

SOPHIA EXPORTS LIMITED

(CIN No : L52110DL1985PLC020059)

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

Dated: 04/01/2018

The Secretary,
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

Dear Sir/ Madam,

Sub: Compliance Report on Corporate Governance under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended December 31st, 2017.

This is for your information and record.

Your Faithfully

For Sophia Exports Limited

FOR SOPHIA EXPORTS LIMITED


Company Secretary

Priyanka Kumari

Company Secretary & Compliance Officer

QUARTERLY CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity - SOPHIA EXPORTS LIMITED

2. Quarter ending - 31/12/2017

I. Composition of Board of Directors

Title (Mr./M/s)	Name of the Director	DIN & PAN	Category/Chair person/Executive/Non-Executive/Independent/Nominee	Date of appointment of the current term/cessation	Tenure (only for Independent Directors)	No. of Directorship in listed entities including this listed entity	No. of membership in Audit/stakeholder committee(s) held in listed entities including this listed entity	No. of post of chairperson in Audit/stakeholder committee held in listed entities including this listed entity
Mr.	Lalit Agarwal	DIN: 00109920 PAN: AADPA8981B	Non-Executive	17/11/2005	NA	3	2	Nil
Mr.	Ramesh Kumar Bissa	DIN: 00586715 PAN: AGRPB1298A	Independent	20/08/2004	For 5 years w.e.f. 01/04/2015	1	1	1
Mr.	Romil Agarwal	DIN: 00586202 PAN: ADTPA2867P	Executive	14/08/2017	n.a.	1	nil	nil
Mrs.	Parveen Gupta	DIN: 00180678 PAN: AAHPG1027E	Independent	30/07/2015	For 5 years w.e.f. 30/07/2015	2	2	Nil

For SOPHIA EXPORTS LIMITED

 Company Secretary

II. Composition of Committees				
Name of the committee			Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee			1. Mr. R.K.Bissa, Chairperson	Independent
			2. Mrs. Parveen Gupta, Member	Independent
			3. Mr. Lalit Agarwal, Member	Non-Executive
2. Nomination & Remuneration Committee			1. Mr. R.K.Bissa, Chairperson	Independent
			2. Mrs. Parveen Gupta, Member	Independent
			3. Mr. Lalit Agarwal, Member	Non-Executive
III. Meeting of Board of Directors				
Dates of meeting (if any) in the previous Quarter		Dates of meeting (if any) in the relevant Quarter		Maximum gap between any two consecutive meetings (in days)
	14/08/2017		14/11/2017	91 Days
IV. Meeting of Committees*				
Dates of meeting of committee in the relevant Quarter	Whether requirement of quorum met	Dates of meeting in the Previous Quarter		Maximum gap between any two consecutive meetings (in days)

For SOPHIA CONSULTANTS LIMITED

Company Secretary

1. Audit Committee - 14/11/2017 2. Nomination & Remuneration Committee 14/11/2017	YES	1. Audit Committee - 14/08/2017 2. Nomination & Remuneration Committee - 14/08/2017	1. Audit Committee - 91 days (exclusive of meeting dates)
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* The information is given only for the 2 committees i.e Audit Committee/ Nomination & Remuneration Committee.

V. Related Party Transactions

Whether Prior Approval of Audit Committee obtained	Subject	Compliance Status (YES/NON/NA)
Whether Shareholder approval obtained for material RTP		Yes
		NA

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee - Not Applicable
 - d. Risk management committee (applicable to the top 100 listed entities) - Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

For SOPHIA EXPORTS LIMITED


Company Secretary

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

5. This report will be placed before the board at the ensuing Board Meeting.

For Sophia Exports Limited

FOR SOPHIA EXPORTS LIMITED


Company Secretary

Priyanka Kumari

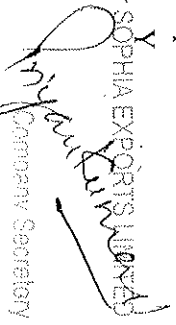
(Company Secretary & Compliance Officer)

1. Disclosure on website in terms of Listing Regulations

Item	Compliance Status (Yes/No/NA)
Details of Business	Y
Terms and Conditions of Appointment of Independent Directors	Y
Composition of Various Committees of Board of Directors	Y
New Name and the old name of the listed entity	N.A.
Details of establishment of Vigil Mechanism/Whistle Blower Policy	Y
Criteria of making payments to non-executive director	Y
Policy on dealing with related party transactions	Y
Policy for determining Material Subsidiaries	Y
Details of familiarization programmes imparted to Independent Directors	Y
Contact Information of the designated officials of the Listed Entity who are responsible for assisting and handling Investor grievances	Y
Email address for grievance redressal and other relevant details	Y
Financial Results	Y
Shareholding Pattern	Y
Details of Agreements entered into with the media companies and/or their associates	Y
New Name and the old name of the listed entity	N.A.

II. ANNUAL AFFIRMATIONS

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent Director(S) have been appointed in terms of specified criteria of independence' and/or 'eligibility'	16(1)(b) & 25(6)	Y
Board Composition	17(1)	Y
Meeting of Board of Directors	17(2)	Y
Review of Compliance Reports	17(3)	Y
plans for orderly succession for appointments	17(4)	Y

For SOPHIA EXPORTS LIMITED

 Company Secretary

Code of Conduct	17(5)	Y
fees/compensations	17(6)	Y
Minimum Informations	17(7)	Y
Compliance Certificate	17(8)	Y
Risk Assessment and Management	17(9)	Y
Performance Evaluation of Independent Directors	17(10)	Y
Composition of Audit Committee	18(1)	Y
Meeting fo Audit Committees	18(2)	Y
Composition of Nomination & Remuneration Committees	19(1)&(2)	Y
Composition of Stakeholder Relationship Committee	20(1) & (2)	Y
Composition of Risk Management Committee	21(1),(2),(3),(4)	Y
Vigil Mechanism	22	Y
Policy for Related Party Transactions	23(1), (5), (6), (7), (8)	Y
Policy for omnibus approval of Audit Committee for all related party transactions	23(2)&(3)	Y
Approval for material related party transaction	23(4)	Y
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other Corporate Governance Requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5), (6)	N.A.
Maximum Directorship & tenure	25(1) & (2)	Y
Meeting of Independent Directors	25 (3) & (4)	Y
Familiarisation of Independent Directors	25(7)	Y
Memberships in Committees	26(1)	Y
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior management personnels	26(3)	Y
Disclosure of shareholding by non- Executive Directors	26(4)	Y
Policy with respect to Obligations of Directors and senior management	26(2) & (5)	Y

Note: 1. In the column compliance status, compliance or non-compliance may be indicated by Yes/No/N.A. For Example, if the board has been composed in accordance with the requirements of Listing Regulations. "Yes" may be indicated. Similarly, in case the listed entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" Details of non- Compliance may be given here.

3. If the Listed Entity would like to provide any other information the same may be indicated here.

For SOPHA EXPORTS LIMITED

 Company Secretary

III. AFFIRMATIONS

The Listed Entity has approved material subsidiary policy and the Corporate Governance Requirements with respect to subsidiary of listed entity have been complied.

For Sophia Exports Limited


SOPHIA EXPORTS LIMITED

Priyanka Kumari
Secretary
(Company Secretary)