

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

Dated: 08/04/2018

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 13(3) 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 March 31<sup>st</sup>, 2018.

This is for your information and record.

Your Faithfully

**For Sophia Exports Limited**

*Priyanka Kumari*  
Company Secretary



Priyanka Kumari  
Company Secretary & Compliance Officer

**QUARTERLY CORPORATE GOVERNANCE REPORT**

**1. Name of the Listed Entity - SOPHIA EXPORTS LIMITED**

**2. Quarter ending - 31/03/2018**

**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	Non- Executive	14/08/2017 (Cessation)	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

For SOPHIA EXPORTS LIMITED  
*[Signature]*  
Company Secretary

Mrs. Shuchita Agarwal	DIN: 00727700 PAN: ADQPA1547B	Non- Executive	14/08/2017 (Appointment)	NA	1	1	1
<b>II. Composition of Committees</b>							
Name of the committee		Name of Committee Members			Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		
1. Audit Committee		1. Mr. R.K.Bissa, Chairperson 2. Mrs. Parveen Gupta, Member 3. Mr. Lalit Agarwal, Member			Independent Independent Non- Executive		
2. Nomination & Remuneration Committee		1. Mr. R.K.Bissa, Chairperson 2. Mrs. Parveen Gupta, Member 3. Mr. Lalit Agarwal, Member			Independent Independent Non- Executive		
<b>III. Meeting of Board of Directors</b>							
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)		
14/11/2017		13/02/2018			75 Days		
<b>IV. Meeting of Committees*</b>							
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 EXPORTS LIMITED  
  
 Company Secretary

1. Audit Committee - 143/02/2018 2. Nomination & Remuneration Committee 13/02/2018	1. Audit Committee - 14/11/2017 2. Nomination & Remuneration Committee - 14/11/2017	YES	1. Audit Committee - 75 days (exclusive of meeting dates)
* The information is given only for the 2 committees i.e Audit Committee/ Nomination & Remuneration Committee.			
<b>V. Related Party Transactions</b>			
Whether Prior Approval of Audit Committee obtained	Subject	Compliance Status (YES/NO/NA)	Yes
Whether Shareholder approval obtained for material RTP			NA
<b>VI. Affirmations</b>			
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)

## Sophia Exports Limited

### Corporate Governance Report for the year ended on 31st March, 2018

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	SOPHIA EXPORTS LIMITED
II Annual Affirmations	
Particulars	Regulation Number
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)
Board composition	17(1)
Meeting of Board of directors	17(2)
Review of Compliance Reports	17(3)
Plans for orderly succession for appointments	17(4)
Code of Conduct	17(5)
Fees/compensation	17(6)
Minimum Information	17(7)
	For SOPHIA EXPORTS LIMITED
	Yes

  
 Company Secretary

Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	
Approval for material related party transactions	23(4)	NO
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**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 SOPHIA EXPORTS LIMITED  
  
Company Secretary