

YASHWANT GUPTA & ASSOCIATES

Company Secretaries



Consolidated Scrutinizer's Report

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman

Sophia Exports Limited

CIN: L52110DL1985PLC020059

Reg. Off.: 4973/201, Pahtak Badal Bage,

Hauz Qazi, Delhi – 110006

Subject: Consolidated Scrutinizer's Report on Remote e-voting process and voting through ballot / poll papers for the Thirty Ninth (39th) Annual General Meeting (AGM) of the Equity Shareholders of Sophia Exports Limited (Company) held on Saturday, 23rd day of September, 2023, at 10:30 A.M. (IST) at 81, Functional Industrial Estate, Patparganj, Delhi-110092

Dear Sir,

I, Yashwant Kumar Gupta, Practicing Company Secretary and Proprietor of M/s. Yashwant Gupta & Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed at their Board Meeting held on August 26, 2023, for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through poll papers of the Company held on Saturday, 23rd day of September, 2023, at 10:30 A.M. (IST) at 81, Functional Industrial Estate, Patparganj, Delhi-110092, in compliance with the provisions of Section 96, 101, 108, 109 of the Companies Act, 2013 (Act) read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Rules) (as amended from time to time) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolutions forming part of the 39th AGM Notice dated August 26, 2023.

1. My responsibility as a Scrutinizer was to:

44-A/E- Block Extension, Shyam Vihar Phase-1 New Delhi-110043

E-Mail:csguptayash@gmail.com, Phone:9582088097

- ensure that the voting process was conducted in a fair and transparent manner and
- to submit a Consolidated Scrutinizer's report for remote e-voting and Voting at the AGM / voting through poll papers, for the resolutions set out in the 39th AGM Notice to the Chairman of the Company/Board or any person authorised by the Board.

2. I submit my report as under: -

- In compliance with the MCA Circulars and SEBI Circulars, the 39th AGM Notice along with Annual Report for the Financial Year (FY) 2022-23 was dispatched by the Company on August 28, 2023 through permitted modes to all those members, whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent/ Depositories.
- The Company has engaged National Securities Depository Limited (NSDL) as the service provider for extending the facility of electronic voting to the Shareholders of the Company.
- The AGM Notice was simultaneously (i) submitted to the stock exchange i.e. Metropolitan Stock Exchange of India Limited at www.msei.in (ii) posted on the website of the Company at www.sophiaexport.com, ABS Consultant Pvt. Ltd. (RTA) at www.absconsultant.in and NSDL at www.evoting.nsdl.com.
- The members of the Company as on the cut-off date i.e. September 18, 2023 were entitled to avail the facility of remote e-voting as well as voting through poll papers on the proposed resolutions as set out in the AGM Notice.
- The remote e-voting period commenced on September 20, 2023 at 9:00 A.M. and ended on September 22, 2023 at 5:00 P.M.(IST)
- At the 39th AGM of the Company held on September 23, 2023, the Chairman of the meeting has called the members present in the meeting who could not participate in the voting to record their votes through polling paper.
- After completion of voting at the AGM, the votes cast through remote e-voting and voting through poll papers were unblocked in the presence of two witnesses who are not in the employment of the Company.

- The data of remote e-voting and voting through poll papers was diligently scrutinized and reconciled with the records maintained by the RTA and the authorizations lodged. Detailed registers were maintained containing the summary of results of remote e-voting and voting through poll papers.
- For the purpose of preparation of this report, the number of shareholders has been determined by consolidating folios with the same Permanent Account Number (PAN).
- After the time fixed for closing of the poll by the Chairman of the meeting one empty box was kept for polling were locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the RTA of the Company. Proxy form was considered. Poll Papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
- The consolidated summary of results of remote e-voting and voting through polling papers is annexed herewith as Annexure-I.
- Based on the aforesaid results, I report that all the Resolutions as contained in the Item No(s). 1 to 4 of the AGM Notice of the Company, have been passed with requisite votes.

- The electronic data, polling papers and other relevant records relating to remote e-voting and voting through poll papers are under my safe custody until the Chairman considers, approves and sign the minutes of AGM and the same will be handed over to the Company Secretary / Director authorised by the Board for safe keeping.

Countersigned By:
For Sophia Exports Limited

(Lalit Agarwal)
Director
DIN:00109920

For Yashwant Gupta & Associates
Practising Company Secretaries



(Yashwant Kumar Gupta)
Proprietor
ACS No.:15154
CP No.:15119
UDIN: A015154E001067282
PR. No.: 1645/2022
Place: New Delhi
Date: 23.09.2023



Item No. 1:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	6	1140000	100	-	-	-	-	-
Voting through poll papers	17	2662311	100	-	-	-	-	-
Total	23	3802311	100	-	-	-	-	-

Result: The Ordinary Resolution has been passed with requisite consent.

Item No. 2:

2. To appoint Mr. Lalit Agarwal (DIN: 00109920), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast

Remote e-voting	6	1140000	100	-	-	-	-	-
Voting through poll papers	17	2662311	100	-	-	-	-	-
Total	23	3802311	100	-	-	-	-	-

Result: The Ordinary Resolution has been passed with requisite consent.

Item No. 3:

3. To approve borrowing limits of the Company

Type of Resolution: Special Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	6	1140000	100	-	-	-	-	-
Voting through poll papers	17	2662311	100	-	-	-	-	-
Total	23	3802311	100	-	-	-	-	-

Result: The Special Resolution has been passed with requisite consent.

Item No. 4:

4. Creation of security on the properties of the Company both present and future in favour of lenders

Type of Resolution: Special Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of	Number of	Percentage of votes to	Number of	Number of	Percentage of votes to	Number of	Number of

	members who voted	shares for which votes cast	total votes cast	members who voted	shares for which votes cast	total votes cast	members who voted	shares for which votes cast
Remote e-voting	6	1140000	100	-	-	-	-	-
Voting through poll papers	17	2662311	100	-	-	-	-	-
Total	23	3802311	100	-	-	-	-	-

Result: The Special Resolution has been passed with requisite consent.

Countersigned By:
For Sophia Exports Limited

For Yashwant Gupta & Associates
Practising Company Secretaries

(Lalit Agarwal)
Director
DIN:00109920

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