

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

Dated: 04/07/2017

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 June 30th, 2017.

This is for your information and record.

Your Faithfully

For Sophia Exports Limited

For SOPHIA EXPORTS LIMITED

Priyanka Kumar
Priyanka Kumar Company Secretary

Company Secretary & Compliance Officer

QUARTERLY CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity - SOPHIA EXPORTS LIMITED

2. Quarter ending - 30/06/2017

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	16/05/2016	NA	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



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)
14/02/2017		29/05/2017		103 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)



1. Audit Committee - 29/05/2017 2. Nomination & Remuneration Committee - 29/05/2017	YES	1. Audit Committee - 14/02/2017 2. Nomination & Remuneration Committee - 14/02/2017	1. Audit Committee - 103 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

Subject	Compliance Status (YES/NO/NA)
Whether Prior Approval of Audit Committee obtained	Yes
Whether Shareholder approval obtained for material RTP	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.



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)

