

Regd. Off. : 4973/202, Phatak Badel Bage, Hauz Qazi, Delhi-110 006, Phone : 011-23211905, 43041400
E-mail : info@sophiaexport.com Website : www.sophiaexport.com

September 23, 2023

To,
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
Symbol: SOPHIA

Subject: Proceedings and Voting Results of the Thirty Ninth Annual General Meeting (39th AGM / AGM) of Sophia Exports Limited (Company) held on Saturday, September 23, 2023

Dear Sir/Madam,

The 39th AGM of the Company was held on Saturday, September 23, 2023 at 10.30 A.M (IST) at 81, Functional Industrial Estate, Patparganj, Delhi – 110092 and concluded at 11:45 A.M (IST) to transact the business as stated in the Notice dated August 26, 2023 convening the AGM.

In this regard, please find enclosed the following:

- Summary of Proceedings of the AGM of the Company as required under Regulation 30, Para A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) - **Annexure A.**
- Voting results of the businesses transacted at the AGM as required under Regulation 44(3) of the Listing Regulations - **Annexure B.**
- Consolidated Scrutinizer Report dated September 23, 2023 pursuant to Section 108 & 109 of the Companies Act, 2013 (the Act) read with the Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Rules) - **Annexure C.**

The abovesaid information and annexures are also made available on the Company's website at www.sophiaexport.com.

We request you to take the same on record.

Thanking You,
Yours faithfully

For Sophia Exports Limited

(Lalit Agarwal)
Director
DIN: 00109920
Encl: As above



Annexure A

Summary of Proceedings of the Thirty Ninth Annual General Meeting (39th AGM / AGM / Meeting) of Sophia Exports Limited (Company)

Pursuant to Regulation 30 and Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, the summary proceedings of 39th AGM of the Company as summarized below:

The 39th AGM of the members of the Company was duly held on Saturday, September 23, 2023 at 10.30 A.M (IST) at 81, Functional Industrial Estate, Patparganj, Delhi – 110092. The Meeting was held in compliance with the applicable provisions of the Companies Act, 2013 (Act) read with the rules made thereunder, Secretarial Standard-II on General Meetings and Listing Regulations.

The Meeting was chaired by Mr. Lalit Agarwal, Director of the Company. Ms. Shuchita Agarwal, Director, Ms. Parveen Gupta, Independent Director and Mr. Ramesh Kumar Bissa, Independent Director and Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company were present at the meeting. No leave of absence was given to any of the Director of the Company. The Chairman then introduced the Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company. The Chairman also introduced CA Rajeev Jain, Partner of M/s. Kumar Chopra & Associates, Chartered Accountants, Statutory Auditors and CS Yashwant Gupta, Proprietor of M/s. Yashwant Gupta & Associates, Secretarial Auditors.

After ascertaining the requisite quorum, the Chairman called the Meeting to order. The Quorum was present throughout the meeting. Thereafter, he welcomed the members at the 39th AGM of the Company.

The Chairman addressed the members and apprised them about the unprecedented challenges posed in the form of pandemic, geopolitical tensions & flare-up's, volatile macro environment, rise in prices, supply disruptions etc. with wide-ranging impact on people, economies and businesses including the Company. He further summarized on financial and operational performance of the Company, Company's strategies and policies for the upcoming years, road map etc. of the Company.

The Company Secretary welcomed the members and drawn the attention of the members to the Statutory Registers, Memorandum of Association and Articles of Association and other statutory documents that were available for inspection for the members till the conclusion of the AGM. The Company Secretary apprised the members that in accordance with the provisions of the Act and Listing Regulations, the Company had provided the facility of casting the votes by the members using an electronic voting system from place other than the venue of the meeting (Remote E-voting), on all items as set out in the Notice of AGM dated August 26, 2023 (39th AGM Notice). The Remote E-voting commenced on Wednesday, September 20, 2023 at 9:00 A.M. and ends on Friday, September 22, 2023 at 5:00 P.M. The members were further apprised that the members who were present in the meeting and had not casted their vote through Remote e-voting can only vote via Ballot process on all items as set out in the 39th AGM Notice. With the consent of the members present, the 39th AGM Notice of the meeting convening the meeting of the Company was taken as read. The members were further informed that the Board of Directors of the Company has appointed CS Yashwant Gupta, Practicing Company Secretary (Membership No. A-15154 & Certificate of Practice No. 15119), Proprietor of M/s. Yashwant Gupta & Associates, Company Secretaries, New Delhi, as a Scrutinizer to scrutinize the Remote e-Voting process and voting through ballot papers during the meeting in a fair and transparent manner.

The following Agenda items of business as stated in the 39th AGM Notice were transacted at the meeting:

Ordinary Business	
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.	Ordinary Resolution
To appoint Mr. Lalit Agarwal (DIN: 00109920), who retires by rotation and being eligible, offers himself for reappointment as a director.	Ordinary Resolution
Special Business	
To approve borrowing limits of the Company	Special Resolution
Creation of security on the properties of the Company both present and future in favour of lenders	Special Resolution

All the above agenda matters were duly proposed.

The Chairman then provided an opportunity to the members to speak at the meeting and accordingly addressed their queries. The Chairman requested Scrutinizer to brief about the ballot voting procedure to the members, thereafter members casted their votes. The voting through polling process was kept open for next 15 minutes to enable the members to cast their vote.

The Members were also informed that the consolidated results of the Remote E-voting and voting through Ballot/Poll at the meeting shall be made available together with the Scrutinizer's Report at the website of the Company i.e. www.sophiaexport.com, at the website of National Securities Depository Limited i.e. www.evotingnsdl.com, and at the website of ABS Consultant Pvt. Ltd., Registrars and Share Transfer Agent i.e. www.absconsultant.in. The results shall be filed to the Metropolitan Stock Exchange of India Limited i.e. www.msei.in within stipulated time from the conclusion of the meeting. The results shall also be displayed at the Registered Office at 4973/201, Pahtak Badal Bage, Hauz Qazi, Delhi Central Delhi -110006, India and at the Corporate Office at 81, Functional Industrial Estate, Patparganj, Delhi - 110092.

The Chairman thanked the members, Board Members and Auditors for their continued support and participation in the AGM of the Company. The meeting was concluded at 11:45 A.M (IST).

This is for your information and records.

Thanking You,
Yours faithfully

For Sophia Exports Limited

(Lalit Agarwal)
Director
DIN: 00109920



Annexure B**Voting Results of the Thirty Ninth Annual General Meeting (39th AGM) of Sophia Exports Limited (Company)**

A copy of Voting Results in the prescribed format under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on remote e-voting and voting through ballot/poll process at the AGM is given below. The results of the Remote E-voting and voting through Ballot/Poll at the meeting shall be made available at the website of the Company i.e. www.sophiaexport.com, at the website of National Securities Depository Limited i.e. www.evotingnsdl.com, at the website of ABS Consultant Pvt. Ltd., Registrars and Share Transfer Agent i.e. www.absconsultant.in and at the website of Metropolitan Stock Exchange of India Limited i.e. www.msei.in. The results are also displayed at the Registered Office at 4973/201, Phatak Badal Bage, Hauz Qazi, Delhi Central Delhi -110006, India and at the Corporate Office at 81, Functional Industrial Estate, Patparganj, Delhi - 110092.

Following are the Voting Results of the 39th AGM of the Company:

Date of the AGM	23.09.2023
Total number of shareholders on record date	337
No. of shareholders present in the meeting either in person or through proxy:	23
Promoters and Promoter Group:	3
Public:	20
No. of Shareholders attended the meeting through Video Conferencing	Nil
Promoters and Promoter Group:	
Public:	

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.

Resolution Required (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in Favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	751200	381200	50.7455	381200	-	100	-
	Poll		370000	49.2545	370000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		751200	751200	100	751200	-	100
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	3051111	758800	24.8696	758800	-	100	-
	Poll		2292311	75.1304	2292311	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3051111	3051111	100	3051111	-	100
Total		3802311	3802311	100	3802311	-	100	-

For Sophia Exports Limited

(Lalit Agarwal)
Director
DIN: 00109920



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

Resolution Required (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in Favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	751200	381200	50.7455	381200	-	100	-
	Poll		370000	49.2545	370000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		751200	751200	100	751200	-	100
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	3051111	758800	24.8696	758800	-	100	-
	Poll		2292311	75.1304	2292311	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3051111	3051111	100	3051111	-	100
Total		3802311	3802311	100	3802311	-	100	-

For Sophia Exports Limited

(Lalit Agarwal)
Director
DIN: 00109920



3. To approve borrowing limits of the Company

Resolution Required (Ordinary/Special)	Special
Whether Promoter/Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in Favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	751200	381200	50.7455	381200	-	100	-
	Poll		370000	49.2545	370000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		751200	751200	100	751200	-	100
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	3051111	758800	24.8696	758800	-	100	-
	Poll		2292311	75.1304	2292311	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3051111	3051111	100	3051111	-	100
Total		3802311	3802311	100	3802311	-	100	-

For Sophia Exports Limited

(Lalit Agarwal)
Director
DIN: 00109920



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

Resolution Required (Ordinary/Special)	Special
Whether Promoter/Promoter Group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in Favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	751200	381200	50.7455	381200	-	100	-
	Poll		370000	49.2545	370000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		751200	751200	100	751200	-	100
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	3051111	758800	24.8696	758800	-	100	-
	Poll		2292311	75.1304	2292311	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3051111	3051111	100	3051111	-	100
Total		3802311	3802311	100	3802311	-	100	-

For Sophia Exports Limited

(Lalit Agarwal)
Director
DIN: 00109920



Annexure C

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.

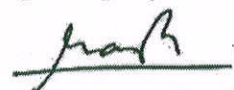
**Countersigned By:
For Sophia Exports Limited**



**(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**



Annexure-I**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

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

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

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

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

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

	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	-	-	-	-	-

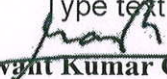
Result: The Special Resolution has been passed with requisite consent.

Countersigned By:
For Sophia Exports Limited

For Yashwant Gupta & Associates
Practising Company Secretaries


(Lalit Agarwal)
Director
DIN:00109920



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

