

SOPHIA EXPORTS LIMITED
ANNUAL REPORT
2021-2022

CORPORATE INFORMATION

Chief Executive Officer

Mr. Romil Agarwal
CFO(KMP)
PAN: ADTPA2867P

Board of Directors

Mr. Lalit Agarwal
Director
DIN:00109920

Mrs. Shuchita Agarwal
Director
DIN: 00727700

Mrs. Parveen Gupta
Director
DIN: 00180678

Mr. Ramesh Kumar Bissa
Director
DIN:00586715

Chief Finance Officer

Mrs. Rachita Goyal
CFO (KMP)
PAN: AMTPG2056P

Company Secretary & Compliance Officer

Priyanka Kumari
Company Secretary
PAN: CGXPK9616D

Auditors

Kumar Chopra & Associates
Chartered Accountants
FRN: 000131N

Internal Auditors

Jain S. & Associates
(Chartered Accountants)
FRN : 019665C

Registrar & Share Transfer Agents

ABS Consultants Private Limited
SEBI Registration No. INR000001286
4 B.B.D. Bag (East), Stephen House,
R.No.99, 6th Floor, Kolkata, West Bengal,-
70001

Listed at

Metropolitan Stock Exchange of India
Limited
Vibgyor Towers, 4th floor, Plot No C 62, G -
Block, Opp. Trident Hotel, Bandra Kurla
Complex, Bandra (E), Mumbai – 400 098

Registered Office

4973/201, Phatak Badal Bage, Hauz Qazi,
Delhi-110006

Corporate Office

81, Functional Industrial Estate, patparganj,
Delhi-110092

E-Mail & Website

Company & investor Grievances
info@sophiaexport.com,
www.sophiaexport.com

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SOPHIA EXPORTS LIMITED

CIN: L52110DL1985PLC020059

Registered Off: 4973/201 Phatak Badal bage, Hauz Qazi, Delhi, Central Delhi, DL -110006

E-mail: info@sophiaexports.com, Contact: 01143041440

NOTICE TO THE MEMBERS

Notice is hereby given that the 38th Annual General Meeting of the members of **SOPHIA EXPORTS LIMITED** will be held on Monday 26th Day of September, 2022 at 12:30 P.M. at the Corporate office of the Company situated at 81, Functional Industrial Estate, Patparganj, Delhi-110092 to transact the following business :-

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2022 and the Profit & Loss Account along with the Cash Flow Statement and annexures thereof for the year ended on that date and the Report of Directors' and Auditors' thereon.

2. APPOINTMENT OF MRS. SHUCITA AGARWAL (DIN: 00727700) AS DIRECTOR LIABLE BY ROTATION

To appoint a Director in place of Mrs. Shuchita Agarwal (DIN: 00727700) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

3. RE-APPOINTMENT OF STATUTORY AUDITORS FOR THE SECOND TERM OF FIVE YEARS

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and the Board of Directors, M/s Kumar Chopra & Associates, Chartered Accountants (FRN: 000131N) be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five years i.e., from the conclusion of 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting to be held in the year 2027 and the Board of Directors are further authorised to finalize the terms & conditions of re-appointment, including remuneration of Statutory Auditor for the remaining period based on the recommendation of the Audit Committee.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to so all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

For Sophia Exports Limited

Place: Delhi

Date: 2nd September, 2022

Sd/-
(Lalit Agarwal)

Director

DIN: 00109920

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 20TH September, 2022 to 26th September, 2022 (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 appointed at the AGM is given in Annexure to the Notice.
5. No explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is required as there is no special business being considered in the Annual General Meeting.
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.
15. The Notice of AGM and Annual Report for the Financial Year 2021-2022, is available on the website of the Company at www.sophiaexport.com and also on the website of the Stock Exchange www.msei.in
16. Members are requested to note that, dividends if not encashed for period of seven years from the date of transfer to Unpaid Dividend account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their unpaid/unclaimed dividends. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No IEPF-5 as available on www.iepf.gov.in.
17. Members are requested to intimate changes if any, about their name, postal address, e-mail address, telephone/mobile number, PAN, Power of Attorney registration, Bank Mandate details etc., to their Depository Participants (DP) in case the shares are held in electronic form and to the registrar in case the shares are held in physical form, in prescribed form ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, members may note that SEBI has mandated the submission of Pan by every participant in the Securities Market.
18. As per the provisions of section 72 of the Act, the facility for making a nomination is available for the members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register nomination or would want to opt-out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA’s website. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
19. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details

is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR- 1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. The consolidation will be processed in demat form.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
22. Mr. Yashwant Gupta, Practicing Company Secretary (Membership No. ACS 15154 & CP No.15119) has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-Voting process before the AGM as well as remote e-Voting during the AGM, fairly and transparently.
23. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman, after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA, and will also be displayed on the Company's website at www.sophiaexport.com.

By order of the Board

For Sophia Exports Limited

Sd/-

(Lalit Agarwal)

Director

DIN: 00109920

Place: Delhi

Date: 02nd September, 2022

Attendance Slip of Annual General Meeting

ATTENDANCE SLIP

38th Annual General Meeting, 26th September, 2022, 12:30 P.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 26TH Day of September, 2022 at 12:30 PM. at 81, Functional Industrial Estate, Patparganj, Delhi-110092

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.

Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

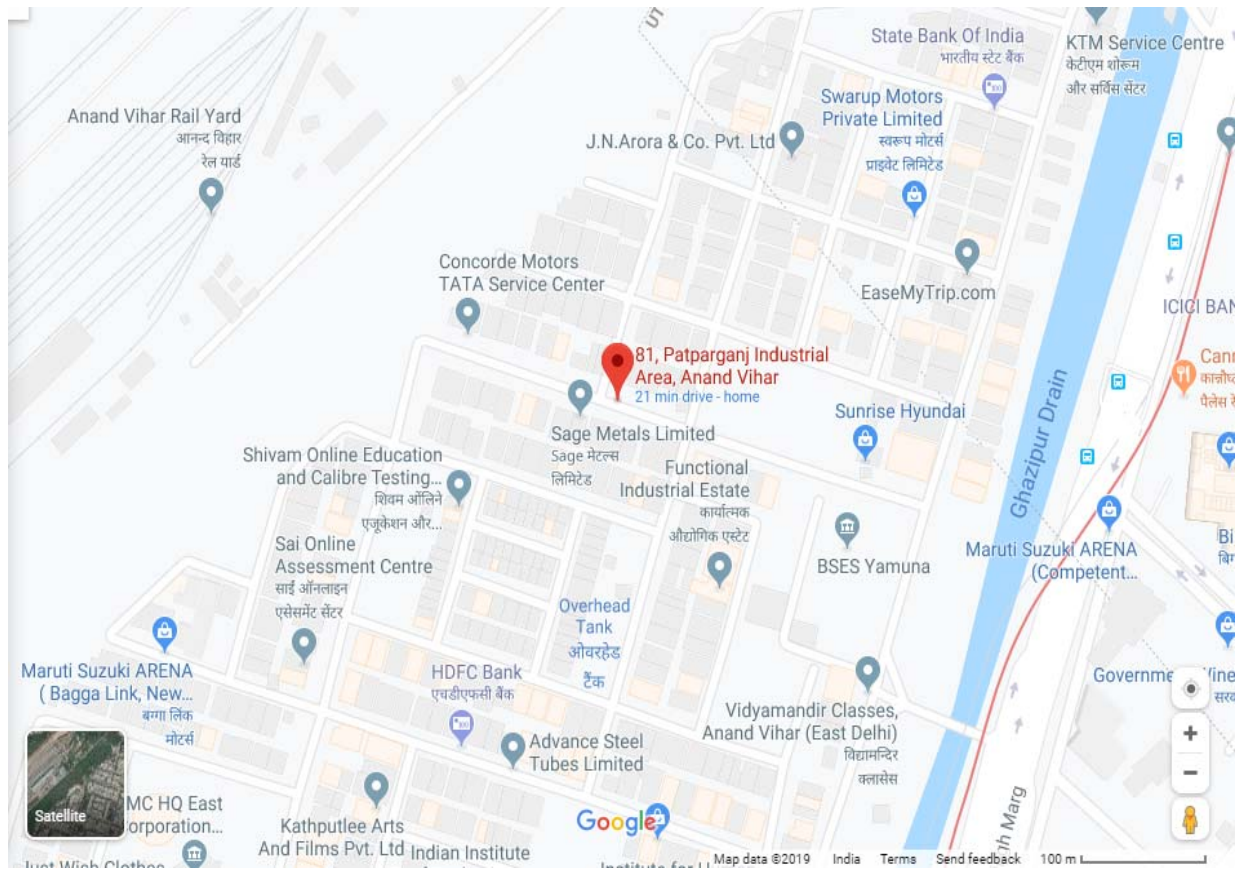
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting of the company, to be held on the 26th Day of September, 2022 at 12:30 P.M. at DELHI and at any adjournment thereof .

Signature:
Member
Folio No.

Route Map



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 23rd September, 2022 at 10:00 A.M. and ends on 25th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19/09/2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-

	<p>Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="748 730 1250 1037" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will

	be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your

‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csguptayash@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Narendra Dev, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@sophiaexport.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@sophiaexport.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Regulation 36(5) SEBI (LODR) 2015.

Resolution No. 3 Ordinary Resolution

RE-APPOINTMENT OF STATUTORY AUDITORS FOR THE SECOND TERM OF FIVE YEARS

The Members of the Company at the 33rd Annual General Meeting ('AGM') held on September 30, 2017, had approved the appointment of Kumar Chopra & Associates, (ICAI Firm Registration No.000131N), as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 33rd AGM until the conclusion of the 38th AGM. Accordingly, Kumar Chopra & Associates would be completing its first term of five years at the conclusion of this 38th AGM.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. Deloitte is eligible for reappointment for a further period of five years.

The Board of Directors, at its meeting held on 5th August, 2022, based on the recommendation of the Audit Committee, approved the re-appointment of Kumar Chopra & Associates for the second term of five years to hold office from the conclusion of the 38th AGM till the conclusion of the 43rd AGM to be held in the year 2027, at a remuneration upto 1.06 lacs plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2023 and proposed the same for approval of the members. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations. The Board of Directors and the Audit Committee shall approve the revision in the remuneration of the statutory auditors, for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.

Based on the recommendation made by the Audit Committee, after assessing the performance of Kumar Chopra & Associates and considering the experience and expertise, the Board recommends the re-appointment of M/s Kumar Chopra & Associates as Statutory Auditors for the second term of 5 years, as set out in the Resolution no. 3, for approval of the Members as an Ordinary Resolution.

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

BRIEF RESUME OF DIRECTOR SEEKING REAPPOINTMENT AT THE 38TH ANNUAL GENERAL MEETING IN TERMS OF REGULATION 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD-2

Name of Director	Shuchita Agarwal
DIN	00727700
Date of Appointment	14/08/2017
Qualification	She is graduate in commerce.
Brief Profile, Experience and expertise in Specific functional area	Mrs. Shuchita Agarwal is a part of executive team of the Company and she makes the right choices to seize the future while driving profitable and sustainable growth. She has a wide experience of working in the manufacturing and trading industry for more than fifteen years now.
Directorship in other public Limited Companies/ resignation in the last three years	NIL
Chairman/member of the Committee in which he is a director in listed entities	NIL
Shareholding of Director of the Company	NIL
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Spouse of Mr. Romil Agarwal, CEO of the Company

DIRECTOR'S REPORT

TO THE MEMBERS OF SOPHIA EXPORTS LIMITED

Your Directors have pleasure to present their 38TH Annual Report on the business and operations of the Company along with the Audited Financial Statements for the year ended 31st March 2022.

FINANCIAL PERFORMANCE OF THE COMPANY (In lakhs)

	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Total Revenue	208.93	344.53
Profit/(Loss) Before Tax	120.94	37.60
Less:		
Current Year Income-tax	13.90	6.47
Deferred Tax	3.88	3.19
Net Profit After Tax	103.15	27.93
EPS(Basic)	2.86	0.87
(Diluted)	2.86	0.87

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

Total Revenue for financial year 2021-2022 stood at Rs. 2,08,93,250/-. Profit after Tax was Rs. 1,20,94,520 /-. The Market environment in Financial Year 2021-2022 was challenging due to rise in the waves of COVID-19.

DIVIDEND

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

RESERVES

The Company Proposes to add Rs. 1,10,27,310 /- to retained earnings of the Company.

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 is due for remittance into the Investor Education and Protection Fund established by the Central Government.

SUBSIDIARY / JOINT VENTURES / ASSOCIATES

The Company had no subsidiary or Associate Company during the Financial Year. In accordance with Section 129(3) of the Companies Act, 2013, the Company was not required to prepare a consolidated financial statements as a part of the Annual report. In accordance with the third proviso to Section 136(1) of the Companies Act, 2013, the

Annual Report of the Company, containing therein its standalone financial statement has been placed on the website of the Company www.sophiaexport.com

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, 2022 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 and is also available on the website of the company at www.sophiaexport.com.

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

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 Net Worth of the Company was below Rs. 500 Crores, the Turnover of the Company was below Rs. 1000 Crore and the Net Profit of the Company was below Rs. 5 Crore in any of the three preceding financial years, hence provisions of Section 135(1) of the Companies Act, 2013. 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. A Whistle Blower Policy has been adopted already by the Company and is available on the website of the Company at www.sophiaexport.com.

NUMBER OF BOARD MEETINGS

During the year under review Board met 6 times on 23/06/2021, 12/08/2021, 05/09/2021, 13/11/2021, 12/02/2021, 31/03/2022 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, 2022, the applicable accounting standards have been followed and there are 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, 2022 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 was 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.

In accordance with the provisions of Companies Act, 2013, Mrs. Shuchita Agarwal (DIN: 00727700) Director of the Company retires by rotation and being eligible, offers herself 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 contracts/arrangement/transactions entered into by the Company during FY 2021-2022 with related parties were in compliance with the applicable provisions of the Act and the Listing Regulations, 2015. Prior omnibus approval of the audit committee is obtained for all related party transactions, which are foreseen and of repetitive nature. Pursuant to the said omnibus approval, details of transactions entered into are also reviewed by the audit committee on a quarterly basis.

All related party transactions entered into during FY 2021-2022 were on an arm's length basis and in the ordinary course of business of the Company under the Act and not material under the Listing Regulations, 2015. None of the transactions required members' prior approval under the Act or the Listing Regulations, 2015.

Details of transactions with related parties during FY 2021-2022 are provided in the notes to the financial statements. There were no transactions requiring disclosure under section 134(3) of the Act. Hence, the prescribed Form AOC-2 forms a part of this report as **Annexure-IV**.

The policy is available on the Company's website at www.sophiaexport.com.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

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 Five years.

Further, the report of M/s Kumar Chopra & Associates, (FRN 000131N), the Statutory Auditors, along with notes to Financial Statements is enclosed to this annual report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

SECRETARIAL AUDIT

The Company has appointed M/s Yashwant Gupta & 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.

KEY MANAGERIAL PERSONNEL

Mr. Romil Agarwal is the CEO of the Company. Mrs. Rachita Goyal is working as the CFO of the Company and Mrs. Priyanka Kumari is the Company Secretary and Compliance Officer of the Company as KMP for the period under review under Section 203 of the Companies Act, 2013.

WHISTLE BLOWER POLICY

Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards. The Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The Company has a strong and effective Whistle Blower policy which aims to deter and detect actual or suspected misconduct.

This mechanism also provides for adequate safeguards against victimization of employees who avail the mechanism. Any employee may report such incident without fear to the vigilance officer or alternatively to the Chairman of the Audit Committee.

The Audit Committee is empowered to monitor the functioning of the mechanism. It reviews the status of complaints received under this policy. The Committee has, in its report, affirmed that no personnel have been denied access to the audit committee. The details of the whistle blower policy is posted on the website of the Company and can be accessed at www.sophiaexport.com.

APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

No application to the IBC or no matter is pending under the IBC, 2016 for the period under review.

PROVISIONS OF SEXUAL HARASSMENT

The provisions of Sexual harassment of Women at workplace (Prevention, Prohibition, and Redressal) Act, 2013 is not attracted on the Company. However, the Company has a voluntary policy towards Prevention of Sexual harassment of women employees of the Company and has set up a mechanism for registering and prompt redressal of complaints received from all permanent and temporary employees.

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**

Sd/-
(Ramesh Kumar Bissa)
Director
DIN: 00586715

Sd/-
(Lalit Agarwal)
Director
DIN :00109920

Place: Delhi
Date: 5th August, 2022

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**

Sd/-

(Lalit Agarwal)

Director

DIN: 00109920

Place: Delhi

Date: 05th August, 2022

ANNEXURE I

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

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, 2022 the Company's Board consists of Directors having considerable professional experience in their respective fields. Two of them are Independent Directors one is 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, 2022	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, 2021	Details of Directorships held in other Companies (as on March 31, 2022)
				Member	Chairman	Held	Attended		
Sh. Lalit Agarwal	Executive	220000	4	1	Nil	6	6	Yes	Advance Steel Tubes Limited

	Director								Tirupati Structural Limited Advance Ispat (India) Limited Marda Commercial & Holdings Limited
Smt. Parveen Gupta	Independent Director	Nil	3	4	1	6	6	Yes	Advance Steel Tubes Limited Insecticides (India) Limited Prakash Pipes Limited
Shri R. K Bissa	Independent Director	Nil	3	3	2	6	6	Yes	Tirupati Structural Limited Marda Commercial & Holdings Limited
Smt. Shuchita Agrwal	Director	Nil	1	Nil	Nil	6	6	Yes	None

(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 shareholder's 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, and in particular reviews and approves corporate strategies, business plans, annual budgets, projects and capital expenditure. Your 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. Six Board Meetings were held during the year.

(C) Shareholding of Non – Executive Director (s) and relationship between directors

As per the declaration made to the company by all the directors about their shareholding, Mr. Lalit Agarwal, Director of the company is holding 220000 No. of shares in the Company. Mr. Lalit Agarwal is Cousin Brother in law of Mrs. Shuchita Agarwal. Apart from these two directors none of the Director is relative of any of the Director.

MEETING OF INDEPENDENT DIRECTORS

Pursuant to Regulation 25(3) of SEBI (LISTING Obligations and Disclosure Regulations) Requirements, 2015 and subject to the provisions of Schedule IV of the Companies Act, 2013 a meeting of the Independent Directors was held on 12/02/2022 to review the performance of the Non-Independent Directors and the Board as a whole and evaluate the performance of the Chairperson of the Company after considering the views of the executive director and non-executive Director also being held on timeliness of flow of information between the management and directors of the Company. However, presently Company is having only two non-executive Independent Director and both were present at the meeting.

The Board of Directors have formulated the familiarization program for Independent Directors for understanding of their roles, rights, responsibilities in the Company, nature of the industry in which the Company Operates, business Model of the company. The Company has also adopted a structured programme for orientation and training of Independent Directors at their joining and on time to time basis so as to enable them to understand the Company's Operations, business industry and environment. The Familiarization program is available on Company's website at www.sophiaexport.com.

REMUNERATION OF DIRECTORS

The Company has paid no salary & perquisites to its Directors during the Financial Year 2021-2022. 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:
- 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.
 - Change in accounting policies and practices and reasons thereof.
 - Major accounting entries involving estimates based on exercise of judgments by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliances with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - 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. During the year the Audit Committee Meetings were held on 23/06/2021, 13/08/2021, 13/11/2021, 12/02/2022. 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	4	4
Shri Lalit Agarwal	Member	Executive	4	4
Smt. Parveen Gupta	Member	Non- Executive Independent	4	4

(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 meeting of N&R Committee was held on 13/08/2021. 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	1	1
Shri Lalit Agarwal	Member	Executive	1	1
Smt. Parveen Gupta.	Member	Non- Executive Independent	1	1

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.

(C) STAKEHOLDER RELATIONSHIP COMMITTEE

The Company has a Stakeholders relationship committee to carry out handling of transfer and transmission of shares, Issue of Duplicate/ Rematerialized shares and consolidation and splitting of certificates etc. and handling of shareholder's/ investors grievances. The brief terms of reference of committee include redressing of shareholders' and investor's complaints like transfer of shares, non-receipt of Annual Reports, Non- receipt of Declared Dividends etc. and to expedite the process of share transfer.

Terms of Reference:

1. to consider and review the queries/complaints received from the shareholders.
2. to take steps to redress queries/ complaints and ensure speedy satisfaction to shareholders/investors.
3. With a view to expediting the process of share transfer etc. on fast track basis, the Board has delegated the powers of approving transfer etc. to Company Secretary of the Company.
4. To work under the control and supervision of the Board of Directors.

MEETING AND ATTENDANCE

The composition of the Committee and attendance at its meeting held on 13/08/2021 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	1	1
Shri Lalit Agarwal	Member	Executive	1	1
Smt. Parveen Gupta.	Member	Non- Executive Independent	1	1

SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("SEBI Amendment Regulations, 2018), the Board has identified the skills/expertise/ competencies in the context of the Company's business for it to function effectively which are as follows:

- 1) Business experience
- 2) Industry knowledge
- 3) Professional Skill and Qualification

4) Behavioral Competencies including integrity and high ethical standard

Further the Board of Directors has identified the aforementioned skills/expertise/competencies possessed by each member of the Board in compliance with the said regulations.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills/expertise/competencies.

Name of Director	Business Experience	Industry Knowledge	Professional Skill & Qualification	Behavioral Competencies including integrity and high ethical standard
Lalit Agarwal	√	√		√
Parveen Gupta		√	√	√
Ramesh Kumar Bissa		√	√	√
Shuchita Agarwal	√	√		√

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
2018-2019	Monday September, 30, 2019	04:00 P.M.	81, Functional Industrial Estate, Patparganj, Delhi-110092	1
2019-2020	Wednesday, 30 th September, 2020	04:00 P.M.	81, Functional Industrial Estate, Patparganj, Delhi-110092	1
2020-2021	Thursday, 30 th September, 2021	4:00 P.M.	81, Functional Industrial Estate, Patparganj, Delhi-110092	None

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 some non-compliances during the last three years by the Company of any matter related to Capital Market. The Company have paid penalties imposed or strictures passed on the company by stock exchange under SEBI regulations for non-filing of certain documents under mandatory regulations, SEBI or any other Statutory Authority.

(c) IND-AS Compliance

The Company have adopted IND-AS as is required under Companies Act, 2013 While preparing the financial statements of the Company for the financial year ended 31.03.2022, the management has ensured that IND-AS has been properly implemented and followed and there has been no deviation from this practice.

(d) Risk Assessment and Mitigation Plans

The Company has in place a mechanism to inform the Board members about the risk assessment and mitigation plans and periodical review to ensure that the critical risks are controlled by the executive management through means of properly defined framework.

(E) Public Issue

The Company has not come out with any public issue or right issue etc. during the Financial year ended 31.03.2022.

(f) Adoption of Non- Mandatory requirements of SEBI (LODR) 2015

The Company have not adopted the non-mandatory requirements of SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015.

COMPLIANCE CERTIFICATE FROM THE PRACTISING COMPANY SECRETARY

The Company has obtained a Certificate from Yashwant Gupta & Associates, Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by Board/ Ministry of Corporate Affairs or any such statutory Authority. The certificate form part of this report.

The Company has obtained a certificate from Yashwant Gupta & Associates, Company Secretaries regarding compliance of conditions of corporate governance as stipulated under listing obligations. The Certificate Form part of this report.

MEANS OF COMMUNICATION

The Company Communicates with shareholders at large through its Annual Report and Publication of Financial Results.

The board of directors of the Company approves and takes on record the Un-audited financial results and the results are announced to all the stock exchanges where the shares of the Company are Listed.

Further the Highlights of the quarterly results in the prescribed performa are published in the newspapers.

The financial results of the company are also published on www.sophiaexport.com

CEO/CFO CERTIFICATION

The CEO and CFO of the Company give annual certification on financial reporting and internal controls to the Board in terms of regulation 17 (8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

CERTIFICATE ON COMPLIANCE WITH THE CODE OF CONDUCT

We hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Director/ Management Personnel for the financial year 2021-2022.

GENERAL SHAREHOLDERS INFORMATION

Date	26 th September, 2022, 12:30 PM
Venue	Corporate Office of the Company Situated at 81, Functional Industrial Estate, Patparganj, Delhi-110092
Financial Year	2021-2022
Date of Book Closure	20/09/2022 to 26/09/2022
Dividend payment date	N.A.
Listing on Stock Exchange	Listed at Metropolitan Stock Exchange of India Limited and no trading is available till date therefore market price data is not available for 2021-2022
Market Price	Listed at Metropolitan Stock Exchange of India Limited and trading is available till date therefore market price per share comes to Rs. 9.75 as per last trading available for 2021-2022
Outstanding ADR/GDR/Warrants or any other Convertible Securities	The Company does not have Outstanding ADR/GDR/Warrants or any other Convertible Securities

Place: Delhi
Date: 05/08/2022

For and on Behalf of the Board

Sd/-
Lalit Agarwal
(Director)
DIN: 00109920

ANNEXURE TO THE REPORT ON CORPORATE GOVERNANCE

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Sophia Exports Limited
4973/201, Phtak Badal Bage Hauz Qazi,
Delhi-110006

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sophia Exports Limited having CIN : L52110DL1985PLC020059 and having registered office at 4973/201, Phtak Badal Bage Hauz Qazi, Delhi-110006 (hereinafter referred to as the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

DIN	Full Name	Designation	Date of Appointment
00109920	LALIT AGARWAL	Director	17/11/2005
00180678	PARVEEN GUPTA	Independent Director	30/07/2015
00586715	RAMESH KUMAR BISSA	Independent Director	20/08/2004
00727700	SHUCHITA AGARWAL	Director	14/08/2017

Date: 02/09/2022
Place: Delhi

For Yashwant Gupta & Associates
Practising Company Secretaries

Sd/-
Yashawant Kumar Gupta
(Proprietor)
M.NO. – 15154
C.P. No. 15119
UDIN: A015154D000894001

ANNEXURE TO THE REPORT ON CORPORATE GOVERNANCE

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Sophia Exports Limited
4973/201, Phtak Badal Bage Hauz Qazi,
Delhi-110006

1. The Corporate Governance Report prepared by Sophia Exports Limited (—the Company), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (—the Listing Regulations) (applicable criteria ') with respect to Corporate Governance for the year ended March 31, 2022. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

SECRETARIAL AUDITOR'S RESPONSIBILITY

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.

5. The procedures selected depend on the secretarial auditor 's judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.

6. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

OPINION

7. Based on the procedures performed by us as referred in paragraph 5 and 6 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 1 above.

OTHER MATTERS AND RESTRICTION ON USE

8. This Certificate 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.

9. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

Date: 05/08/2022

Place: Delhi

For Yashwant Gupta & Associates
Practising Company Secretaries

Sd/-
Yashwant Kumar Gupta
(Proprietor)
M.NO. – 15154
C.P. No. 15119
UDIN: A015154D000748447

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, 2022

For Sophia Exports Limited

Date: 05/08/2022

Place: Delhi

**sd/-
(Lalit Agarwal)
Director**

CEO/CFO CERTIFICATION

(Under Regulation 33 (2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Financial year ended on 31/03/2022)

We, Romil Agarwal, Chief Executive Officer and Rachita Goyal, CFO 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, 2022 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 violation 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.

For Sophia Exports Limited

Date: 05/08/2022

Place: Delhi

**Sd/-
(Rachita Goyal)
CFO**

**Sd/-
(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 31.03.2022

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	L52110DL1985PLC020059
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 Badelbage, 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	100

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.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-04-2021]				No. of Shares held at the end of the year[As on 31-March-2022]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian	-								
a) Individual/HUF	670000	-	670000	17.39	751200	-	751200	19.49	2.1
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	670000	-	670000	17.39	751200	-	751200	19.49	2.1
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
-b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	1170100	1170100	30.36	190000	900100	1090100	28.28	

ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 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 2 lakh	-	1962211	1962211	50.92	378800	1582211	1582211	50.88	0.4
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	3183500	3183500	82.61	-	31,02,300	31,02,300	80.50	2.11
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	3183500	3183500	82.61	-	31,02,300	31,02,300	80.50	2.11
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	

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	2,20,000	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
3.	Suyash Agarwal	1,60,000	4.15	Nil	1,61,200	4.15	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	2,20,000	5.70		
	Changes during the year	(No change during the year)			
	At the end of the year			2,20,000	5.70
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
3.	Suyash Agarwal				
	At the beginning of the year	1,60,000	4.15		
	Changes during the year	(change during the year)			
	At the end of the year			1,60,100	4.15

**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.	Roma Impex (P) Ltd.				
	At the beginning of the year	Nil	Nil		
	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			nil	-4.93
10.	Vardan Securities Pvt. Ltd.				
	At the beginning of the year	190000	4.93		
	Change during the year	(No Change during the year)			
	At the end of the year			188800	4.89

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	220000	5.70		
	Changes during the year	(No Change during the year)			
	At the end of the year			220000	5.70
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	NIL	Nil	-	NIL
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	-	-	NIL
Change in Indebtedness during the financial year				
* Addition		-	-	-

* Reduction	NIL	NIL	-	NIL
Net Change			-	
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	-	NIL
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	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...	-		-
	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	40,000	60,000	1,00,000
	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	40,000	60,000	1,00,000

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CS	CFO	CEO	Total
		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	5,26,000	9,75,000	1,200,000	27,01,000
	(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	5,26,000	9,75,000	1,200,000	27,01,000

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: 05/08/2022

For and on Behalf of the Board

Sd/-
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 2021-2022

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 Structural 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: 05/08/2022

For and on Behalf of the Board

Sd/-
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. Director	Name of the Director	Title	Remuneration in F.Y 2021-2022 (Rs.)	Remuneration in F.Y 2020-2021 (Rs.)	Shares held	% Increase in Remuneration in 21-22 against 17-18	Ratio of Remuneration to MRE	Ratio of Remuneration to Revenues in 2022	Ratio of Remuneration to Net Profit 2022
1	Lalit Agarwal	Director	-	-	220000	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. REMUNERATION PAID TO KMP

S.NO	Name of the Key Managerial Personnel	Title	Remuneration in F.Y 2021-2022 (Rs)	Shares held	% Increase in Remuneration in 2021-2022 against 2020-2021
1.	Mrs. Priyanka Kumari	Company Secretary	5,26,000	-	20.64%
2.	Mrs. Rachita Goyal	CFO	9,75,000	-	
3.	Mr. Romil Agarwal	CEO	12,00,000	370000	NIL

NOTES: Figures of the salary are annualized

- Remuneration as shown above comprises of Salary and Bonus paid.
- None of the above employees are related to any Director of the Company employed for part of the financial year.
- The number of permanent employees in the rolls of the Company as on 31.03.2021 and 31.03.2022 were 3 and 3 respectively.
- 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.
- The policy has been developed with adherence to the Companies Act, 2013 and all other statutes as may be applicable.
- During the Financial Year 2021-2022 no employee received remuneration in excess of the highest paid Director.

Annexure - VI



YASHWANT GUPTA & ASSOCIATES

Company Secretaries

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Sophia Exports Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sophia Exports Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Sophia Exports Limited's** books, 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Sophia Exports Limited** ("the Company") for the financial year ended on March 31, 2022, to the provisions of:

- (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 thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) RBI guidelines prescribed to Import /Export by the Company

I 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 into by the Company with Metropolitan Stock Exchange of India Limited;

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

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not undergone any event/action having a major bearing on the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: New Delhi

Date: 21.05.2022

Sd/-

Yashwant Gupta & Associates

M No.: 15154, C P No.:15119

UDIN NO. A015154D000367726

INDEPENDENT AUDITOR'S REPORT

To
The Members
SOPHIA EXPORTS LIMITED

Report on the Audit of the Standalone Financial

Statements Opinion

We have audited the standalone financial statements of Sophia Exports Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the then year ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

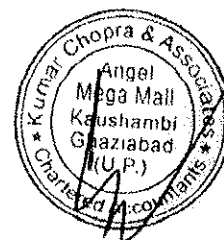
Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Responsibilities of Management for the Standalone Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

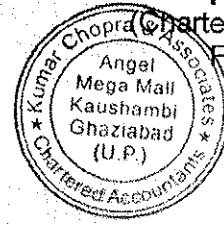
In preparing the standalone financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are responsible for overseeing the Company's financial reporting process.



v. That during the year company has neither declared nor paid any dividend.

For Kumar Chopra & Associates



Chartered Accountants)
F.R.N. – 000131N

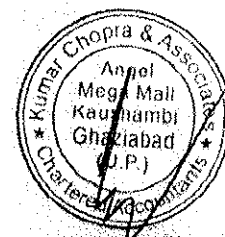
[Signature]
CA. Rajeev Jain
Partner

M. No. 084478

UDIN: 22084478AJXKCR5902

Place: Delhi
Date: 30.05.2022

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, wherever applicable.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, wherever applicable.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to account, no funds have been advances or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in notes to the accounts, no fund has been received by the Company from any persons or entities, including foreign entities ("Funding parties") with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the funding parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11e contain any material misstatement.



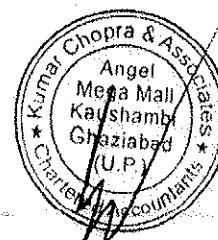
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in "Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.



Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's and Board of Directors' use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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Annexure-A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Sophia Exports Limited of even date)

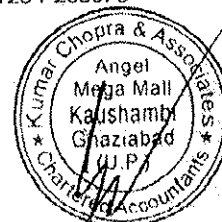
The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statement for the year ended 31st March, 2022, we report that:

- (i) In respect of fixed assets:
- a) The Company has maintained proper record showing full particulars, including quantitative detail and situation of Property, Plant & Equipment.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with the programme, certain Property, Plant & equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties disclosed in the standalone financial statements are held in the name of the company.
 - d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant & equipment (including right of use assets) or intangible assets or both during the year.
 - e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) a) That the company does not have any inventories accordingly the provisions of clause 3(ii)(a) of the Order is not applicable to the company.

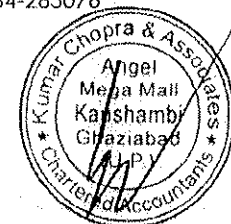
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- b) According to the information and explanations given to us and on the basis of our examination of the record of the company, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from bank or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the company.
- (iii) According to the information & explanation given to us, and on the basis our examination of the records of the Company, the Company has not provided any guarantees or security or granted any loan or advances in nature of loans, secured or unsecured, to companies, firms, limited liabilities partnerships or any other parties during the year. The company has made an investment in equity shares of a company during the year, detail of which are stated in sub-clause(b) below.
- a) According to the Information and explanations given to us, the company has not made loan or advances in the nature of loan or stood guarantees, or provided security to any other entity, accordingly, clause 3(iii)(a) of the Order is not applicable to the company.
- b) According to information and explanation given to us, the company has made an investment in equity shares of a group company of Rs. 65.00 lacs which is not prejudicial in the interest of the company.
- c) According to the information and explanation given to us, the Company has not made loans or advance in nature of loans, accordingly clause 3(iii)(c) of the order is not applicable to the Company.
- d) According to the information and explanation given to us, the company has not made loans or advances in the nature of loans, accordingly clause 3(iii)(d) of the order is not applicable to the Company.
- e) According to the information and explanation given to us, the Company has not made loans or advances, accordingly clause 3(iii)(e) is not applicable to the Company.
- f) According to the information and explanation given to us, the company has not granted any loan or advances in the nature of loan, accordingly clause 3(iii)(e) is not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or

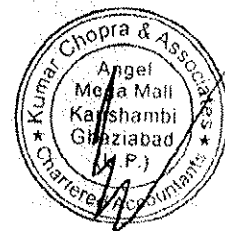


KUMAR CHOPRA & ASSOCIATES
CHARTERED ACCOUNTANTS

security as specified under Section 186 of the Act. Further, in our opinion, the Company has complied with the provisions of Section 186 of the Act in relation to investment made.

- (v) According to the information and explanations given to us, the Company has not accepted any deposit from the public. Accordingly, clause 3(v) of the order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for the sales & services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) In respect of statutory dues:
- a) According to the records of the Company, undisputed statutory dues including Income Tax, Sales Tax, Service Tax, Excise Duty, Value Added Tax, Goods & Service Tax and other material statutory dues, have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as on March 31, 2022 for a period of more than six months from the date of becoming payable.
- b) According to the information & explanation given to us, there is no outstanding dues of Income Tax, Sales Tax, Service Tax, Excise Duty, Value Added Tax, Goods & Service Tax which have not been deposited by the company on account of dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or

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government or government authority.

- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not availed any term loan during the year.
 - (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
 - (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2022.
 - (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x)
- (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable
- (xi)
- (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
 - (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent



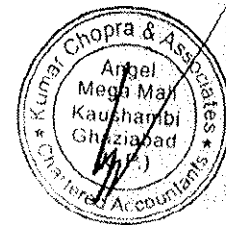
of our audit procedures.

- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.

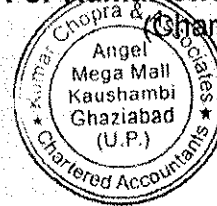
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.



- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Kumar Chopra & Associates
(Chartered Accountants)



F.R.N. – 000131N

Rajeev Jain
CA. Rajeev Jain
Partner

M. No. 084478

UDIN: 22084478AJXKCR5902

Place: Delhi

Date: 30.05.2022

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Independent Auditor's report on the Internal Financial Controls under clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013("the Act")

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Sophia Exports Limited of even date)

We have audited the internal financial controls over financial reporting of **SOPHIA EXPORTS LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the

H.O. - B-12, GF, Kalindi Colony, New Delhi - 110065; Ph No. +9111-26913033
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B.O. - Jagjot Singh Street, Patti Barru, Baraut, Uttar Pradesh - 250611; Ph No. +911234-20076



adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

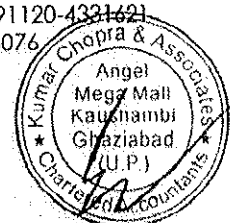
Opinion

In our opinion, to the best of our information and according to the explanations

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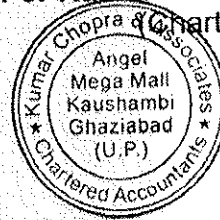
B.O. - Jagjit Singh Street, Patti Barru, Baraut, Uttar Pradesh - 250611; Ph No. +911234-263076



KUMAR CHOPRA & ASSOCIATES
CHARTERED ACCOUNTANTS

given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at March 31, 2022, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit on Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Kumar Chopra & Associates
(Chartered Accountants)
F.R.N. – 000131N



[Signature]
CA. Rajeev Jain
Partner

M. No. 084478

UDIN: 22084478AJXKCR5902

Place: Delhi
Date: 30.05.2022

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STANDALONE BALANCE SHEET AS AT 31ST MARCH,2022

(Figures in 000')

	Particulars	Note No.	Figures as at 31.03.2022	Figures as at 31.03.2021
	ASSETS			
(1)	Non-current assets			
	(a) Property, plant and equipment	2a	11.83	217.03
	(b) Investment properties	2b	9,819.85	12,441.29
	(c) Financial assets			
	(i) Investments	3	31,839.35	24,387.77
	(ii) Others	4	6.00	6.00
	(d) Deferred tax assets	5	-	-
	Total non-current assets		41,677.02	37,052.08
(2)	Current assets			
	(a) Inventories		-	-
	(b) Financial assets			
	(i) Trade receivables	6	11,291.76	11,537.01
	(ii) Cash and cash equivalents	7	239.62	401.51
	(iii) Loans	8	110.94	132.58
	(c) Current tax asset(net)		-	-
	(d) Other current assets	9	95,349.14	90,450.38
	Total current assets		1,06,991.46	1,02,521.47
	Total assets		1,48,668.49	1,39,573.55
(1)	EQUITY AND LIABILITIES			
	Equity			
	Equity Share capital	10	38,535.00	38,535.00
	Other equity			
	(a) Retained earnings	11	84,839.78	73,812.46
	(b) Security premium	11	18,535.00	18,535.00
	Total Equity		1,41,909.78	1,30,882.46
(2)	LIABILITIES			
	Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	12	4,691.74	161.50
	(ii) Trade payables	13	-	7,099.23
	(b) Other current liabilities	14	346.43	377.30
	(c) Provisions	15	1,294.00	992.60
	(d) Current tax liabilities (net)	16	-	22.67
	(e) Deferred tax liabilities	5	426.54	37.79
	Total current liabilities		6,758.71	8,691.09
	Total equity and liabilities		1,48,668.49	1,39,573.55
	Significant accounting policies	1		
	The accompanying notes are an integral part of the standalone financial statements.	2 to 40		

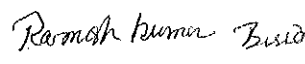
As per our separate report of even date attached.

For Kumar Chopra & Associates


For and on behalf of the Board


Chartered Accountants
Angel
Mega Mall
Kaushambi
Ghaziabad
(U.P.)
Rajeev Jain
Partner
M.No.084478


(Lalit Agrawal)
Director
DIN :00109920


(Ramesh Kumar Bissa)
Director
DIN :00586715


(Romil Agrawal)
CEO
DIN:00586202


(Rachita Goyal)
CFO
PAN : AMTPG2056P


(Priyanka Kumari)
Company Secretary
PAN : CGXPK9616D

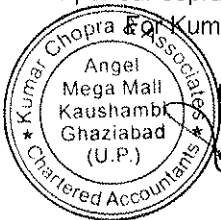
Place : Delhi
Date : 30.05.2022

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Figures in 000' except per equity share data)

	Particulars	Note No.	Amount	Amount
			for the year ended 31.03.2022	for the year ended 31.03.2021
I	Revenue from operations	17	5,020.03	28,328.25
II	Other income	18	15,873.22	6,125.45
III	Total Income (I+II)		20,893.25	34,453.70
IV	Expenses			
	Purchase of stock-in-trade	19	4,921.60	27,043.06
	Changes in inventories of Stock -in Trade		-	-
	Employee benefit expense	20	2,269.73	2,139.68
	Finance cost	21	260.19	94.20
	Depreciation and amortisation expense	2	1.48	1.67
	Other expense	22	1,345.74	1,414.71
	Total expenses (IV)		8,798.73	30,693.33
V	Profit/ (loss) before exceptional items and tax(I-IV)		12,094.52	3,760.37
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		12,094.52	3,760.37
VIII	Tax expense			
	(1) Current tax		1,390.54	647.53
	(2) Deferred tax		388.75	319.48
IX	Profit/ (loss) for the year (VII-VIII)		10,315.23	2,793.37
X	Other comprehensive income	23		
	A (i) Items that will not be reclassified to profit or loss		951.58	739.49
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss		239.49	186.11
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income Tax relating to Items that will be reclassified to profit or loss		-	-
XI	Total Comprehensive Income for the period(IX+X) (Comprising Profit /(Loss) and Other Comprehensive Income for the year)		712.09	553.37
			11,027.31	3,346.74
XII	Earnings per equity share			
	a) Basic		2.86	0.87
	b) Diluted		2.86	0.87
	Significant accounting policies	1		
	The accompanying notes are an integral part of the standalone financial statements.	2 to 40		

As per our separate report of even date attached.



For Kumar Chopra & Associates
Chartered Accountants
FRN : 000131N
(Rajeev Jain)
Partner
M.No.084478

For and on behalf of the Board

(Lalit Agrawal) Director
DIN : 00109920

Ramesh Kumar Bissa
Director
DIN : 00586715

(Romil Agrawal) CEO
DIN:00586202

(Rachita Goyal) CFO
PAN : AMTPG2056P

(Priyanka Kumari) Company Secretary
PAN : CGXPKE9616D

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH,2022

(Figures in 000')

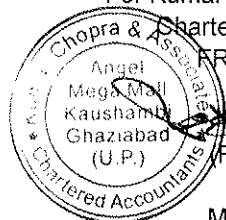
Particulars	Amount for the year ended 31.03.2022	Amount for the year ended 31.03.2021
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax for the year	13,046.10	4,499.86
Adjustments for :		
Depreciation	1.48	1.67
Unrealised gain on foreign currency exchange	(42.60)	(111.12)
Unrealised (gain)/loss on mutual fund revaluation	(951.58)	(739.49)
Realised gain on sale of Mutual Fund	-	(331.73)
Realised gain on sale of Investment in property	(9,978.56)	-
Profit on sale of Depreciable Assets	(96.28)	-
Interest received	(5,263.78)	(5,474.44)
Rent Received	(492.00)	(208.17)
Operating Profit before Working Capital Change :	(3,777.22)	(2,363.41)
Adjustment for Increase/decrease in operating Assets (Increase)/Decrease in Current Assets, Loans & Advances, Deferred tax assets	(4,631.88)	11,130.30
Adjustment for Increase/decrease in operating Liabilities (Decrease)/Increase in Current Liabilities & Provisions	(6,420.02)	(19,446.23)
Cash generated from Operations	(14,829.12)	(10,679.34)
Less: Adjustment for : -		
Provision for Taxation & other Deferred tax	(2,018.78)	(1,153.12)
Net cash from Operating Activities	(16,847.91)	(11,832.46)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Investment in mutual funds/Shares	(6,500.00)	(23.24)
Investment in Property	12,600.00	-
Fixed Assets	300.00	-
Interest received	5,263.78	5,474.44
Rent Received	492.00	208.17
Net cash from Investing Activities	12,155.78	5,659.36
C. Cash Flow From Financing Activities		
Overdraft From Bank	4,530.24	161.50
Net Cash used in Financing Activities	4,530.24	161.50
Net Increase in cash & Cash equivalents (A+B+C)	(161.89)	(6,011.60)
Cash & Cash equivalents as at (Opening Balance)	401.51	6,413.11
Cash & Cash equivalents as at (Closing Balance)	239.62	401.51

The above cash flow statement has been prepared under indirect method as set out Ind As 7

As per our seprate report of even date attached.

For Kumar Chopra & Associates

For and on behalf of the Board



Chartered Accountants
FRN : 000131N

(Rajeev Jain)
Partner
M.No.084478

(Lalit Agrawal)
Director
DIN :00109920

(Rachita Goyal)
CFO
PAN : AMTPG2056P

(Ramesh Kumar Bissa)
Director
DIN :00586715

(Romil Agrawal)
CEO
DIN:00586202

(Priyanka Kumari)
Company Secretary
PAN : CGXPK9616D

Place : Delhi
Date : 30.05.2022

SOPHIA EXPORTS LIMITED

CIN : L52110DL1985PLC020059

STATEMENTS OF CHANGES IN EQUITY

A. Equity share capital

(1) Current reporting period

(Figures in 000)

Balance as the beginning of the current reporting period	Changes in Equity Share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share capital during the current year	Balance at the end of the current reporting period
38,535.00	-	-	-	38,535.00

(2) Previous reporting period

Balance as the beginning of the current reporting period	Changes in Equity Share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share capital during the current year	Balance at the end of the current reporting period
38,535.00	-	-	-	38,535.00

B. Other Equity

(1) Current reporting period

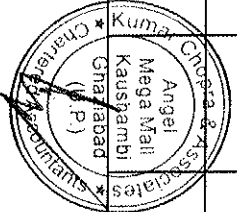
Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserve and Surplus			Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Effective portion of cash Flow Hedges	Revaluation of Surplus	Exchange difference on translation of the financial statement of a foreign operation	Other Items of Other Comprehensive Income (Specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)								



Balance as the beginning of the current reporting period	-	-	18,535.00	-	73,812.46	-	-	-	-	-	-	-	-	-	-	-	-	92,347.46
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	712.09	-	-	-	-	-	-	-	-	-	-	-	-	712.09
Comprehensive Income for the current year	-	-	-	-	10,315.23	-	-	-	-	-	-	-	-	-	-	-	-	10,315.23
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other changes (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	18,535.00	-	84,839.78	-	-	-	-	-	-	-	-	-	-	-	-	1,03,374.78

(2) Previous reporting period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserve and Surplus				Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Effective portion of cash Flow Hedges	Revaluation of Surplus	Exchange differences on translating the financial statement of a foreign operation	Other items of Other Comprehensive Income (Specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained earnings								
Balance as the beginning of the current reporting	-	-	18,535.00	-	-	70,465.73	-	-	-	-	-	-	-	89,000.73



Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	553.37	-	-	-	-	-	-	-	-	-	-	-	-	-	-	553.37
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	2,793.37	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,793.37
Any other changes (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	-	18,535.00	-	73,812.46	-	-	-	-	-	-	-	-	-	-	-	-	-	92,347.46

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

As per our separate report of even date attached.

For Kumar Chopra & Associates

Chartered Accountants

FRN : 000131N

(Signature)
 (Rajeev Jain)
 Partner
 M.No.084478



For and on behalf of the Board

(Signature)
 (Lalit Agrawal)
 Director
 DIN : 00109920

(Signature)
 (Ramesh Kumar Bissa)
 Director
 DIN : 00586715

(Signature)
 (Romil Agrawal)
 CEO
 DIN : 00586202

Place: Delhi
 Date: 30.05.2022

(Signature)
 (Rachita Goyal)
 CFO
 PAN : AMTFGG2056P

(Signature)
 (Priyanka Kumari)
 Company Secretary
 PAN : CGXPK9616D

STATEMENTS OF CHANGES IN EQUITY

A. Equity share capital	
Particulars	Amount
As at April 1, 2020	38,535.00
Changes in equity share capital	-
As at March 31, 2021	38,535.00
Changes in equity share capital	-
As at March 31, 2022	38,535.00

B. Other Equity

Particulars	Reserves and surplus		Total other
	Security	Retained	
Balance as at April 1, 2020	18,535.00	70,465.73	89,000.73
Profit /(Loss) for the period	-	2,793.37	2,793.37
Other comprehensive income/(Loss)	-	553.37	553.37
Balance as at March 31, 2021	18,535.00	73,812.46	92,347.46
Balance as at April 1, 2021	18,535.00	73,812.46	92,347.46
Profit /(Loss) for the period	-	10,315.23	10,315.23
Other comprehensive income/(Loss)	-	712.09	712.09
Balance as at March 31, 2022	18,535.00	84,839.78	1,03,374.78

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

As per our separate report of even date attached.

For Kumar Chopra & Associate

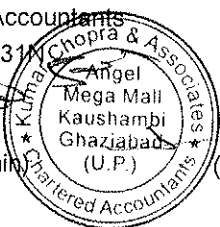
For and on behalf of the Board

Chartered Accountants

FRN : 000131

(Rajeev Jain)

Partner
M.No.084478



(Lalit Agrawal)
Director
DIN :00109920

(Rachita Goyal)
CFO
PAN : AMTPG2056P

(Ramesh Kumar Bissa)
Director
DIN :00586715

(Romil Agrawal)
CEO
DIN:00586202

(Priyanka Kumari)
Company Secretary
PAN : CGXPK9616D

Place: Delhi

Date: 30.05.2022

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Corporate Information

Sophia Exports Limited ("the Company") is a listed entity incorporated in India. The registered office of the Company is located at 4973/201, Pathak Badel Bage, Hauz Qazi, Delhi-110006, India having CIN: L52110DL1985PLC020059.

1.2 Basis of Preparation

a) Statement of Compliance

These financial statements are separate financial statements and have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016.

b) Basis of Measurement

The financial statements have been prepared under the historical cost convention and on an accrual basis except for the following which have been valued at Fair value as required under Ind-AS instead of historical cost.

i. Certain Financial assets and liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an assets or liability, the company takes into account the characteristics of the assets or liability if market participants would take those characteristics into account when pricing the assets or liability at the Measurement date.

c) Use of Estimates and Judgment

The preparation of financial statements in conformity with Ind- AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of income and expenses.

Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognized in the period in which the results are known /materialize.

All financial information presented in Indian rupees and all values are rounded to the nearest rupees.

1.3 Cash Flow Statement

Cash flow statement is reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.



1.4 Investments

Financial Investments are measured at fair value, with value changes recognized in Statement of Other Comprehensive Income.

1.5 Inventories

Items of inventories are valued at lower of specific cost or net estimated realizable value is valued on FIFO Basis

1.6 Property, Plant and Equipment and Depreciation / Amortization

a) Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

Cost of asset includes the following:

- i) Cost directly attributable to the acquisition of the assets
- ii) Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is directly related to construction or is incidental thereto.
- iii) Upon sale of assets cost and accumulated depreciation are eliminated from the financial statements and the resultant gains or losses are recognized in the statement of profit and loss.
- iv) Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress.

Depreciation

Depreciation on Property, plant and Equipment is provided on Written Down Value (WDV) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013.

1.7 Investment Property

Property that is held for long term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property, Investment Property is measured at its cost, including related transaction costs.

1.8 Impairment of non-financial assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value and impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. At each reporting date company assesses the estimate amount of impairment loss. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount and such losses either no longer exists or has decreased. Reversal of impaired loss is recognized in the Statement of Profit & Loss.



1.9 Revenue Recognition

Sales and Purchases are recorded at invoice value net off Goods & Service Tax, if any and claim on account price variation / escalations are adjusted to sales/purchases as and when admitted. Other Income is accounted for an accrual basis except otherwise specifically stated. Other income also includes unrealized gain/loss on sale of financial assets held for sale.

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) -'Revenue from contracts with customers'.

There is no effect on adoption of Ind-AS 115. Revenue is recognized on satisfaction of performance obligation which is treated as satisfied upon transfer of control of promised products or services to customers on output method in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

On each reporting date expected credit loss on receivables is measured and accounted for as per Ind-AS 109.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue from sale of products and services are recognized at a time on which the performance obligation is satisfied.

Other operating revenue — Service Charges

Company renders services only incidental to its primary activity that is trading of goods and sale of. Service charges are accounted for on satisfaction of performance obligation which is treated as satisfied on completion of rendering of services under the contract.

Dividend income is recognized on accrual basis.

Revenue with regard to Rent is recognized on accrual basis except uncertainty in its ultimate realization, and same is credited to Unrealized Rent

Claims: All sorts of claims by or against the company are recognized as and when acknowledged / accepted / settled / received.

1.10 Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Termination benefits

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.



1.11 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use,

All other borrowing costs are charged to Statement of Profit and Loss account in the year in which they are incurred.

1.12 Functional and Presentation Currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates. (Functional Currency) The financial statements are presented in Indian rupees, which is the presentation currency of company.

Foreign Currency Transactions

- a. All foreign currency transactions are translated into functional Currency at the rate prevalent on the date of transaction.
- b. Non-monetary items are translated at the rate on the date of initial transaction.
- c. Monetary items denominated in foreign currency are translated at the prevailing closing spot rate at each reporting date.
- d. Foreign exchange gain or losses in respect of monetary and non-monetary items is recognized in statement of profit and loss.

1.13 Tax expenses represent the sum of current tax and deferred tax

a. Current Income Tax

- i) Taxes including current income-tax are computed using the applicable tax rates and tax laws.
- ii) Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities Liability for additional taxes, if any, is provided / paid as and when assessments are completed,

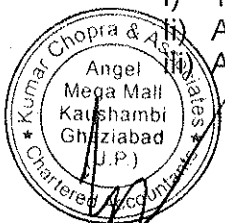
b. Deferred tax

- i) Deferred income tax is recognized using balance sheet approach.
- ii) Deferred income tax assets and liabilities are recognized for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.
- iii) Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- iv) The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

1.14 Provisions

Provision is recognized when:

- i) The Company has a present obligation as a result of a past event, and
- ii) A probable outflow of resources is expected to settle the obligation and
- iii) A reliable estimate of the amount of the obligation can be made.



iv) Provisions are reviewed at each Balance Sheet date.

1.15 Contingent Liabilities and contingent Assets

- a) Contingent Liabilities are disclosed in either of the following cases:
- i) A present obligation arising from a past event, when it is not probable that an outflow at resources will be required to settle the obligation; or
 - ii) A reliable estimate of the present obligation cannot be made; or
 - iii) A possible obligation, unless the probability of outflow of resource is remote.
- b) Contingent assets is disclosed where an inflow of economic benefits is probable.
- c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Reporting date.
- d) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

1.16 Earnings Per Share

In determining earnings per share, the Company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The dilutive earning per share is not computed as there is no dilution involved during the year.

1.17 Fair Value Measurement

Company measures financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

1.18 Dividend to equity holders

Dividend paid/payable shall be recognized in the year in which the related dividends are approved by shareholders or board of directors as appropriate.

1.19 Financial instruments:-

a) Initial recognition and measurement

Financial Instruments are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial instruments,



b) Subsequent measurement

A. FINANCIAL ASSETS

i) Financial Assets At Amortized Cost

A financial asset shall be measured at amortized cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Fair value through Other Comprehensive Income.

A financial asset is classified as at the FVTOCI if it is held within a business model whose objective is achieved both by collecting contractual cash flows and ,selling the financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding_

The company in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments, except quoted equity instruments not trading .

iii) Fair value through Profit and loss account

Financial assets included with the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss account.

B. FINANCIAL LIABILITIES

i) Financial liabilities at Amortized Cost

Financial liabilities at amortized cost are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

ii) Financial liabilities at FVTPL

The company has not designated any financial liabilities at FVTPL

C. Derecognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the income statement.



d) Impairment of financial assets:

The company assesses on forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

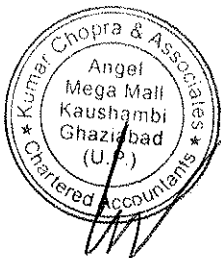
For trade receivables only, the companies applied a simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of receivables.

1.20 Non-current Assets (or disposal groups) held for Sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the statement of financial position.

If the criteria stated by IND AS 5 "Non-current Assets Held for Sale and Discontinued Operations" are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of

- (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognized had that asset not been classified as held for sale, and
- (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.



SOPHIA EXPORTS LIMITED

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2022

(Figures in 000')

Note No.-2a			
Property, Plant and Equipment	Buildings (office at Hauz Qazi, Delhi)	Motor vehicle (Car)	Total
Deemed cost as on 1st April 2021 (written down value as on March 31, 20	24.01	828.95	852.96
Additions/(disposals) during the year	-	(828.95)	(828.95)
Acquisition through business combinations	-	-	-
Revaluation/(impairment loss)	-	-	-
Closing gross carrying amount (A)	24.01	-	24.01
Accumulated depreciation			
Depreciation during the year	10.70	625.23	635.94
Disposals during the year	-	(625.23)	(625.23)
Closing accumulated depreciation (B)	10.70	-	10.70
Net carrying amount as on March 31, 2021 (A-B)	13.31	-	13.31
Opening carrying amount as on April 1, 2021	24.01	828.95	852.96
Additions/(disposals) during the year	-	(828.95)	(828.95)
Acquisition through business combinations	-	-	-
Revaluation/(impairment loss)	-	-	-
Closing gross carrying amount (A)	24.01	-	24.01
Accumulated depreciation			
Opening accumulated depreciation as on March 31, 2021	10.70	625.23	635.94
Depreciation during the year	1.48	-	1.48
Disposals during the year	-	(625.23)	(625.23)
Closing accumulated depreciation (B)	12.18	-	12.18
Net carrying amount as on March 31, 2022 (A-B)	11.83	-	11.83

Note No.- 2b

Investment in properties

Investment in properties (No depreciation applicable)*

As at March 31, 2022 As at March 31, 2021

9,819.85 12,441.29

9,819.85 12,441.29

Note No.- 3

Financial assets - Investment in Equity

Non- Current Investments

Investment in Equity

(Quoted)

Shares of Marda Commercial & Holding Limited

As at March 31, 2022

Nos. AMOUNT(RS.)

500.00 6,500.00

As at March 31, 2021

Nos. AMOUNT(RS.)

- -

500.00 6,500.00

- -

Financial assets - Investment in mutual funds

Current Investments

Investment in mutual funds

As at March 31, 2022

Nos. AMOUNT(RS.)

683.53 14,787.55

234.70 5,069.31

200.08 5,457.86

1.80 24.62

As at March 31, 2021

Nos. AMOUNT(RS.)

683.53 14,236.77

234.70 4,885.23

200.08 5,241.81

1.80 23.95

1,120.11 25,339.35 1,120.11 24,387.77

1,620.11 31,839.35 1,120.11 24,387.77

Aggregate market value (Quoted)

Total Investment



Note no.- 4**Other financial assets**

Security deposit

TOTAL

As at March 31, 2022 As at March 31, 2021

6.00 6.00

6.00 6.00**Note no.- 5****Deferred Tax Assets/(Liabilities)**

Opening Balances

Add: Charge/(Credit) to statement of Profit & loss

Add: Charge/(Credit) to other comprehensive Income

As at March 31, 2022 As at March 31, 2021

(37.79) 281.69

(155.41) (36.63)

(233.34) (282.85)

(426.54) (37.79)**Note no.- 6****A.Trade receivables****Unsecured, considered good**

Trade receivables

Outstanding for less than six months

Trade receivables from related parties:

Outstanding for less than six months

Outstanding for Exceeding six months

TOTAL

As at March 31, 2022 As at March 31, 2021

- 3,776.00

5,020.03 7,761.01

6,271.73 -

11,291.76 11,537.01**B.Trade receivables outstanding ageing schedule:****(i) Undisputed Trade receivables:**

Outstanding for following period from due date of payment

Less than 6 months

6 months -1 Year

1-2 years

2-3 years

More than 3 years

(ii) Disputed Trade receivables:

Outstanding for following period from due date of payment

Less than 6 months

6 months -1 Year

1-2 years

2-3 years

More than 3 years

Total

As at March 31, 2022 As at March 31, 2021

5,020.03 11,537.01

- -

6,271.73 -

- -

- -

- -

11,291.76 11,537.01**Note no.- 7****Cash and cash equivalents**

Cash on hand

Balances with bank

(a) In current account

(b) In fixed deposit for less than 3 months

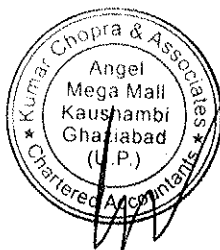
TOTAL

As at March 31, 2022 As at March 31, 2021

168.39 173.67

71.24 227.85

- -

239.62 401.51

Note no.- 8**Financial assets - Loans****Unsecured, considered good**

- a. Loan to related parties
b. Advance to other parties

As at March 31, 2022 As at March 31, 2021

TOTAL

	-	-
	110.94	132.58
TOTAL	110.94	132.58

Note no.- 9**Other Current assets**

- Prepayments (Prepaid Expenses)
Income tax refundable
Income Tax (Appeal A/Y 2011-12)
Fixed Deposit (Maturing more than 6/12 months)
Rent Receivables

TOTAL

As at March 31, 2022 As at March 31, 2021

	-	3.37
	543.83	111.49
	247.51	247.51
	94,475.80	90,088.00
	82.00	-
TOTAL	95,349.14	90,450.38

Note no.- 10**Equity Share Capital :**

- (a) **Authorised**
39,00,000 Equity shares of Rs. 10/-each
(b) **Issued,subscribed and paidup**
38,53,500 Equity shares of Rs.10/-each

TOTAL

As at March 31, 2022 As at March 31, 2021

	39,000.00	39,000.00
	38,535.00	38,535.00
TOTAL	38,535.00	38,535.00

- (c) **The Rights/ Term attached to equity shares:**

The Company has only one class of equity shares having a face value of Rs.10 /- each. Each holder of equity share is entitled to one vote per share held and entitled to dividend in proportion of their share holding. In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts in proportion of their share holding.

- (d) **Detail of shareholders holding more than 5% shares in the company.**

(Figures in 000')

Name of Shareholders	As on 31st March,2022		As on 31st March,2021	
	% of	Nos.of shares	% of holding	Nos.of shares
Mr. Romil Agrawal	9.60	370.00	9.60	370.00

- (e) **Detail of shareholding of promoters in the company:**

(Figures in 000')

Shares held by	As at 31st March,2022			As at 31st March ,2021		
	No of Shares	% of total Shares	% Change during the	No of Shares	% of total Shares	% Change during the year
Mr.Suyash Agarwal	161.2	4.2	-	161.20	4.18	-
Mr. Lalit Agarwal	220	5.7	-	220.00	5.71	-
Mr. Romil Agarwal	370	9.6	-	370.00	9.60	-

Note No. - 11**Reserves and Surplus :**

As at March 31, 2022 As at March 31, 2021

- a) **Securities premium**

TOTAL(a)

	18,535.00	18,535.00
TOTAL(a)	18,535.00	18,535.00

- b) **Retained earnings**

Opening balance
Add: Surplus during the year

Closing balance

TOTAL(b)

TOTAL(a+b)

	73,812.46	70,465.72
	11,027.31	3,346.74
TOTAL(b)	84,839.78	73,812.46
TOTAL(a+b)	1,03,374.78	92,347.46



Note No. - 15

Provisions

Provision for employee benefits

TOTAL

As at March 31, 2022	As at March 31, 2021
1,294.00	992.60
1,294.00	992.60

Note No. - 16

Current tax liabilities

Provision for taxation

Less: Advance tax and TDS

TOTAL

As at March 31, 2022	As at March 31, 2021
1,630.03	833.64
1,630.03	810.97
-	22.67



SOPHIA EXPORTS LIMITED

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH,2022

(Figures in 000')

Note. No.- 17

Revenue from operations

	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale	5,020.03	28,328.25
TOTAL	5,020.03	28,328.25

Note no. -18

Other Income

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest earned	5,263.78	5,474.44
Rental Income	492.00	208.17
Gain on sale of mutual funds	-	331.73
Gain on sale of Investment in property	9,978.56	-
Profit on sale of Depreciable Assets	96.28	-
Net foreign exchange gain	42.60	111.12
TOTAL	15,873.22	6,125.45

Note no.- 19

Purchases of stock-in-trade

	For the year ended March 31, 2022	For the year ended March 31, 2021
Purchases	4,921.60	27,043.06
TOTAL	4,921.60	27,043.06

Note no.- 20

Employee benefit expenses

	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries & benefits	2,251.48	2,122.22
Staff Welfare Expenses	18.25	17.46
TOTAL	2,269.73	2,139.68

Note no.- 21

Finance Cost

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest & Finance charges on financial Liabilities :		
a. Interest on Bank Borrowings	260.19	94.20
TOTAL	260.19	94.20

Note no.- 22

Other expenses

	For the year ended March 31, 2022	For the year ended March 31, 2021
Bank Charges	30.41	58.54
Annual Listing Fee	64.90	64.90
Conveyance Expenses	30.16	26.06
Power & Fuel Expenses	32.45	49.05



Postage & Telegrams	7.99	7.44
Printing & Stationary	31.42	27.50
Professional Charges	174.67	134.47
Registrar Fee	10.62	12.98
Legal Charges	24.26	37.25
Telephone Expenses	28.31	27.31
Vehicle Running & Maintenance	140.44	194.28
Fees & Subscription	32.41	62.02
Misc. Expenses	42.55	39.42
Repair & Maintenance	14.86	18.35
Web Site Designing Expenses	-	3.54
Interest on TDS/Tax	0.89	21.43
Commission	10.00	120.00
Freight Outwards	-	76.50
Late Fee	-	302.71
Consultancy Charges	386.00	-
Donation	51.00	-
Sitting Fee	101.44	-
<u>Payment to Auditors:</u>		
As Audit Fee	106.20	106.20
As Taxation Matter	-	-
As Other Services	24.78	24.78
TOTAL	1,345.74	1,414.71

Note no.- 23

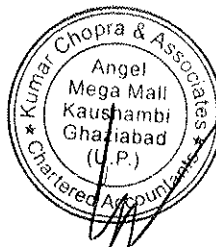
Other Comprehensive Income

For the year ended March 31, 2022 **For the year ended March 31, 2021**

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

Remeasurement of Fair value Investment

Net unrealised gain on revaluation of securities	951.58	739.49
Breakup of Tax		
i) Current Year Income Tax	239.49	186.11
	712.09	553.37



SOPHIA EXPORTS LIMITED

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH,2022

Note 24. Earnings per Share

(Figures in 000')

Particulars	31st March,2022	31st March,2021
Earnings		
Profit attributable to equity holders of the company	11,027	3,347
Shares		
Number of shares at the beginning of the year	3853.5	3853.5
Add: Equity Shares Issued	-	-
Less: Buy back of Equity Share	-	-
Total Number of equity shares at the end of the year	3853.5	3853.5
Weighted average number of Equity Shares	3853.5	3853.5
Earning Per Share of par value of Rs. 10/- - Basic	2.86	0.87
Earning Per Share of par value of Rs. 10/- - Diluted	2.86	0.87

Note 25. Investment Properties

(i) Amount recognized in profit or loss for investment in properties

Rental Income	492	208
Profit from Investment in properties	492	208

(ii) Immoveable Property held for rental income and capital appreciation classified as investment in property as per Ind AS 40

Note 26. Loans and Advances etc.

In the opinion of the management, the value of Current Assets, Loans and Advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the Balance Sheet, except unless stated otherwise. The Provision for all known Liability is adequate and not in excess of the amount considered reasonably necessary.

Note 27. No amounts are due for deposits at the Balance Sheet date to the Investor education and Protection Fund

Note 28. There are no delays in payment to Micro and Small Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The information has been determined to the extent such parties have been identified on the basis of information available with the company.

Note 29. Additional Information:

a) Value of Imports calculated on CIF Basis

Particulars	31st March,2022	31st March,2021
Materials	4,922	13,259

b) Expenditure in Foreign Currency during the Year

Particulars	31st March,2022	31st March,2021
Expenses	-	-

c) Earning in Foreign Exchange

Particulars	31st March,2022	31st March,2021
Export of Goods	-	-

Note 30. Disclosure in respect of Indian Accounting Standard (Ind AS-24) 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule, 2014 (as amended):

1 Enterprises where control exist :-

- i) Advance Steel Tubes Limited
- ii) Tirupati Structurals Limited
- iii) Advance Enterprises Pvt Ltd
- iv) Marda Commercial & Holdings Limited,



- v) Advance Ispat (India) Limited
- vi) Tak Builtech Pvt Ltd
- vii) Phool Chand Infrastructure pvt. Ltd
- viii) TSB Tubesand Tank
- ix) Tirupati Tubes (Aunit of TSL)

2 Others related parties/group concern with whom the company had transactions :-

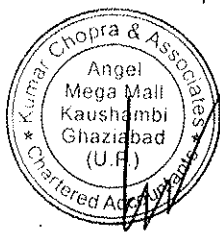
- (a) i) Tirupati Structurals Limited
ii) TSB Tubesand Tank

(b) **Key Management Personnel:**

- i) Mr. Romil Agarwal-CEO
- ii) Ms. Priyanka Kumari-Company Secretary

Note 31. Disclosure in respect of Indian Accounting Standard (Ind AS-24) 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule, 2014 (as amended):

S.No.	Nature of Transaction	Name of Related Parties	Relationship	(Figures in 000')	
				31st March,2022	31st March,2021
a) Transactions during the year					
1	Sales	Tirupati Structurals Limited	Group Concern	5,020	6,049
		TSB Tubesand Tank	Group Concern	-	7,475
				<u>5,020</u>	<u>13,524</u>
2	Purchases	Tirupati Structurals Limited	Group Concern	-	2,719
				<u>-</u>	<u>2,719</u>
3	Interest Received	Tirupati Structurals Limited	Group Concern	-	1,852
				<u>-</u>	<u>1,852</u>
4	Loan recovered	Tirupati Structurals Limited	Group Concern	-	72,941
				<u>-</u>	<u>72,941</u>
5	Remuneration (Key Managerial Personnel)	Mr. Romil Agarwal Ms. Priyanka Kumari	CEO Company Secretary	1,200 526	1,200 436
				<u>1,726</u>	<u>1,636</u>
a) Outstanding Balance at the year end					
1	Trade receivables	Tirupati Structurals Limited	Group Concern	11,036	6,052
		TSB Tubesand Tank	Group Concern	256	1,709
				<u>11,292</u>	<u>7,761</u>
2	Trade Payable	Tirupati Structurals Limited	Group Concern	-	2,719
				<u>-</u>	<u>2,719</u>
4	Remuneration (Key Managerial Personnel)	Mr. Romil Agarwal Ms. Priyanka Kumari	CEO Company Secretary	255 41	255 34
				<u>296</u>	<u>289</u>



Note 32: Capital Management

The company manages its capital to ensure the company will be to continue as a going concern while maximising the return to stakeholder through the optimization of the equity balance because the company is not carrying any debt.

Note 33: Fair value measurements**(I) Financial instruments by category**

Particulars	31st March 2022			31st March 2021		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Investment	-	31,839	-	-	24,388	-
Trade Receivables	-	-	11,292	-	-	11,537
Loans	-	-	111	-	-	133
Cash and Cash Equivalents	-	-	240	-	-	402
Others	-	-	6	-	-	6
Total Financial Assets	-	31,839	11,648	-	24,388	12,077
Financial Liabilities						
Trade Payables	-	-	-	-	-	2,719
Total Financial Liabilities	-	-	-	-	-	2,719

i) The carrying amount of trade receivables, trade payments, trade payable, cash and cash equivalents and other short term receivables and payables which are due to be settled within 12 months are considered to be the same as their fair values, due to their short term nature.

ii) The company has overdraft limit against pledge of FDR of the company from HDFC Bank limited.

iii) Non current security deposit have been continued at carrying value as measurement implications are immaterial.

iv) All investments are measured at fair value, with value changes recognized in statement of other comprehensive income, except one quoted equity instrument not trading.

(II) Fair Value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value and amortised cost

As at 31-03-2022

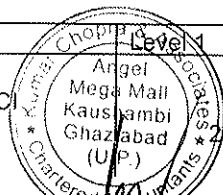
Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial Assets at Fair Value through OCI				
Investment	31,839	-	-	31,839
Financial Assets at Amortised Cost				
Trade receivables	-	-	11,292	11,292
Loans	-	-	111	111
Cash and Cash Equivalents	-	-	240	240
Others	-	-	6	6
Total Financial Assets	31,839	-	11,648	43,488

As at 31-03-2022

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Trade payables	-	-	-	-
Total Financial Liabilities	-	-	-	-

As at 31-03-2021

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial Assets at Fair Value through OCI				
Investment	24,388	-	-	24,388
Financial Assets at Amortised Cost				
	-	-	-	-



Trade receivables	-	-	11,537	11,537
Loans	-	-	133	133
Cash and Cash Equivalents	-	-	402	402
Others	-	-	6	6
Total Financial Assets	24,388	-	12,077	36,465

As at 31-03-2021

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Trade payables	-	-	2,719	2,719
Total Financial Liabilities	-	-	2,719	2,719

(III) Valuation technique used to determine fair value

- Investment in mutual funds have been valued as per NAV declared on the balance sheet date.
- The carrying amount of other financial assets and liabilities are considered to be the same as their fair values.
- Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantiality all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the company could have realized or paid in sale transactions as of respective dates. As such fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(IV) Financial Risk Management

The company's principal financial liabilities comprises of trade payables and others. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade receivables, loans, cash and cash equivalence that derive directly from its operations.

The company is expose to market risk, credit risk and liquidity risk. The company's financial risk activities are governed by appropriated policies and procedures and that financial risks are identified, measured and managed in accordance with the company's policies and risk objectives.

The board of directors reviews and agrees policies for managing each of these risks which are summarized below:

a) Market Risk

Market risk is the risk that the fair value of future cash flows or a financial instruments will fluctuate because of changes in market prices. Market risk comprises interest rate risk and foreign currency risk.

i) Interest Rate Risk

Interest Rate Risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate. Company is not exposed to significant interest rate risk as all the financial instruments which are subject to interest risk are due to be settled within 12 months and carry fixed rate of interest.

ii) Foreign Currency Risk

Foreign currency risk is a risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign currency rates, however there is no foreign exchange outstanding at the year end.

b) Credit Risk

Credit Risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assesses financial reliability of customers and other counter parties taking into account the financial condition, current economic trends and ageing of financial assets. Individual risk limits are set periodically reviewed on the basis of such information.

Financial assets are written off when there is no reasonable expectations of recovery such as a debtor failing to engage in a repayment plan with the company. Where loans or recoveries have been written off the company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made these are recognized as income in the statement of profit and loss.

The company has used a practical expedient by way of computing the expected credit loss for trade receivables based on provision matrix. The matrix also takes into account historical credit loss experience and adjusted to forward looking information.

c) Liquidity Risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they become due. The company manages its liquidity risk by ensuring as far as possible that it will always have sufficient liquidity to meet its liabilities when



due under both normal and stressed conditions without incurring unacceptable losses or risk to the company's reputation. The company's principal sources of liquidity are cash and cash equivalents, cash flow that is generated from operations. The company believes that the working capital is sufficient to meet its current requirements. Any short term surplus cash generated over and above the amount required for working capital management and operational requirements are given as interest bearing loans repayable on demand.

As at 31st March 2022, the company had working capital of Rs. 5,199.21 including cash and bank balances of Rs.239.62.

As at 31st March 2021, the company had working capital of Rs. 3,285.22 including cash and bank balances of Rs.401.51.

Note 34. Key Sources of estimation uncertainty

The followings are the key assumptions concerning the future and the key sources of estimations uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities with next financial year.

a) Fair valuation measurement and valuation process

Financial instruments (Investments other than Investment property) are measured initially at amortised cost on the basis of materiality.

b) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which losses can be utilized significant management judgement is required to determine the amount of deferred tax asset that can be recognized based upon the likely timing and level of future taxable profit.

Note 35. Segment reporting

There is no reportable segment due to quantitative thresholds as per Ind AS 108.

Note 36. Income Expense

Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below

Particulars	31st March,2022	31st March,2021
Enacted income tax rate in India applicable to the company	25.168%	25.168%
Profit before tax	12,095	3,760
Current tax expenses on profit before tax expenses at the enacted income tax rate in India	3,044	946
Tax effect of the amounts which are not deductible(taxable) in calculating taxable income		
Permanent disallowances	28	5
Deduction under Section 24 of the income tax act	(37)	(16)
Other items (Depreciation differences, Exempted Income & CG loss)	(1,420)	(102)
Total income tax expense (credit)	1,615	834

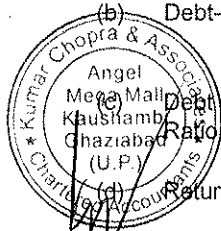
Note 37. Disclosure pursuant to section 186(4) of the Companies Act, 2013

Nature of the transaction (loans given) and purpose	31st March,2022	31st March,2021
Loan and advances: (Given for Business purpose)		
Triputi Structurals Limited	-	-
Total	-	-

Note 38. The previous years figures have been regrouped and reclassified, to the extent necessary, to conform to the current years figures.

Note 39. Financial Ratio

Ratio/Measure	Methodology	for the year ended		Variences in
		31st March,2022	31st March,2021	%age
(a) Current Ratio	Current assets over current liabilities	15.83	11.80	34.20%
(b) Debt-Equity Ratio	Debt over Total shareholder's equity	0.03	0.00	0.00%
(c) Debt Service Coverage	EBIT over curremnt debt	-	-	0.00%
(d) Return on Equity Ratio	PAT over total average equity	28.62%	8.68%	229.49%



(e)	Inventory Turnover Ratio		-	-	0.00%
(f)	Trade Receivables Turnover Ratio	Net sale over average trade receivable	0.44	1.40	-68.62%
(g)	Trade Payable Turnover Ratio	Net purchases over average trade payable	1.39	1.59	-12.94%
(h)	Net Capital Turnover Ratio	Net sales over average working capital	0.22	0.37	-41.36%
(i)	Net Profit Ratio	Net Profit over revenue	52.78%	9.71%	443.35%
(j)	Return on capital employed	EBIT over capital employed	8.71%	2.95%	195.61%
(k)	Return on investment	PAT over capital employed	7.25%	2.13%	239.66%

Explanation for variances exceeding 25%:

- 1 Current ratio improved due to reduction of trade payable.
- 2 Return of equity increased sharply due to capital gain on sale of investment.
- 3 Trade receivables turnover ratio declined due to delay in realisation of receivables.
- 4 Net capital (working capital) turnover ratio has been declined due to decrease in sales.
- 5 Net Profit Ratio has been improved due to capital gain on sale of investment.
- 6 Return on capital employed improved due to capital gain on sale of investment.
- 7 Return on investment improved due to capital gain on sale of investment.

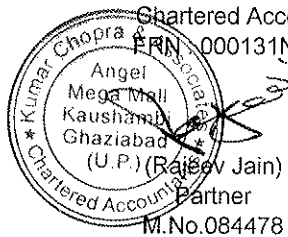
Note 40. Approval of Financial Statement

The financial statement were approved for issue by the board of director on 30th May,2022.

The accompanying notes to the standalone financial statement

For Kumar Chopra & Associates
Chartered Accountants

For and on behalf of the Board



(Lalit Agrawal)
Director
DIN :00109920

Ramesh Kumar Bissa
(Ramesh Kumar Bissa)
Director
DIN :00586715

Romil Agrawal
(Romil Agrawal)
CEO
DIN:00586202

Rachita
(Rachita Goyal)
CFO
PAN : AMTPG2056P

Priyanka Kumari
(Priyanka Kumari)
Company Secretary
PAN : CGXPK9616D

Place Delhi
Date : 30.05.2022

SOPHIA EXPORTS LIMITED

List of Borrowings from Banks (Secured) as on 31.03.2022

S.No. Particulars	(Figures in 000' Amount
1 HDFC Bank Limited	4,691.74
	<u>4,691.74</u>

List of Provision for Expenses as on 31.03.2022

S.No. Particulars	Amount
1 Kumar Chopra & Associates	145.34
2 Shikha Srivastava	45.00
	<u>190.34</u>

List of Provision for Employees Benefits as on 31.03.2022

S.No. Particulars	Amount
1 Salary Payable	1,294.00
	<u>1,294.00</u>

List of Security Deposit Received- Rent as on 31.03.2022

S.No. Particulars	Amount
1 Mr. Nishant Kumar Tiwari	40.00
2 Mr. Vinod Kumar Bhati	42.00
	<u>82.00</u>

List of Statutory Dues Payable as on 31.03.2022

S.No. Particulars	Amount
1 TDS Payable- Professional	59.09
2 TDS Payable- Salary	15.00
	<u>74.09</u>

SOPHIA EXPORTS LIMITED

List of Investment in Property as on 31.03.2022

S.No.	Particulars	Amount
1	Property No.A-227,Kaushambi(GZB)	6,665.56
2	Plot No.DB-177,Tronica City ,Ghaziabad	3,154.29
		9,819.85

List of Investment in Mutual Fund & Equity as on 31.03.2022

S.No.	Particulars	Amount
1	Aditya Birla Sun LifeArbitrage Fund	5,069.31
2	Nippon India Arbitrage Fund - Growth Plan	14,787.55
3	SBI Arbitrage Opportunities Fund - Regular Plan Growth	5,457.86
4	SBIMF- Unclaimed Dividend & Redemption Scheme -Growth	24.62
5	Shares -Marda Commercial & Holding Ltd	6,500.00
		31,839.35

List of Trade Receivables as on 31.03.2022

S.No.	Particulars	Outstanding for a period exceeding six month	Other	Total Amount
1	Tirupati Structural Ltd- Roorkee	-	5,020.03	5,020.03
2	Tirupati Structural Ltd- SHB	6,015.80	-	6,015.80
3	TSB Tubesand Tank	255.92	-	255.92
		6,271.73	5,020.03	11,291.76

List of Balance with Banks in Current Account as on 31.03.2022

S.No.	Particulars	Amount
1	HDFC Bank Ltd	71.24
		71.24

SOPHIA EXPORTS LIMITED

List of Other Advances as on 31.03.2022

S.No.	Name of Parties	
1	Tata Capital Limited (EMI)	78.98
2	Tata Capital Limited (TDS)	28.60
3	ABS Consultants Pvt Ltd	2.77
4	Ravindra Jain & Associates	0.60
		110.94

List of Security Deposit as on 31.03.2022

S.No.	Name of Parties	
1	Indraprastha Gas Limited (10B/142, Vasundhara)	6.00
		6.00

List of FDRs with Bank as on 31.03.2022

S.No.	Name of Parties	
1	FDR with HDFC Bank Ltd (A/c No.50300444115941)	19,000.00
	FDR with HDFC Bank Ltd (A/c No.50300444345249)	19,000.00
	FDR with HDFC Bank Ltd (A/c No.50300444618669)	19,000.00
	FDR with HDFC Bank Ltd (A/c No.50300444882517)	19,000.00
	FDR with HDFC Bank Ltd (A/c No.50300445370080)	6,000.00
	FDR with HDFC Bank Ltd (A/c No.50300447795395)	2,000.00
	FDR with HDFC Bank Ltd (A/c No.50300454265151)	3,000.00
	Accrued interest on FDR with HDFC	7,475.80
		94,475.80