.

As per our separate report of even date attached.
For Ravindra Jain & Associates
Chartered Accountants

For and on behalf of the Board


(Ravindra Kumar Jain)
Partner
M.No.88643


(Priyanka Kumari)
Company Secretary


(Rachita Goyal)
CFO

(Lalit Agrawal)
Director
DIN :00109920


(Romil Agrawal)
CEO & Director
DIN:00586202

Place: New Delhi
Date: 16-05-2016



SOPHIA EXPORTS LIMITED


STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH,2016

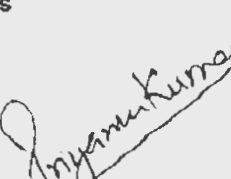
Particulars	Note No.	Figures as at 31.03.2016	Figures as at 31.03.2015
1	2	3	4
I. Revenue from operations	11	10,204,577.21	10,094,551.00
Total Revenue (I)		<u>10,204,577.21</u>	<u>10,094,551.00</u>
II. Expenses :			
Employee benefits expenses	12	1,383,192.00	510,487.00
Finance costs	13	193,661.00	741,861.60
Depreciation and amortization exps.	6	426,626.00	643,485.00
Other Expenses	14	1,353,825.67	581,595.99
Total expenses (II)		<u>3,357,304.67</u>	<u>2,477,429.59</u>
III. Profit before tax (I-II)		6,847,272.54	7,617,121.41
IV Tax expenses:			
(i) Current tax		1,906,691.00	2,435,967.00
(ii) Deferred tax		(32,724.00)	(82,277.00)
V. Profit/(Loss) for the period (III-IV)		4,973,305.54	5,263,431.41
VI. Earning per equity share :			
(i) Basic		1.29	1.37
(ii) Diluted		1.29	1.37
Notes to Accounts	15		

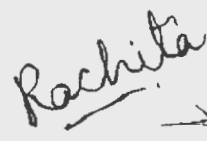
The accompanying notes are an integral part of the financial statements.

As per our separate report of ev
For Ravindra Jain & Associates
Chartered Accountants

For and on behalf of the Board


(Ravindra Kumar Jain)
Partner
M.No.88643

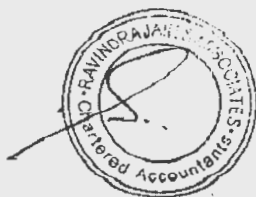

(Priyanka Kumari)
Company Secretary


(Rachita Goyal)
CFO


(Lalit Agrawal)
Director
DIN :00109920


(Romil Agrawal)
CEO & Director
DIN:00586202

Place: New Delhi
Date : 16-05-2016

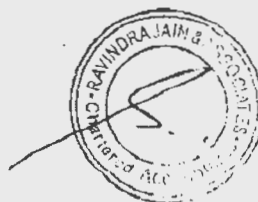


SOPHIA EXPORTS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2016

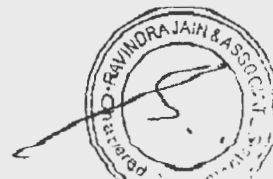
Particulars	Note No.	Figures as at 31.03.2016	Figures as at 31.03.2015
1	2	3	4
Note No.-1			
Share Capital :			
(a) Authorised 39,00,000 Equity shares of Rs. 10/-each		<u>39,000,000.00</u>	<u>39,000,000.00</u>
(b) Issued, subscribed and paidup 38,53,500 Equity shares of Rs. 10/-each		38,535,000.00	38,535,000.00
		<u>38,535,000.00</u>	<u>38,535,000.00</u>
(c) The Rights/ Term attached to equity shares: The Company has only one class of shares having a par value of Rs. 10/- per shares.			
(d) Detail of shareholders holding more than 5% shares in the company.			
Name of Shareholders		As on 31st March, 2016	As on 31st March, 2015
		% of holding	% of holding
		Nos. of shares	Nos. of shares
Mr. Romil Agrawal	9.6	370000	9.6 370000
Note No.-2			
Reserve and Surplus:			
(a) Capital Reserve: Balance B/F		18,535,000.00	18,535,000.00
		<u>18,535,000.00</u>	<u>18,535,000.00</u>
(b) Surplus: Balance B/F		46,039,372.25	40,775,940.84
Add : Surplus during the year		4,973,305.54	5,263,431.41
		<u>51,012,677.79</u>	<u>46,039,372.25</u>
Total		<u>69,547,677.79</u>	<u>64,574,372.25</u>
Note No.-3			
Short-term borrowings			
(a) Loans repayable on demand (Secured) From Banks		-	7,690,619.01
(Secured against FD)		<u>-</u>	<u>7,690,619.01</u>

Overdraft facility availed from Punjab National Bank is secured by lien marked on fixed deposit of the Company with them.



SOPHIA EXPORTS LIMITED

Particulars	Note No.	Figures as at 31.03.2016	Figures as at 31.03.2015
1	2	3	4
<u>Note No.-4</u>			
Other current liabilities:			
(a) T.D.S.Payable		18,100.00	4,300.00
(b) Provision for Expenses		84,230.00	80,183.00
		<u>102,330.00</u>	<u>84,483.00</u>
<u>Note No.- 5</u>			
<u>Short Term Provisions :</u>			
(a) Provision for employee benefits		218,000.00	83,000.00
(b) Provision for Income Tax		1,906,691.00	2,435,967.00
		<u>2,124,691.00</u>	<u>2,518,967.00</u>
<u>Note No.-7</u>			
<u>Non-Current Investments</u>			
1 Trade Investment :			
(a) Investment In Properties		12,441,291.00	12,441,291.00
(b) Investment in Mutual Fund		14,000,000.00	-
		<u>26,441,291.00</u>	<u>12,441,291.00</u>
<u>Note No.- 8</u>			
<u>Long Term Loan & Advances</u>			
(a) Security Deposit		6,000.00	6,000.00
		<u>6,000.00</u>	<u>6,000.00</u>
<u>Note No.- 9</u>			
<u>Cash and Cash Equivalents</u>			
(a) Balances with banks:			
In Current Account		7,520,996.79	28,646.26
In Fixed deposit with PNB		-	8,739,987.00
(b) Cash on hand		101,058.00	95,076.00
		<u>7,622,054.79</u>	<u>8,863,709.26</u>
<u>Note No.- 10</u>			
<u>Short-term loans and advances</u>			
(a) Loans & Advances to related parties		72,180,035.00	75,410,403.00
(b) Others:			
Advances to Other Parties		-	12,640,000.00
Advance for properties		1,000,000.00	1,000,000.00
Advance Payment of Taxes		1,876,583.00	1,398,901.00
Other Advances		30,996.00	28,596.00
Prepaid Expenses		-	67,900.00
		<u>75,087,614.00</u>	<u>90,545,800.00</u>



SOPHIA EXPORTS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

Note No. - 6

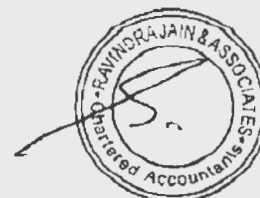
S. No.	Description of Assets	Useful life (in Years)	Gross Block				Accumulated Depreciation/Amortisation				Net Block		
			Balance as at 01.04.2015	Addition/ (Disposals) during the year	Acquisition through business combinations	Revaluation/ (impairment loss)	Balance as at 31.03.2016	Depreciation/ amortization as on 01.04.2015	Depreciation/ Amortization during the year	Impairment loss/Reversal of Impairment loss	Total Depreciation upto 31.03.2016	Balance as at 31.03.2016	Balance as at 31.03.2015
I Tangible Asset:													
Buildings :													
1	Office at Hauz Qazi ,Delhi	30	46,200.00	-	-	-	46,200.00	19,181.00	3,007.00	-	22,188.00	24,012.00	27,019.00
Motor Vehicles:													
2	Car-BMW	8	4,074,346.00	-	-	-	4,074,346.00	2,821,777.00	423,619.00	-	3,245,396.00	828,950.00	1,252,569.00
Total			4,120,546.00	-	-	-	4,120,546.00	2,840,958.00	426,626.00	-	3,267,584.00	852,962.00	1,279,588.00



SOPHIA EXPORTS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2016

Particulars	Figures as at 31.03.2016	Figures as at 31.03.2015
<u>Note No.- 11</u>		
<u>Revenue from Operations:</u>		
Interest (TDS -Rs.9,17,137.00, P/Y-Rs.10,09,455.00)	9,171,374.00	10,094,551.00
Dividend Received	1,033,203.21	-
	<u>10,204,577.21</u>	<u>10,094,551.00</u>
<u>Note No.-12</u>		
<u>Employees Benefit Expenses</u>		
Salaries	545,500.00	479,500.00
Director Remuneration	800,000.00	-
Staff Welfare Expenses	37,692.00	30,987.00
	<u>1,383,192.00</u>	<u>510,487.00</u>
<u>Note No.-13</u>		
<u>Finance Cost</u>		
Interest to Bank	193,661.00	731,241.00
Interest on Vehicle Loan	-	10,620.60
	<u>193,661.00</u>	<u>741,861.60</u>
<u>Note No.-14</u>		
<u>Other Expenses</u>		
Bank Charges	4,930.24	3,796.99
Annual Lising Fee	-	8,427.00
Conveyance Expenses	59,559.00	53,742.00
Power & Fuel Expenses	27,600.00	25,800.00
Postage & Telegrams	10,590.00	9,380.00
Printing & Stationary	29,348.00	27,144.00
Professional Charges	42,000.00	23,500.00
Registrar Fee	10,305.00	10,112.00
Legal Charges	45,945.00	43,155.00
Telephone Expenses	38,640.00	29,340.00
Vehicle Running & Maintenance	309,376.00	245,693.00
Fees & Subscription	444,010.00	20,479.00
Misc. Expenses	16,011.43	32,712.00
Web Site Designing Expenses	4,000.00	-
Income Tax Demand / Interest on TDS/Tax	132,261.00	-
Prior Period Expenses	118,590.00	-
Payment to Auditors:		
As Audit Fee	51,525.00	44,944.00
As Taxation Matter	5,700.00	-
As Other Services	3,435.00	3,371.00
	<u>1,353,825.67</u>	<u>581,595.99</u>



NOTES TO ACCOUNT FORMING PART OF THE FINANCIAL STATEMENT FOR THE PERIOD ENDED ON
31ST MARCH,2016

1 SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Accounting :

The financial Statements have been prepared under historical cost convention and on the basis of going concern.

These statements have been prepared in accordance with the applicable mandatory accounting standards and relevant presentation requirements of the Companies Act 1956.

2 Revenue Recognition

Income as well as expenditure is accounted for on accrual basis except otherwise specifically stated.

3 Investment:

Investments are carried at cost, provision is made when in the opinion of management, diminution in value of investment is other than temporary in nature.

4 Inventories :

Inventories are valued at cost.

5 Fixed Assets

i) Fixed assets are stated at cost less accumulated depreciation. Cost consists of acquisition price and all direct costs attributable to bring the assets to its working condition for the intended use.

ii) Depreciation on fixed assets is charged on written down value method at the rates worked out on the basis of useful life prescribed in Schedule- II of the Companies Act, 2013.

6 Taxes on Income

i) The Company has been providing and determining current tax as the amount of tax payable in respect of taxable income for the period.

ii) The company is providing and recognising deferred tax on timing differences between taxable income & accounting income subject to consideration of prudence.

7 Provisions, Contingent Liabilities and Contingent Assets

i) A provision for a liability is recognized and disclosed for each class when an enterprise has a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and in respect of which a reliable estimate can be made for the amount of obligation.

ii) A contingent liability is not recognized but a brief description of the nature is disclosed for each class there of if the possibility of any outflow in settlement is remote.

iii) A contingent asset is not recognized or disclosed unless it has become virtually certain that an inflow of economic benefits will arise.

8 Impairment of Assets

At each balance sheet date, the Companies assets whether there is any indication that an assets may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the assets exceeds the recoverable amount, an impairment loss is recognised in the profit & loss account to the extent the carrying amount exceeds the recoverable amount.



II NOTES TO ACCOUNTS

- 1 There are no earnings and expenditure in foreign currency .
- 2 There are no estimated amount of contracts remaining to be executed on capital accounts.
- 3 Previous year's figures have been regrouped or rearranged wherever necessary.
- 4 Quantitative information of Opening Stock,Purchase,Sales and Closing Stock is Nil as there is neither any opening & closing stock and nor any purchase & sale transaction entered during the year.
- 5 Certain balances of some of the parties are subject to confirmation.

6 Related party Disclosures

- Company's related parties in term of AS-18 are as disclosed below :
Relationships

a) Related parties in Sophia Exports Limited where common control exists:

Advance Steel Tubes Ltd, Tirupati Structural Limited , Advance Enterprises Pvt Ltd , Marda Commercial & Holdings Limited,Advance Ispat (India) Limited,Vishal Equity Services Pvt Ltd, Phool Chand Infrastructure Pvt Ltd.

b) Key Management Personal
Mr. Lalit Agarwal

c) Transaction with related parties (in ordinary course of business)

Particulars	Transaction during the year 2015-2016		Interest received	Outstanding Balance as at 31.03.2016
	Loan Given	Loan Recovered		
Tirupati Structural Limited	-	8,512,512.00	8,091,742.00	66,653,538.00
Phool Chand Infrastructure Pvt. Ltd	-	2,500,000.00	555,083.00	5,526,497.00

- 7 The company is operating in a single business/geographical segment and therefore no additional disclosures are required.
- 8 On review of the carrying amounts of specified assets on the balance sheet date,the management has not obtained any indication that the carrying amounts of such assets exceed their recoverable amount and hence there was no need for measurement or recognition of any impairment loss.
- 9 The Company has not received information from the service providers / Suppliers regarding their status under Micro ,Small and Medium Enterprises Development Act 2006 and hence disclosure relating to amount unpaid as at the year end together with interestpaid/payable under this act have not been given.
- 10 The company has recognised deferred tax assets of Rs.2,99,777.00 as on 31.03.2016 on account of timing differences being the difference between taxable income & accounting income that originates in one period and are capable of reversal in one or more subsequent periods.

- Deferred Tax Assets as on 01.04.2015

267,053.00

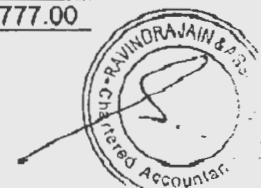
Add: Deferred tax assets provided during the year

32,724.00

Deferred Tax Assets as on 31.03.2016

299,777.00

11 Earning Per Share:




The basic and diluted earnings per share of the company are same because the company does not have any outstanding options, warrants, convertible debentures or any other instruments which may result in issue of equity shares at a price less than their fair market value.

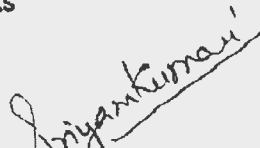
The earnings per share given in Profit & Loss account has been calculated as under:

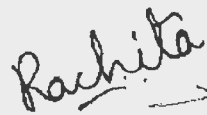
	Current Year	Prevoius Year
a) Net Profit for the year attributable to equity shareholders	Rs.49,73,306	Rs.52,63,431
b) Weighted average number of equity shares outatanding during the year	38,53,500	38,53,500
c) Basic and diluted earning per share { Item (a) divided by Item (b)}	Rs.1.29	Rs.1.37
d) Nominal value each share	Rs.10.00	Rs.10.00


As per our separate report of even date attached.
For Ravindra Jain & Associates
Chartered Accountants

For and on behalf of the Board


(Ravindra Kumar Jain)
Partner
M.NO. 88643


(Priyanka Kumari)
Company Secretary


(Rachita Goyal) (Lalit Agarwal)
CFO Director
DIN : 00109920


(Romil Agrawal)
CEO & Director
DIN : 00586202

Place : New Delhi
Date : 16-05-2016

