

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

July 29, 2025

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 Forty First Annual General Meeting (41st AGM /AGM / Meeting) of Sophia Exports Limited (Company) held on Tuesday on 29th day of July, 2025

Dear Sir/Madam,

The 41st AGM of the Company was held on Tuesday, July 29, 2025 at 10.30 A.M (IST) at 81, Functional Industrial Estate, Patparganj, Delhi - 110092 and concluded at 01:00 P.M (IST) to transact the business as stated in the Notice dated May 29, 2025 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 July 29, 2025 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 - **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 Forty First Annual General Meeting (41st 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. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the summary proceedings of 41st AGM of the Company as summarized below:

The 41st AGM of the members of the Company was duly held on Tuesday, July 29, 2025 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. Ankita Mathpal, Independent Director and Ms. Divya Chawla, Independent Director and Chairperson 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 Mr. Romil Agarwal, Chief Executive Officer, Ms. Rachita Goyal, Chief Financial Officer and Ms. Akansha Rohatgi, Company Secretary and Compliance Officer of the Company. The Chairman also introduced CA Rajeev Jain, Partner of M/s. Kumar Chopra & Associates, Chartered Accountants, Statutory Auditors and CS Vipin Shukla, Proprietor of M/s. Vipin Shukla & Company, 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 41st AGM of the Company.

The Chairman addressed the members and apprised them about 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 May 29, 2025 (41st AGM Notice). The Remote E-voting commenced on Saturday, July 26, 2025 at 9:00 A.M. and ends on Monday, July 28, 2025 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 41st AGM Notice. With the consent of the members present, the 41st 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 Vipin Shukla, Practicing Company Secretary (Membership No. F-6798 & Certificate of Practice No. 18011), Proprietor of M/s. Vipin Shukla & Company, 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 41st 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, 2025 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 re-appointment as a director.	Ordinary Resolution
Special Business	
Appointment of Secretarial Auditors of the Company	Ordinary 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. However, the members present at the meeting had already voted through the e-voting facility duly provided.

The Members were also informed that the consolidated results of the Remote E-voting and / or 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.evoting.nsdl.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 Shareholders, Board's Members and Auditors for their continued support and participation in the AGM of the Company. The meeting was concluded at 01:00 P.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 Forty First Annual General Meeting (41st 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 / or voting through ballot / poll process at the AGM is given below. The results of the Remote E-voting and / or 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.evoting.nsdl.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, Pahtak Badal Bage, Hauz Qazi, Delhi Central Delhi -110006, India and at the Corporate Office at 81, Functional Industrial Estate, Patparganj, Delhi - 110092.

Following is the Voting Results of the 41st AGM of the Company:

Date of the AGM	29.07.2025
Total number of shareholders on record date	336
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	3
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Nil
Public:	



1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 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	751200	100.00	751200	-	100	-
	Poll					-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		751200	100	751200	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non-Institutions	E-Voting	3102300	800325	25.7978	800325	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	3102300	800325	25.7978	800325	-	100	-
Total		3853500	1551525	40.2627	1551525	-	100	-



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	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 on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	751200	751200	100.00	751200	-	100	-
	Poll					-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total	751200	751200	100	751200	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non-Institutions	E-Voting	3102300	800325	25.7978	800325	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	3102300	800325	25.7978	800325	-	100	-
Total		3853500	1551525	40.2627	1551525	-	100	-

Mr. Lalit Agarwal, himself and his son Mr. Suyash Agarwal, Promoters of the Company being interested in the resolution.



3. Change in Appointment of Secretarial Auditors of the Company

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	751200	100.00	751200	-	100	-
	Poll					-	100	-
	Postal Ballot		-	-	-	-	-	-
	Total	751200	751200	100	751200	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non-Institutions	E-Voting	3102300	800325	25.7978	800325	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	3102300	800325	25.7978	800325	-	100	-
Total		3853500	1551525	40.2627	1551525	-	100	-





VIPIN SHUKLA & COMPANY

COMPANY SECRETARIES

111, Wing-2, Hans Bhawan, ITO,
Bahadurshah Zafar Marg, New Delhi-110002
fcsvipinshukla1973@gmail.com, #9821296627
PAN:AZIPS8609J

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,

M/s Sophia Exports Limited

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

Hauz Qazi, Delhi - 110006

Subject: Consolidated Scrutinizer's Report on Remote e-voting process and/or voting through ballot / poll papers for the Forty First (41st) Annual General Meeting (AGM) of the Equity Shareholders of Sophia Exports Limited (Company) held on Tuesday on 29-07-2025 at 10:30 A.M. at the Corporate office of the Company situated at 81, Functional Industrial Estate, Patparganj, Delhi-110092

Dear Sir,

I, Vipin Shukla, Practicing Company Secretary and Proprietor of M/s. Vipin Shukla & Company, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed at their Board Meeting held on 29-05-2025 for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through poll papers of the 41st Annual General Meeting of the Company held on Tuesday on 29-07-2025 at 10:30 A.M. at the Corporate office of the Company situated 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 41st AGM Notice dated 29-05-2025.

I. My responsibility as a Scrutinizer was to:

- ☐ 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 41st AGM Notice to the Chairman of the Company/Board or any person authorised by the Board.





VIPIN SHUKLA & COMPANY

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2. I submit my report as under: -

□□ In Compliance with the MCA and SEBI Circulars, the Notice of 41st AGM along with the Annual Report was dispatched by the Company on 04-07-2025 by electronic mode to those members e-mail addresses are registered with the Company / Depository Participant(s) (DP), a letter providing the web-link, including the exact path, where the complete details of the Annual Report 2024-25 is available was sent to those Members who have not registered their email addresses.

□□ 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 41st AGM Notice was simultaneously submitted to the (i) 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. 22-07-2025 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 begins on 26-07-2025 at 09:00 a.m. and ends on 28-07-2025 at 05:00 p.m.

□□ At the 41st AGM of the Company held on Tuesday on 29-07-2025 at 10:30 a.m., 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. However; the present members has not participated voting through poll papers since they had already done their vote cast through e-voting duly provided by the Company through NSDL.

□□ After completion of voting at the 41st AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses who are not in the employment of the Company.

□□ The data of remote e-voting 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.

□□ 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, no poll papers were received. Further, Proxy forms were received.

□□ The consolidated summary of results is annexed herewith as Annexure-I.

□□ Based on the aforesaid results, I report that all the Resolutions as contained in the Item No(s). 01 to 03 of the AGM Notice of the Company, have been passed with requisite votes.





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

FOR VIPIN SHUKLA & COMPANY

(CS VIPIN SHUKLA)

FELLOW M.NO. 6799, COP: 18671

PEER REVIEW CERTIFICATE NO.: 5465/2024

FRN: S2017DE492200

UDIN: F006798G000886556

Place: New Delhi,

Date of Issue: 29-07-2025

Countersigned By:
For Sophia Exports Limited


(Lalit Agarwal)
Director
DIN:00109920





VIPIN SHUKLA & COMPANY

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Annexure I

Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 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

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	8	1551525	100	0	0	0	0	0
Voting through poll papers	0	0	0	0	0	0	0	0
Total	8	1551525	100	0	0	0	0	0

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

Item No. 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

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	8	1551525	100	0	0	0	0	0
Voting through poll papers	0	0	0	0	0	0	0	0
Total	8	1551525	100	0	0	0	0	0

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





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Item No. 3: Appointment of Secretarial Auditors of the Company

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

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	8	1551525	100	0	0	0	0	0
Voting through poll papers	0	0	0	0	0	0	0	0
Total	8	1551525	100	0	0	0	0	0

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

FOR VIPIN SHUKLA & COMPANY

(CS VIPIN SHUKLA)

FELLOW M.NO. 6799, COP: 18671

PEER REVIEW CERTIFICATE NO.: 5465/2024

FRN: S2017DE492200

UDIN: F006798G000886556

Place: New Delhi,

Date of Issue:29-07-2025

