

**YASHWANT GUPTA & ASSOCIATES**

**Company Secretaries**



11/04/2022

To,  
The Board of Directors  
Sophia Exports Limited  
4973/201, Phatak Badal Bage,  
Hauz Qazi , Delhi-110006

To,  
Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4<sup>th</sup> Floor, Plot No. C-62, G-Block,  
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E)  
Mumbai-

**Subject: Annual Secretarial Compliance Report for the Financial year 2021-2022**

Dear Sir,

We have been engaged by Sophia Exports Limited (hereinafter referred to as the 'Company') bearing CIN: L52110DL1985PLC020059 whose equity shares are listed on Metropolitan Stock Exchange of India Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon. It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

**Place: Delhi**

**Date: 11/04/2022**



**Yashwant Gupta & Associates**

**(Yashwant Kumar Gupta)**

**Practicing Company Secretary**

**ACS No. 15154/ CP No. 15119**

**UDIN: A015154D000061662**

**“Annexure A”**  
**Secretarial compliance report of Sophia Exports Limited**  
**for the year ended 31.03.2022**

I, Yashwant Kumar Gupta, Practising Company Secretary have examined:

(a) all the documents and records made available to us and explanation provided by Sophia Exports Limited (“the listed entity”),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31/03/2022 (“Review Period”) in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I, Yashwant Kumar Gupta, Practising Company Secretary hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations\ Remarks of the Practising Company Secretary

(b) The Listed entity has maintained proper records under the provisions of the above regulations and circulars/guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures

issued by the SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars Guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken eg. Fines, warning letter, debarment etc.	Observations/remarks of the Practicing Company Secretary, If any

(d) The Listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/remarks of the Practicing Company Secretary, If any	Observations made in the Secretarial Compliance Report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
SEBI	The fine of <b>Rs. 302711/- (Including GST of Rs. 46176/-)</b> . The aforesaid fine(s) have been levied in compliance with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 / SEBI circular no. CIR/CFD/CMD/12/2015 dated November 30, 2015 (as applicable) (" <b>SEBI Circulars</b> ").	The fines have been imposed and the restrictions imposed on Directors of the Company for trading in securities in Stock Exchange	The Company is already paid the fine to the stock exchange and now complied.	

**Yashwant Gupta & Associates**

**Place: Delhi**

**Date: 11.04.2022**



**(Yashwant Kumar Gupta)**

**Practicing Company Secretary**

**ACS No. 15154/ CP No. 15119**

**UDIN: A015154D000061662**



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

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