

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

Date: 27th September, 2022

To,
Metropolitan Stock Exchange of India Limited,
Listing Department,
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai – 400 098

Sub: Proceedings of 38th AGM of Sophia Exports Limited

Ref: Regulation 30(4), Part –A of Schedule –III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In furtherance of our Notice dated 2nd September, 2022, please note that the 38th AGM of the Company was held on 26th September, 2022 at 81, Patparganj Industrial Area, Delhi-110092 at 12:30 P.M and concluded at 3:00 P.M and the business mentioned in the Notice of the said AGM were transacted.

In this regard, please find the enclosed herewith:

1. Summary of Proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, along with the voting results as required under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations.
2. Consolidated Voting Results as submitted by the Scrutinizer.

We request you to please take the same on record.

Thanking You,
Yours faithfully

For Sophia Exports Limited

Lalit Agarwal
(Director)
DIN: 00109920



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Summary of Proceedings of 38th AGM of the Company

The 38th AGM of the Company was held on Monday, 26th September, 2022, at 81, Patparganj Industrial Area, Functional Industrial Estate, Patparganj, Delhi-110092 at 12:30 P.M and concluded at 3:00 P.M

The Meeting was chaired by Mr. Lalit Agarwal, Director of the Company. After ascertaining the requisite quorum, the Chairman called the Meeting to order. The Quorum was present throughout the meeting.

With the consent of the members present, the Notice of the meeting dated 2nd September, 2022 convening the 38th AGM of the Company was taken as read.

Mr. Romil Agarwal, CEO of the Company, thereafter welcomed the shareholders and requested the Chairman of the Meeting to address the shareholders and thereafter to take up the Agenda items.

The Chairman informed that a Notice was Published in Open Search (English Newspaper & Hindi Newspaper) intimating the mailing of Notices and e-voting instructions on 4th September, 2022. The Notice of meeting and the Annual Report has been hosted on the website of the Company.

The Chairman then moved the resolutions as per the Notice of 38th AGM:

Agenda Item No. 1

To receive, Consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the year ended 31st March 2022 along with Directors' Report and Auditors Report thereon).

Agenda Item No. 2

To appoint a Director in place of Mrs. Shuchita Agarwal who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.

Agenda Item No. 3

To re-appoint Statutory Auditors, M/s Kumar Chopra & Associates for the second term of five years until the conclusion of 43rd AGM to be held in the year 2027.

The Chairman of the meeting informed that in terms of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, the Bank had provided remote e-voting facility to the shareholders, through NSDL from 10:00 A.M. 23-09-2022 to 5:00 P.M 25-09-2022.

The Chairman of the meeting informed that the Company has appointed M/s Yashwant Gupta & Associates, Company Secretaries, as Scrutinizer to oversee the remote e-voting and the physical voting process.

The Chairman of the meeting then invited participation of the shareholders on the Agenda items as contained in the Notice of the Meeting. Shareholders made their observations/suggestions and raised queries.

The Chairman of the meeting while thanking the shareholders for their participation, responded and provided clarifications, wherever necessary.

The Chairman of the meeting then announced the conclusion of the meeting.



Based on the consolidated report (Remote e-voting and physical voting) the following Agenda items were declared as passed with requisite majority:

Agenda Item No. 1

RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2022, Profit and Loss Account for the year ended March 31, 2022, the Report of Board of Directors for the period covered by the Accounts and the Auditor's Report on the Balance Sheet and accounts has been discussed, approved and adopted.

Resolution Required (Ordinary/Special)		Ordinary-1. Adoption of Financial Statements						
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 (6)	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E- Voting	-	-	-	-	-	-	-
	Poll	751200	751200	100%	751200	-	100%	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	751200	751200	100%	751200	-	100%	-
Public - Institutions	E- Voting	-	-	-	-	-	-	-
	Poll	1090100	1090100	100%	1090100	-	100%	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	1090100	1090100	100%	1090100	-	100%	-
Public- Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll	1961011	1961011	100%	1961011	-	100%	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		3802311	3802311	100%	3802311	-	100%	-

Agenda Item No. 2

RESOLVED THAT pursuant to provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Shuchita Agarwal, Director (DIN: 00727700) of the Company who retires by rotation and being eligible offer herself for re-appointment be and is hereby re-appointed as Director of Company.



Resolution Required (Ordinary/Special)				Ordinary-2. Appointment of Shuchita Agarwal as Director laible to retire by rotation				
Whether Promoter/Promoter Group are interested in the agenda/resolution				Yes				
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 (6)	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E- Voting	-	-	-	-	-	-	-
	Poll	751200	751200	100%	751200	-	100%	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	751200	751200	100%	751200	-	100%	-
Public - Institutions	E- Voting	-	-	-	-	-	-	-
	Poll	1090100	1090100	100%	1090100	-	100%	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	1090100	1090100	100%	1090100	-	100%	-
Public- Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll	1961011	1961011	100%	1961011	-	100%	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		3802311	3802311	100%		-	100%	-

Agenda Item No. 3

RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Kumar Chopra & Associates, Chartered Accountants (FRN: 000131N), be and is hereby appointed as the Statutory Auditors of the Company for the second term of five years commencing from the conclusion of this 38th Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting i.e., the 43rd Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.



Resolution Required (Ordinary/Special)				Ordinary-3. Appointment of Statutory Auditor for the second term of five years				
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 (6)	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E- Voting	-	-	-	-	-	-	-
	Poll	751200	751200	100%	751200	-	100%	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	751200	751200	100%	751200	-	100%	-
Public - Institutions	E- Voting	-	-	-	-	-	-	-
	Poll	1090100	1090100	100%	1090100	-	100%	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	1090100	1090100	100%	1090100	-	100%	-
Public- Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll	1961011	1961011	100%	1961011	-	100%	-
	Postal Ballot (If Applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		3802311	3802311	100%			100%	-

For Sophia Exports Limited



Lalit Agarwal
(Director)
DIN: 00109920

Date: 27/09/2022

Place: Delhi



FORM NO. MGT.13
Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Sophia Exports Limited

38th Annual General Meeting of the Equity Shareholders of Sophia Exports Limited Held on 26th day of September, 2022 at 12:30 pm on Monday at the Corporate Office of the company at 81, Functional Industrial Estate, Patparganj, Delhi-110092.

Dear Sir,

I, Yashwant Kumar Gupta, Company Secretary in practise and appointed as Scrutinizer(s) for the purpose of the scrutinizing the remote e- voting and voting by use of postal ballot at the Annual General Meeting pursuant to provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies Management and Administration Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect to the below mentioned resolutions proposed at the 38th Annual General Meeting of the Equity Shareholders of Sophia Exports Limited Held on 26th day of September, 2022 at 12:30 pm on Monday at the Corporate Office of the company at 81, Functional Industrial Estate, Patparganj, Delhi-110092 do hereby submit my report as follows:

1. The Company provided remote e- voting facility offered by National Securities Depository Limited (NSDL) to its shareholders. At the Annual General Meeting, the Company provided e-voting facility through remote e-voting who did not cast their vote through e-voting.
2. The members holding shares either in physical or dematerialised form as on cut-off date i.e. 19th September, 2022 were entitled to vote through remote e-voting.
3. In terms of the aforesaid notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule, 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 the voting period started from Friday, 23rd September, 2022, 10:00 AM and ended on Sunday, 25th September, 2022 at 05:00 pm.

4. The member and/or their proxies at the meeting exercised their voting right through ballot paper at the poll conducted at the Annual General Meeting as stated above.
5. After the conclusion of the Annual General Meetings the votes cast were unblocked in the presence of the two witnesses Mrs. Payal and Mrs. Anju Joshi, who were not in full time employment of the Company.
6. Based on the reports generated from NSDL's e-voting website www.evoting.nsdl.com which I have scrutinized, the consolidated results of voting is as under:

ORDINARY BUSINESS

Item No. 1: As an Ordinary Resolution: To receive, Consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the year ended 31st March 2022 along with Directors' Report and Auditors Report thereon).

	No. of Votes (shares) who voted through E-voting System	No. of Members who voted through physical/postal system	No, of votes cast by them	% of Total number of valid votes cast
Votes in favour of the Resolution	0	23	3802311	100%
Votes against the Resolution	0	0	0	0
Total	0	23	3802311	100%

Item No. 2: As an Ordinary Resolution: To appoint a Director in place of Mrs. Shuchita Agarwal who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.

	No. of Votes (shares) who voted through E-voting System	No. of Members who voted through physical/postal system	No, of votes cast by them	% of Total number of valid votes cast
Votes in favour of the Resolution	0	23	3802311	100%
Votes against the Resolution	0	0	0	0
Total	0	20	3802311	100%

1. **Item No. 3: As an Ordinary Resolution:** To re-appoint Statutory Auditors, M/s Kumar Chopra & Associates for the second term of five years until the conclusion of 43rd AGM to be held in the year 2027.

	No. of Votes (shares) who voted through E-voting System	No. of Members who voted through physical/postal system	No, of votes cast by them	% of Total number of valid votes cast
Votes in favour of the Resolution	0	23	3802311	100%
Votes against the Resolution	0	0	0	0
Total	0	23	3802311	100%

Thanking you,



Yashwant Kumar Gupta
Company Secretary

ACS No. 15154

No. 15119

Yours faithfully,
Place: Delhi
Dated: 26/09/2022

UDIN: **A015154D001051**

