

**QUARTERLY CORPORATE GOVERNANCE REPORT**

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

**2. Quarter ending - 30/09/2018**

**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  
  
 Company Secretary



Mrs. Shuchita Agarwal	DIN: 00727700 PAN: ADQPA1547B	Non-Executive	14/08/2017 (Appointment)	NA	1	1	1
-----------------------	----------------------------------	---------------	-----------------------------	----	---	---	---

### 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 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

### 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)
05-29-18	08-13-18	74 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 EXPORTS LIMITED

Company Secretary



1. Audit Committee - 13/08/2018 2. Nomination & Remuneration Committee 13/08/2018	YES	1. Audit Committee - 29/05/2018 2. Nomination & Remuneration Committee - 29/05/2018	1. Audit Committee - 105 days (exclusive of meeting dates)
---	-----	--	--

\* 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.

For SOPHIA EXPORTS LIMITED

*[Signature]*  
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)



Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

**I Affirmations**

Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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**

FOR SOPHIA EXPORTS LIMITED  
 Priyanka Kumari  
 Company Secretary

