

## Annexure A

### Summary of Proceedings of the Thirty Ninth Annual General Meeting (39<sup>th</sup> 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 39<sup>th</sup> AGM of the Company as summarized below:

The 39<sup>th</sup> 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 39<sup>th</sup> 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 (39<sup>th</sup> 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 39<sup>th</sup> AGM Notice. With the consent of the members present, the 39<sup>th</sup> 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 39<sup>th</sup> AGM Notice were transacted at the meeting:

<b>Ordinary Business</b>	
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
<b>Special Business</b>	
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](http://www.sophiaexport.com), at the website of National Securities Depository Limited i.e. [www.evotingnsdl.com](http://www.evotingnsdl.com), and at the website of ABS Consultant Pvt. Ltd., Registrars and Share Transfer Agent i.e. [www.absconsultant.in](http://www.absconsultant.in). The results shall be filed to the Metropolitan Stock Exchange of India Limited i.e. [www.msei.in](http://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**

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(Lalit Agarwal)  
Director  
DIN: 00109920

