



# VIPIN SHUKLA & COMPANY

## COMPANY SECRETARIES

407, 4<sup>TH</sup> FLOOR, INDRAPRAKASH BUILDING,  
BARAKHAMBA ROAD, NEW DELHI-110001  
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 voting through ballot / poll papers for the Fortieth (40<sup>th</sup>) Annual General Meeting (AGM) of the Equity Shareholders of Sophia Exports Limited (Company) held on Monday, 22<sup>nd</sup> day of July, 2024, at 10:30 A.M. (IST) 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 May 27, 2024 for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through poll papers of the 40<sup>th</sup> Annual General Meeting of the Company held on Monday on 22<sup>nd</sup> day of July, 2024 at 10:30 AM at the Registered 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 Securities and Exchange Board of India (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 40<sup>th</sup> AGM Notice dated May 27, 2024.

1. 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 40<sup>th</sup> AGM Notice to the Chairman of the Company / Board or any person authorised by the Board.

2. I submit my report as under: -





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- The 40<sup>th</sup> AGM notice along with Annual Report for the Financial Year (FY) 2023-24 was dispatched by the Company on June 25, 2024, through permitted modes to all those members / beneficial owners whose names will appear in the Register of Members / list of Beneficial Owners received from the Depositories as on Cut Off date i.e. Friday, June 21, 2024.
- 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 40<sup>th</sup> AGM Notice was simultaneously (i) submitted to the stock exchange i.e. Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in) (ii) posted on the websites of the Company at [www.sophiaexport.com](http://www.sophiaexport.com), ABS Consultant Pvt. Ltd. (RTA) at [www.absconsultant.in](http://www.absconsultant.in) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- The members of the Company as on the cut-off date i.e. July 12, 2024 was 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 July 19, 2024 at 09:00 A.M. and ends on July 21, 2024 at 05:00 P.M.
- At the 40<sup>th</sup> AGM of the Company held on Monday, July 22, 2024 at 10:30 AM, the Chairman of the meeting has called the members present in the meeting who could not participate in the e-voting to record their votes through polling paper.
- After completion of voting at the 40<sup>th</sup> 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 forms were considered.
- 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





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No(s). 01 & 06 of the 40<sup>th</sup> 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.

FOR VIPIN SHUKLA & COMPANY  
(CS VIPIN SHUKLA)  
FELLOW M.NO. 6798, COP: 18871  
PEER REVIEW CERTIFICATE NO.: 5465/2024  
FRN: S2017DE492200  
UDIN: F006798F000797764  
Place: New Delhi, 22-07-2024

Countersigned By:

For Sophia Exports Limited

(Lalit Agarwal)  
Director  
DIN:00109920





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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, 2024 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	7	1361525	100	0	0	0	0	0
Voting through poll papers	6	919000	100	0	0	0	0	0
Total	13	2280525	100	0	0	0	0	0

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





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**Item No. 2: To appoint Ms. Shuchita Agarwal (DIN: 00727700), who retires by rotation and being eligible, offers herself for re-appointment as a director.**

Resolution Required (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution	Yes*

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	7	1361525	100	0	0	0	0	0
Voting through poll papers	6	919000	100	0	0	0	0	0
<b>Total</b>	<b>13</b>	<b>2280525</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

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

\*Mr. Romil Agarwal from is husband of Ms. Shuchita Agarwal





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### Item No. 3: Change in category of Directorship of Ms. Shuchita Agarwal from Non-Executive to Executive Director

Resolution Required (Ordinary/Special)	Special 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	7	1361525	100	0	0	0	0	0
Voting through poll papers	6	919000	100	0	0	0	0	0
<b>Total</b>	<b>13</b>	<b>2280525</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

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





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### Item No. 4: Appointment of Ms. Divya Chawla as a Non-Executive Independent Director

Resolution Required (Ordinary/Special)	Special 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	7	1361525	100	0	0	0	0	0
Voting through poll papers	6	919000	100	0	0	0	0	0
Total	13	2280525	100	0	0	0	0	0

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





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### Item No. 5: Appointment of Ms. Ankita Mathpal as a Non-Executive Independent Director

Resolution Required (Ordinary/Special)	Special 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	7	1361525	100	0	0	0	0	0
Voting through poll papers	6	919000	100	0	0	0	0	0
<b>Total</b>	<b>13</b>	<b>2280525</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

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







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**Item No. 6: To make Investment, Give Loans, Guarantees and Provide Securities us 186 of the Companies Act, 2013**

Resolution Required (Ordinary/Special)	Special 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	7	1361525	100	0	0	0	0	0
Voting through poll papers	6	919000	100	0	0	0	0	0
<b>Total</b>	<b>13</b>	<b>2280525</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

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

FOR VIPIN SHUKLA & COMPANY

(CS VIPIN SHUKLA)

FELLOW M.NO. 6798, COP: 18871

PEER REVIEW CERTIFICATE NO.: 5465/2024

FRN: S2017DE492200

UDIN: F006798F000797764

Place: New Delhi

Date: 22-07-2024

