

June 25, 2024

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: Annual Report of the Company for the Financial Year 2023-2024

Dear Sir/ Ma'am,

Pursuant to the provisions of Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company along with the Notice of the 40th Annual General Meeting and other Statutory Reports for the Financial Year 2023-24, which is being sent through permitted modes to the Members.

The same is available on the website of the Company at www.sophiaexport.com.

This is for your information and record.

Thanking you,
Yours Faithfully

For Sophia Exports Limited

(Lalit Agarwal)
Director
DIN: 00109920

Encl: Annual Report

Sophia Exports Limited

(CIN: L52110DL1985PLC020059)

40th Annual Report | 2023-2024

Corporate Overview

Board of Directors

- Mr. Lalit Agarwal - Non-Executive & Promoter Director
- Mr. Ramesh Kumar Bissa - Non-Executive & Independent Director
- Ms. Shuchita Agarwal - Executive & Promoter Director
- Ms. Divya Chawla - Non-Executive & Independent Director (Additional)
- Ms. Ankita Mathpal - Non-Executive & Independent Director (Additional)

Board's Committees

- **Audit Committee**
 - Mr. Ramesh Kumar Bissa - Chairman
 - Mr. Lalit Agarwal - Member
 - Ms. Divya Chawla - Member
 - Ms. Shuchita Agarwal - Member
- **Stakeholders Relationship Committee**
 - Mr. Ramesh Kumar Bissa - Chairman
 - Mr. Lalit Agarwal - Member
 - Ms. Divya Chawla - Member
- **Nomination and Remuneration Committee**
 - Mr. Ramesh Kumar Bissa - Chairman
 - Mr. Lalit Agarwal - Member
 - Ms. Divya Chawla - Member
 - Ms. Shuchita Agarwal - Member

Key Managerial Personnel

- Mr. Romil Agarwal - Chief Executive Officer
- Ms. Rachita Goyal - Chief Financial Officer
- Ms. Akansha Rohatgi - Company Secretary & Compliance Officer

Auditors

- M/s Kumar Chopra & Associates, Chartered Accountants, Uttar Pradesh - Statutory Auditors
- M/s Jain S. & Associates, Chartered Accountants, Bhopal - Internal Auditors
- M/s Vipin Shukla & Company, Company Secretaries, Delhi - Secretarial Auditors

Listed at

- Metropolitan Stock Exchange of India Limited
Address: Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400098

Bankers

- HDFC Bank
Address: GF 01, 02, 03, Laxmi Deep Building, Laxmi Nagar Dist. Centre, Vikas Marg, New Delhi - 110092

Registrar & Share Transfer Agents

- ABS Consultant Private Limited
Address: 4 B.B.D. Bag (East), Stephen House, Room No. 99, 6th Floor, Kolkata, West Bengal -700001
Email: absconsultant99@gmail.com
Website: www.absconsultant.in
Tel. No. 22301043, 22430153

Location

- **Registered Office**
Address: 4973/201 Pahtak Badal Bage, Hauz Qazi. Delhi – 110006, India
- **Corporate Office**
Address: 81, Functional Industrial Estate, Patparganj Delhi – 110092, India
Email: info@sophiaexport.com
Website: www.sophiaexport.com
Tel. No.: 011-43041400/455

Contents

Particulars	Page No.
Notice of 40 th Annual General Meeting	1
Proxy Form, Attendance Sheet, Route Map	26
Board's Report	28
Corporate Governance Report	41
Management Discussion & Analysis Report	74
Secretarial Audit Report	78
Independent Auditors Report	84
Financial Statement	97

SOPHIA EXPORTS LIMITED

CIN: L52110DL1985PLC020059

Registered Office: 4973/201 Pahtak Badal Bage, Hauz Qazi, Delhi – 110006, India

Corporate Office: 81, Functional Industrial Estate, Patparganj, Delhi – 110092, India

E-mail: info@sophiaexport.com | Website: www.sophiaexport.com | Tel.: 011-43041400

NOTICE

(Pursuant to Section 101 of the Companies Act, 2013)

Dear Member,

Notice is hereby given that the Fortieth (40th) Annual General Meeting (AGM) of the members of **Sophia Exports Limited** (Company) will be held on Monday on 22nd day of July, 2024 at 10:30 A.M. at the Corporate office of the Company situated at 81, Functional Industrial Estate, Patparganj, Delhi-110092, India to transact the following business(es):-

ORDINARY BUSINESS(ES)

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.
2. To appoint Ms. Shuchita Agarwal (DIN: 00727700), who retires by rotation and being eligible, offers herself for re-appointment as a director.

SPECIAL BUSINESS(ES)

3. Change in category of Directorship of Ms. Shuchita Agarwal from Non-Executive to Executive Director

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in suppression of the earlier resolution passed by the Board in their meeting and based on the recommendation of Nomination and Remuneration Committee, pursuant to the applicable provisions of the Companies Act, 2013 (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules framed under the Act (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Ms. Shuchita Agarwal

(DIN:00727700), who was appointed as a Non-Executive Director, be and is hereby redesignated as Executive Director of the Company.

RESOLVED FURTHER THAT except for change in designation mentioned above, all the other existing terms and conditions of her appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. Appointment of Ms. Divya Chawla (DIN:10568763) as a Non-Executive Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee, Ms. Divya Chawla (DIN:10568763) who was appointed as an Additional Director in the category of Independent Director of the Company with effect from March 30, 2024 by the Board of Directors based on recommendation of Nomination and Remuneration Committee and who holds office upto the date of this 40th Annual General Meeting of the Company in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and whose period of office shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director to hold office for a term of five years, effective from March 30, 2024 to March 29, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Divya Chawla shall be entitled to receive the remuneration or fees as permitted to be received in a capacity of Non-Executive Independent Director under the Act and Listing Regulations, from time to time and as may be mutually discussed.

RESOLVED FURTHER THAT any of the Board of Directors of the Company, be and is hereby severally authorised to sign and execute all such documents and papers as may be required for the purpose and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

5. Appointment of Ms. Ankita Mathpal (DIN: 10642403) as a Non-Executive Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee, Ms. Ankita Mathpal (DIN: 10642403) who was appointed as an Additional Director in the category of Independent Director of the Company with effect from May 27, 2024 by the Board of Directors based on recommendation of Nomination and Remuneration Committee and who holds office upto the date of this 40th Annual General Meeting of the Company in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and whose period of office shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director to hold office for a term of five years, effective from May 27, 2024 to May 29, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Ankita Mathpal shall be entitled to receive the remuneration or fees as permitted to be received in a capacity of Non-Executive Independent Director under the Act and Listing Regulations, from time to time and as may be mutually discussed.

RESOLVED FURTHER THAT any of the Board of Directors of the Company, be and is hereby severally authorised to sign and execute all such documents and papers as may be required for the purpose and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

6. To make Investment, Give Loans, Guarantees and Provide Securities under Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), if any, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (“Board”) (which term shall include any committee constituted by the Board or any person(s) authorized by the Board) to (i) Give any Loan to any person or other Body corporate; or (ii) Give any Guarantee or provide any Security in connection with a Loan to any other Body Corporate or person; and (iii) Acquire by way of Subscription, Purchase or otherwise, the Securities of any other Body Corporate, as the Board may at its absolute discretion deems beneficial in the interest of the Company, subject to maximum aggregate of the Loans and Investments so far made in and the amount for which Guarantees or Securities have so far been provided to all persons or Body Corporates along with the additional Investments, Loans, Guarantees or Securities proposed to be made or given or provided by the Company, from time to time, in future, may exceed over and above the limits of higher of 60% of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company, as prescribed under Section 186 of the Companies Act, 2013, but shall not exceed a sum of ₹ 25,00,00,000 /- (Rupees Twenty Five Crores only).

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board of Directors

Delhi, May 27, 2024

Lalit Agarwal
Director
DIN: 00109920

Shuchita Agarwal
Director
DIN: 00727700

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and Vote on Poll instead of himself / herself and such Proxy need not be a member of the company. Proxies in order to be effective must be received at the Registered Office / Corporate Office of the Company not less than forty-eight hours (48) hours before the meeting. The instrument appointing the proxy, in order to be effective, must be deposited in original at the Registered Office / Corporate Office of the Company duly completed and signed not less than 48 hours before the commencement of the meeting. Members / Proxies should fill the attendance slip for attending the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 (Act), read with the applicable rules thereon a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10 percent (10%) of the Total Share Capital of the company carrying voting rights may appoint a single person as proxy who shall not act as a proxy for any other member.

2. During the period, beginning 24 hours, before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
3. Corporate members / Institutional Investors (i.e. other than individuals, HUF's, NRI's etc.) intending to send their authorized representative(s) to attend the meeting in terms of Section 113 of the Act are requested to send the Company a certified copy of the Board Resolution / Power of Attorney / Authority Letter authorizing their representative(s) with attested specimen signature of the duly authorized signatory(ies) who are authorized for attending and voting on their behalf at the meeting. Corporate Members / Institutional investors (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
4. Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled in for attending the Meeting and shall handover at the entrance for attending the meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number on the attendance slip for attending the Meeting. *Members of the Company under the category of Corporate Members / Institutional Investors are encouraged to attend and participate in the AGM.*
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. The Notice of AGM [along with Proxy Form, Attendance Slip, Route Map and Annual Report] will be sent to 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. These documents are being sent electronically to the members whose E-mail IDs are registered with the Company / Depository Participant(s) (DP) unless any member has requested for a physical copy of the same. For members who have requested physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode. In case member wish to get a physical copy of the Annual Report, member may send their request at info@sophiaexport.com and/or absconsultant99@gmail.com mentioning their Folio No. / DP ID and Client ID.

7. Members may note that the Notice of the 40th AGM and Annual Report for 2023-24 will also be available on Company's website at www.sophiaexport.com, website of the Metropolitan Stock Exchange of India Limited i.e. www.msei.in and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection by the members at the AGM. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at info@sophiaexport.com.
9. The Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out material facts concerning the special business(es) to be transacted under Item Nos. 3 to 6 of this Notice, is provided herein. The Board of Directors of the Company at its meeting held on Monday, May 27, 2024, considered special businesses mentioned under Item Nos. 3 to 6 and recommending to the members to transact at the 40th AGM of the Company.
10. A statement giving additional details of the Director seeking appointment / re-appointment at the ensuing AGM of this Notice are annexed herewith as required under Regulations 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by 'The Institute of Company Secretaries of India'.
11. Members desiring any information about financial statements or any other matter are requested to write to the Company at info@sophiaexport.com by mentioning their name, DP ID and Client ID number /folio number and mobile number at least 10 days in advance of the AGM to facilitate compliance thereof. Queries that remain unanswered at the AGM will be appropriately responded to the members by the Company at the earliest, post conclusion of the AGM.
12. Members holding shares in physical form are requested to intimate the changes in their registered address in Block Letters with PIN Code of the Post Office, Email-ID, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their DP immediately.

13. The Company has a dedicated e-mail address i.e., info@sophiaexport.com for members to mail their queries or lodge grievances, via email or may send their queries at the Corporate Office address of the Company. We will endeavor to reply the queries at the earliest.

14. ABS Consultant Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All the shares related correspondence may be addressed at the following address:

ABS Consultant Pvt. Ltd.

Address: Stephen House, Room No. 99, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700001

Phone No: 033 22301043/22430153; Fax: 2243-0153; Email: absconsultant99@gmail.com

15. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website at https://sophiaexport.com/shareholders_service_request.php.

16. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, July 16, 2024 to Monday, July 22, 2024 (both days inclusive) for the purpose of the 40th AGM.

17. The Company has not recommended any Final Dividend nor declared any Interim Dividend during the year. Further, in pursuant to the provisions of Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the MCA. The said requirement does not apply to the shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. Accordingly, the unclaimed dividend with respective shares and dividend in respect of financial year 2016-17 is not due to transfer to the IEPF.

18. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at www.sophiaexport.com. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

19. Updation of PAN and other details

Pursuant to SEBI Master Circular dated May 17, 2023 ('SEBI Master Circular'), it is mandatory to furnish PAN, KYC details (i.e. postal address with pin code, e-mail address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1.

Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at https://sophiaexport.com/shareholders_service_request.php and furnish the requisite details.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA at absconsultant99@gmail.com in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

A communication is being sent by the Company to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at https://sophiaexport.com/shareholders_service_request.php to furnish the abovementioned details.

Further, relevant FAQs published by SEBI on its website can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

20. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that pursuant to aforesaid SEBI Master Circular, listed companies are mandated to issue securities in demat form only, while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 or Form ISR-5 (for transmission), the formats of which are available on the website of the Company at https://sophiaexport.com/shareholders_service_request.php. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

21. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to record additional details of Members, including their PAN details, e-mail

address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1. Members holding shares in physical form are requested to submit the filled-in form to the Company or to the Registrar in original as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or RTA.

22. Nomination Facility: As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register nomination or would want to opt-out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website. Members are requested to submit the said form(s) to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form quoting their folio no.
23. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated Share Certificate will be issued to such Members after making requisite changes. The consolidation will be processed in demat form.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

GENERAL INSTRUCTIONS AND GUIDELINES FOR ACCESSING AND PARTICIPATING IN THE 40TH AGM

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by 'The Institute of Company Secretaries of India' (ICSI) and Regulation 44 of Listing Regulations, the Company is providing Remote e-Voting facility to its Members in respect of the business to be transacted at the 40th AGM and facility for those Members participating in the 40th AGM to cast vote through ballot paper / poll paper during the 40th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as voting through ballot papers / poll paper on the date of the AGM will be provided.
- A person who has acquired the shares and has become a member of the Company and whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories after the dispatch of the Notice of the AGM and prior to the **Cut-off date i.e., Friday, July 12, 2024** shall be entitled to avail the facility of remote e-voting before AGM as well as voting through ballot papers / poll papers on the date of the AGM at the venue of the meeting. Any recipient of the Notice who has no voting rights as on the Cut-off date shall treat this Notice for informative purpose only.
- The remote e-voting period begins on **Friday, July 19, 2024 at 9:00 A.M.** and ends on **Sunday, July 21, 2024 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **Friday, July 12, 2024** may cast their vote electronically.
- The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., **Friday, July 12, 2024**.
- The members can opt for only one mode of voting i.e., remote e-voting or physical voting through poll paper at the meeting. In case of voting by both the modes, vote cast through remote e-voting, will be considered final and voting through physical voting at the meeting will not be considered.
- The facility for voting through Poll would be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

- 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, Delhi, as Scrutinizer to scrutinize the remote e-Voting process and voting through ballot / poll papers during the meeting in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of voting at the 40th AGM, unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes casted in favor or against, invalid votes, if any, and whether the resolution has been carried or not and such report shall then be sent to the Chairman of the meeting or a person authorized by him/her within the time prescribed under the Listing Regulations and / or the Act, who shall then countersign and declare the result of the voting forthwith.
- The Chairman shall at the end of discussion on the resolutions placed at the AGM on which voting is to be held allow voting with the assistance of the Scrutinizer by use of Polling Paper for all those members / proxies who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sophiaexport.com and at the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman of the meeting or a person authorized by him. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited. The results shall 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, India.

OTHER INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for Remote e-Voting for Individual Members (You) holding securities in Demat mode (NSDL / CDSL) are given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual Members holding securities in demat mode**

Pursuant to above said SEBI Circular on e-Voting facility provided by Company, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Members are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select

“Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. You can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Members holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be

	<p>able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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B) Login Method for e-Voting for members other than Individual Members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

	For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those members whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Narendra Dev, Assistant Manager at evoting@nsdl.com

Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in **physical mode** please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to info@sophiaexport.com and evoting@nsdl.com.
2. In case shares are held in **demat mode**, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) to info@sophiaexport.com and evoting@nsdl.com. If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual Members holding securities in demat mode.**
3. Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

By order of the Board of Directors

Delhi, May 27, 2024

**Lalit Agarwal
Director
DIN: 00109920**

**Shuchita Agarwal
Director
DIN: 00727700**

Explanatory Statement**For Item No. 3**

(Pursuant to Section 102 of the Act and other applicable provisions)

The Board on the recommendation of Nomination and Remuneration Committee had appointed Ms. Shuchita Agarwal as a Non-Executive Director of the Company, as approved by the shareholders in the Annual General Meeting of the Company, held on September 30, 2017.

In view of having a Board with an optimum combination of executive and non-executive Director in the Company, the Board may consider to change the designation / category of directorship of Ms. Shuchita Agarwal from Non-Executive Director to Executive Director. Except for the change in designation, all the other existing terms and conditions of her reappointment & remuneration as approved by the members, shall remain unchanged.

The disclosures including brief resume and other details prescribed under Regulation 36(3) of the Listing Regulations read with the provisions of the Secretarial Standard-2 on General Meetings issued by 'The Institute of Company Secretaries of India' are provided in Annexure A of the Notice, in abundant caution.

Except Ms. Agarwal being appointee and her spouse i.e. Mr. Romil Agarwal, Chief Executive Officer, none of the other Director(s) or Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the redesignation of Ms. Shuchita Agarwal from Non-Executive Director to Executive Director of the Company, effective from May 27, 2024 for approval of the members through Special Resolution set out at Item No. 3 of the Notice.

For Item No. 4

(Pursuant to Section 102 of the Act and other applicable provisions)

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (Board) at its meeting held on March 30, 2024 has appointed Ms. Divya Chawla (DIN:10568763) as an Additional Director (Non-Executive, Independent) of the Company for a first term of five (5) years effective from March 30, 2024, not liable to retire by rotation, subject to approval of the Shareholders of the Company.

The Company has received from Ms. Divya Chawla consents in writing to act as Directors in Form DIR-2 in pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and a declaration to the

effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. She does not hold any equity shares of the Company.

In terms of provisions contained under Section 160 of the Act and the rules made thereunder, a person who is not a retiring director in terms of Section 152 of the Act shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at the next General Meeting. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Divya Chawla for the office of Directors of the Company.

In the opinion of the Board, Ms. Divya Chawla is a person of integrity, possesses the relevant expertise / experience and balance of skills, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as a Non-Executive Independent Director and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms. Chawla has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The disclosures including brief resume and other details prescribed under Regulation 36(3) of the Listing Regulations read with the provisions of the Secretarial Standard-2 on General Meetings issued by 'The Institute of Company Secretaries of India' are provided in Annexure A to this Notice.

Except Ms. Chawla being appointee, none of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the appointment of Ms. Divya Chawla (DIN:10568763), effective from March 30, 2024 to March 29, 2029 for approval of the members through Special Resolution set out at Item No. 4 of the Notice.

For Item No. 5

(Pursuant to Section 102 of the Act and other applicable provisions)

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (Board) at its meeting held on May 27, 2024 has appointed Ms. Ankita Mathpal (DIN:10642403) as an Additional Director (Non-Executive, Independent) of the Company for a first term of five (5) years effective from May 27, 2024, not liable to retire by rotation, subject to approval of the Shareholders of the Company.

The Company has received from Ms. Ankita Mathpal consents in writing to act as Directors in Form DIR-2 in pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and a declaration to the

effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. She does not hold any equity shares of the Company.

In terms of provisions contained under Section 160 of the Act and the rules made thereunder, a person who is not a retiring director in terms of Section 152 of the Act shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at the next General Meeting. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Ankita Mathpal for the office of Directors of the Company.

In the opinion of the Board, Ms. Ankita Mathpal is a person of integrity, possesses the relevant expertise / experience and balance of skills, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as a Non-Executive Independent Director and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms. Mathpal has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The disclosures including brief resume and other details prescribed under Regulation 36(3) of the Listing Regulations read with the provisions of the Secretarial Standard-2 on General Meetings issued by 'The Institute of Company Secretaries of India' are provided in Annexure A to this Notice.

Except Ms. Mathpal being appointee, none of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the appointment of Ms. Ankita Mathpal (DIN:10642403), effective from May 27, 2024 to May 26, 2029 for approval of the members through Special Resolution set out at Item No. 5 of the Notice.

For Item No. 6

(Pursuant to Section 102 of the Act and other applicable provisions)

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013, the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities

premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of ₹ 25,00,00,000 /- (Rupees Twenty-Five Crores only) as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at item No.6 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at item no. 6 of the accompanying notice. The Board recommends the resolution at item no. 6 to be passed as Special Resolution.

By order of the Board of Directors

Delhi, May 27, 2024

Lalit Agarwal
Director
DIN: 00109920

Shuchita Agarwal
Director
DIN: 00727700

Additional details of director seeking appointment and / or re-appointment at the 40th AGM in terms of Regulation 36(3) of Listing Regulations and SS-2

Resolution No.	2 & 3	4	5
Name of Director	Ms. Shuchita Agarwal	Ms. Divya Chawla	Ms. Ankita Mathpal
Director Identification Number (DIN)	00727700	10568763	10642403
Designation	Executive & Promoter Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of First Appointment	August 14, 2017	March 30, 2024	May 27, 2024
Date of Birth	December 07, 1977	May 31, 1997	May 15, 1999
Nationality	Indian	Indian	Indian
Qualification	Ms. Agarwal is graduate in Commerce.	She is a qualified Company Secretary and holds degree in Bachelors in Commerce.	Ms. Mathpal holds degree in Bachelors in Commerce from University of Delhi.
Terms & conditions of appointment / reappointment	Pursuant to the provisions of Section 152 of the Act, Regulation 17 of Listing Regulations and other applicable provisions and as per the Company's Articles of Association.	As an Independent Director of the Company to hold office for a period starting from March 30, 2024 to March 29, 2029 and shall not be liable to retire by rotation.	As an Independent Director of the Company to hold office for a period starting from May 27, 2024 to May 26, 2029 and shall not be liable to retire by rotation.
Brief Profile including experience and expertise in specific functional area	Ms. Agarwal has almost 2 decades of experience in the field of business operations and administration. She has been instrumental in establishing the procurement & quality assurance standard for	Ms. Divya Chawla is an Associate Member of the Institute of Company Secretaries of India. She is into the Whole Time Practice. As a dedicated and experienced Company Secretary, she has hands on in various	Ms. Mathpal is a working Professional having a core experience in handling Secretarial Compliances and various registrations required by the Company. She holds brief knowledge of GST, Income Tax, IRDAI and

	the Company and has been actively involved in the administrative affairs of our Company.	comprehensive service areas, including Due Diligence, Governance, Risk, and Compliance (GRC), Term Sheet analysis, Forensic Audit, Insolvency and Bankruptcy Board of India (IBBI) SFA Valuation, and Agreement Reviewing. She has strong analytical and problem-solving skills. She has a keen eye for detail, a deep understanding of legal and regulatory frameworks, and a commitment to ensuring compliance and risk management.	RERA. She is having experience in working of due diligence.
Number of Equity Shares held in the Company	Nil	Nil	Nil
Number of Board Meetings attended during the F.Y 2023-24	Ms. Agarwal has attended all seven board meetings held during the F.Y 2023-24	She has attended the Board Meeting dated March 30, 2024.	Not eligible to attend the Board Meeting during the FY 2023-2024
Directorship held in other Companies	Ms. Agarwal holds other directorship in Tak Buildtech Private Limited.	Ms. Chawla holds other directorship in Advance Steel Tubes Limited.	Ms. Mathpal holds other directorship in Marda Commercial & Holdings Limited w.e.f. June 01, 2024.
Chairman of Committees	-	-	-
Member of Committees	She is a member of Audit Committee and Nomination and	She is a member of Audit Committee, Nomination and Remuneration	As on reporting date she is not member/chairman

	Remuneration Committee of the Company.	Committee and Stakeholders Relationship Committee of the Company.	in the Board's Committees.
Relationship with other Directors, Managers, and other Key Managerial Personnel	Ms. Agarwal is spouse of Romil Agarwal, Chief Executive Officer of the Company. Apart from above there is no other relationships between directors.	Not related to any of the Director(s), Managers, and Key Managerial Personnel of the Company.	Not related to any of the Director(s), Managers, and Key Managerial Personnel of the Company.
Details of remuneration last drawn	-	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Remuneration to be paid as per approval received.		
Affirmation w.r.t. SEBI Letter	She affirms that she is not debarred from holding the office by virtue of any SEBI Order or any other authority.		
Affirmation pursuant to provisions of Section 164 of the Companies Act, 2013	She confirms that she is not disqualified from holding the office of Director.		

By order of the Board of Directors

Delhi, May 27, 2024

Lalit Agarwal
Director
DIN: 00109920

Shuchita Agarwal
Director
DIN: 00727700

Form No. MGT-11**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the Sophia Exports Limited hereby appoints

Name :..... E-mail Id:.....

Address:.....

Signature:....., or failing him/her

Name :..... E-mail Id:.....

Address:.....

Signature:....., or failing him/her

Name :..... E-mail Id:.....

Address:.....

Signature:.....

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Sophia Exports Limited to be held on the Monday, 22nd day of July, 2024 at 10:30 A.M. at 81, Functional Industrial Estate, Patparganj, Delhi - 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

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.
2. To appoint Ms. Shuchita Agarwal (DIN: 00727700), who retires by rotation and being eligible, offers herself for reappointment as a director.

Special Business:

3. Change in category of Directorship of Ms. Shuchita Agarwal from Non-Executive to Executive Director
4. Appointment of Ms. Divya Chawla, (DIN:10568763) as a Non-Executive Independent Director
5. Appointment of Ms. Ankita Mathpal, (DIN: 10642403) as a Non-Executive Independent Director
6. To make Investment, Give Loans, Guarantees and Provide Securities under Section 186 of the Companies Act, 2013

Signature of Member(s) / Shareholder(s):

Signature of Proxy holder(s):

**Affix
Revenue
Stamp**

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

Attendance Slip for attending 40th Annual General Meeting of Sophia Exports Limited

ATTENDANCE SLIP – SOPHIA EXPORTS LIMITED

40th Annual General Meeting, Monday, July 22, 2024, 10:30 A.M.

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered member/proxy for the registered member of the Company and hereby record my presence at the 40th Annual General Meeting of the Company on Monday, July 22, 2024, 10:30 A.M. at 81, Functional Industrial Estate, Patparganj, Delhi -110092.

Member's/Proxy's name in Block Letters.....

Member's/Proxy's Signature.....

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Route Map

Venue of the 40th AGM : 81, Functional Industrial Estate, Patparganj, Delhi -110092



BOARD'S REPORT

To the Members of Sophia Exports Limited,

Your Board of Directors takes pleasure in presenting their Fortieth (40th) Annual Report on the business and operations of **Sophia Exports Limited** (hereinafter referred as “Company or Sophia”) together with the Audited Financial Statements for the year ended March 31, 2024.

Financial Performance of the Company

A summary of the Standalone financial performance of your Company for the financial year (FY) ended March 31, 2024 is as under:

Particulars	(₹ in 000)	
	2023-2024	2022-2023
REVENUE		
Revenue from Operations	6502.26	4080.00
Other Income	9270.71	6958.09
TOTAL INCOME	15772.97	11038.09
TOTAL EXPENSE OTHER THAN INTEREST AND DEPRECIATION	8337.40	6609.06
Earnings before Interest, Tax, and Depreciation (EBITDA)	7435.57	4429.03
Less: Finance Cost	4988.39	2005.54
Depreciation	1.17	1.32
PROFIT BEFORE TAX (PBT)	2446.01	2422.17
TOTAL TAX EXPENSES	599.07	833.37
PROFIT AFTER TAX (PAT)	1846.94	1588.80
OTHER COMPREHENSIVE INCOME / (LOSS)	1501.90	952.08
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	3348.84	2540.88
Earnings per Share – Basic (₹)	0.87	0.66
– Diluted (₹)	0.87	0.66

REVIEW OF BUSINESS AND OPERATIONS AND STATE OF YOUR COMPANY'S AFFAIRS

Sophia was incorporated in the year 1985 with an objective and to carry its business of and to act as agents, manufactures, distributors, representatives, traders, importers, exporters, entitlement negotiators, for manufacturing, buying selling etc. of various goods and articles. Currently, your Company is trading in various goods and providing services in the market and to its group companies.

Your Company seeks to develop and justify the reason of our existence through value creation in management and processes. Sophia's approach in managing the Company stands on the core values of

– Respect, Trust, Ownership and Integrated Teamwork. Sophia is working to strengthen its moves to achieve goals with the principles of being decisive, innovative, inspiring, empowering, dynamic and process driven to take its integrated approach forward. This is a fitting approach for an organization such as ours, where we interact and have intense relationships with a broad and diverse set of stakeholders.

The Company's revenue from operations for FY 2023-24 is ₹6,502.26 Thousand as compared to ₹4,080.00 Thousand in the previous year. Profit before tax for FY 2023-2024 is ₹2,446.04 Thousand as compared to ₹2,422.17 Thousand in the Previous Year while Company's Profit after Tax ₹1,846.94 Thousand as compared to ₹1,588.80 Thousand in the Previous Year.

Your Company's performance was improved in the FY 2023-2024 in comparison with the FY 2022-23; as the Company remains motivated and committed to consistently create value for our stakeholders while maintaining our strong leadership position. A detailed analysis of the overall performance is given in the Management Discussion & Analysis Report, forming part of this Report.

The Financial Statement of the Company for the FY 2023-24 are prepared in compliance with the applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), Accounting Standards and Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"). The Financial Statement has been prepared on the basis of the Audited Financial Statement of the Company approved by the Board of Directors in their meeting held on May 27, 2024. The Audited Financial Statement along with Auditors Report for the FY 2023-24 have been annexed to the Annual Report and also made available on the website of the Company which can be accessed at www.sophiaexport.com.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of the business of the Company.

RESERVES

The Company proposes to add ₹ 1,846.94 Thousand to retained earnings of the Company.

SHARE CAPITAL

As at March 31, 2024, the Authorised Equity Share Capital of the Company stands at ₹ 3,90,00,000 (39,00,000 Equity Shares of ₹ 10/- each) and the Paid-up Equity Share Capital of the Company is ₹ 3,85,35,000/- (38,53,500 Equity Shares of ₹ 10/- each).

There is no change in the Share Capital of the Company during the period under review. The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares to the Employees or Directors of the Company.

DIVIDEND

In order to conserve the resources of the Company for the good future prospects and growth, the Board of Directors taking this view and have decided not to distribute any dividend out of the reserves of the Company and therefore the Board of Directors of the Company has not recommended any dividend to the Shareholders.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

During the period under review and in pursuance to the provisions of Section 124 and 125 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company was not required to transfer the unclaimed and unpaid dividend amount and shares to the Investor Education and Protection Fund established by the Central Government.

DEPOSITS

The Company has not invited/accepted any deposits covered under Chapter V of the Act during the year ended March 31, 2024. There is no unclaimed or unpaid deposits as on March 31, 2024. Accordingly, no disclosure or reporting is required in respect of details relating to deposits covered under this Chapter.

ENVIRONMENT, HEALTH AND SAFETY

Environment, Health and Safety are among the core values of your Company. Employees are encouraged to report all incidents so that preventive actions can be taken to avoid any mishap. Environment sustainability is paramount to any industry and your Company is conscious of its responsibility towards the impact of its operations on the environment.

Your Company believes that healthy and hygienic work environment not only benefits the workforce but it also increases the productivity and works as a retention tool.

HOLDING, SUBSIDIARY, ASSOCIATE & JOINT VENTURE

During the period under review as on March 31, 2024, your Company does not have any Holding Company, Subsidiary Company, Associate Company or Joint Venture.

RISK MANAGEMENT

The Company's management systems, organizational structures, processes, standards and code of conduct together forms the risk management governance system of the Company and management of associated risks. Your Company's management monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

Your Company believes that managing risks helps in maximizing returns. The Company's approach in addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the Company is exposed to are financial risks, regulatory risks, human resource risks, strategic risks etc.

During the period under review, your Company was not mandatorily required to constitute the Risk Management Committee and adopted its policy in pursuant to Listing Regulations.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return (MGT-7) of the Company as on March 31, 2024 is available on Company's website and can be accessed at https://sophiaexport.com/annual_return.php.

CORPORATE SOCIAL RESPONSIBILITY

During the FY 2023-24, the provisions of Section 135 of the Act are not applicable on the Company as the Company has not crossed the threshold limits. Therefore, the Company was not required to constitute the Corporate Social Responsibility Committee nor spent any amount in the activities defined under Schedule VII of the Act. Accordingly, the Company has not made any Corporate Social Responsibility Policy.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH THE RELATED PARTIES

All Related Party Transactions entered into during FY 2023-24 were in the ordinary course of business and on arm's length basis. Prior omnibus approval is obtained for Related Party Transactions on an annual basis for the transactions which are planned / repetitive in nature. Related party transactions entered pursuant to the omnibus approval so granted are placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions which are of repetitive nature. All Related Party Transactions are placed before the Audit Committee for review and approval. No material Related Party Transactions were entered into during FY 2023-24 by the Company as defined in the Policy on Related Party Transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company and hence the same is not provided.

The policy on Related Party Transactions as approved by the Board is put up on the Company's website at https://sophiaexport.com/policy_on_related_party_transactions.php. There were no material significant related party transactions which could have potential conflict with interest of the Company at large.

In accordance with IND AS-24, your directors draw attention of the members to Note no. 33 & 34 to the Financial Statements which sets out the Related Party disclosures.

LOANS, GUARANTEES AND INVESTMENTS

There are no loans, guarantees or investments made by the Company under Section 186 of the Act during the year under review and hence the said provision is not applicable to the Company.

CONSERVATION OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The Information on energy conservation, technology absorption, foreign exchange earnings and outgo in accordance with the provisions of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in *Annexure - 'II'*, annexed to this Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion & Analysis Report, as stipulated under Regulation 34(2)(e) of the Listing Regulations, is presented in a separate Section, forming part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

The Board consists of optimum combination of Executive and Non-Executive Directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning. Detailed composition about the Board is disclosed in Corporate Governance Report. All the Directors have submitted relevant declarations, disclosures and other information as required under the Act and Listing Regulations.

Ms. Shuchita Agarwal (DIN: 00727700), Director of the Company, will retire at this 40th AGM and being eligible, has offered herself for re-appointment. The Board recommends her reappointment to the members in the ensuing AGM. Additionally, on the recommendations of Nomination and Remuneration Committee, the Board has accorded its approval to change the designation of Ms. Agarwal from the category of Non-Executive Director to Executive Director, subject to the approval of Members in the ensuing AGM.

During the period under review, Ms. Parveen Gupta (DIN:00180678) has tendered her resignation from the post of Directorship and Membership from the Board's Committees of the Company effective from March 30, 2024, and in consonance to this, the Board of Directors, on the recommendations of Nomination and Remuneration Committee, accorded its approval and Ms. Divya Chawla (DIN:10568763) was appointed as an Additional Director in the category of Non-Executive & Independent Director with effect from March 30, 2024 to hold office till the conclusion of this 40th AGM and has proposed and recommended for the approval of Members of the Company in the ensuing AGM for the appointment of Ms. Divya Chawla as a Non-Executive & Independent Director to hold office for a term upto March 29, 2029.

In addition to this, on the recommendation of Nomination and Remuneration Committee, the Board has proposed the appointment of Ms. Ankita Mathpal (DIN:10642403) as an Additional Director in the category of Non-Executive Independent Director effective from May 27, 2024 to hold office till the conclusion of the ensuing AGM, for the approval of Members of the Company in the 40th AGM i.e. to hold office for a term upto May 26, 2029.

Moreover, Ms. Divya Chawla and Ms. Ankita Mathpal has affirmed that she is not debarred from holding the office of Independent Director by virtue of any SEBI order or any other such Authority. Brief resume and other details of the Director(s) being appointed/re-appointed at the ensuing AGM as stipulated under Secretarial Standard-2 issued by The Institute of Company Secretaries of India and Regulation 36 of the Listing Regulations is separately disclosed in the Notice of this 40th AGM as annexed.

During the year under review, the Non-Executive Directors & Independent Directors had no pecuniary relationship or transactions with the Company, other than sitting fees, if any, and re-imburement of expenses incurred by them subject to the Board's approval for the purpose of attending meetings of the Board/Committees of the Company.

Key Managerial Personnel (KMPs)

In pursuance to the provisions of Section 2(51) and Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as on date, Mr. Romil Agarwal, Chief Executive Officer; Ms. Rachita Goyal, Chief Financial Officer and Ms. Akansha Rohatgi, Company Secretary & Compliance Officer are the Key Managerial Personnels of your Company.

During the period under review, there is no change in the KMPs.

Annual Evaluation by the Board of its own performance, its Committees and Individual Directors

Pursuant to the applicable provisions of the Act and Listing Regulations and in terms of Policy on Evaluation of Performance of Directors and the Board, the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of Board as mandated under the Act and Listing Regulations. In a separate meeting of Independent Directors, the performance of Non-Independent Directors and the Board as a whole and the Chairperson of the Company was evaluated taking into account the views of all the Directors. The criteria and manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Statement on declaration given by the Independent Directors

The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and as per the applicable provisions of Listing Regulations and there has been no change in the circumstances or situation which exist or may be reasonably anticipated that could impair or impact the ability of Independent Directors to discharge their duties with an objective independent judgment and without any external influence. The above declarations were placed before the Board and in the opinion of the Board all the Independent Directors fulfils the conditions specified under the Act and the Listing Regulations and are Independent to the Management.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance of Section 134(3)(c) read with section 134(5) of the Act, your Directors, based on representation received from management, confirms that:

- in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2024 and of the profit and loss of the Company for the year ended March 31, 2024;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;

- the Directors have laid down adequate internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively. Based on the framework of internal financial controls including the Control checks for financial reporting and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by the management and the relevant Board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the FY 2023-24; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MEETINGS OF BOARD AND ITS COMMITTEES

Meetings of Board and its Committees are held as per statutory requirements and as per business needs. A calendar of meetings is circulated in advance to the Directors to enable them to plan their schedule for effective participation in the meetings. During the year, the Board met Seven (7) times. The maximum intervening gap between the meetings was within the period prescribed under the provisions of Section 173 of the Act, Secretarial Standards – 1 (SS-1) issued by The Institute of Company Secretaries of India and Listing Regulations. For further details of Board / Committee Meetings including composition and attendance, please refer to the Corporate Governance Report, forms part of this Report.

As required under the Act, and the Listing Regulations, the Company has constituted these statutory Committees of the board: The Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee. A detailed note on the composition of the Board and its Committees is provided in the Corporate Governance Report.

AUDITORS:

Statutory Auditors and their Report

In pursuant to provisions of the Act, M/s. Kumar Chopra & Associates, Chartered Accountants (Firm Registration Number: 000131N) were appointed as Statutory Auditors of the Company at the 38th Annual General Meeting held on September 26, 2022 for a period of five consecutive years i.e. till the conclusion of 43rd AGM. M/s. Kumar Chopra & Associates have audited the Standalone Financial Statements of the Company for the financial year ended March 31, 2024. The Statutory Auditor's report provided by M/s. Kumar Chopra & Associates does not contain any qualifications, reservations, adverse remarks or disclaimers which would be required to be dealt within the Boards' Report.

Cost Auditors and Cost Audit Report

The Company is not required to appoint the Cost Auditors in pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as Company is not required to maintain the Cost Records as specified by the Central Government as per Section 148(1) of the Act.

Secretarial Auditors and Secretarial Audit Report

Section 204 of the Act requires every listed company to undertake Secretarial Audit and annex with its Board's Report a Secretarial Audit Report given by a Company Secretary in practice in the prescribed form. In line with the requirement of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with other applicable provisions, if any, the Board of Directors of the Company has appointed M/s Vipin Shukla & Company, Company Secretaries in Whole-time Practice to carry out Secretarial Audit for the Financial Year 2023-24.

The Secretarial Audit Report for the financial year ended March 31, 2024 are annexed as *Annexure – 'IV'* to this Report. This report is unqualified and self-explanatory and does not call for any further comments / explanations.

Internal Auditors

During the year under review, M/s. Jain S. & Associates, Chartered Accountants (Firm Registration Number 019665C) has acted as Internal Auditors of your Company. Audit observations, if any, given by Internal Auditors, corrective actions thereon are periodically presented to the Audit Committee of the Board.

INTERNAL FINANCIAL CONTROLS

In continuation to the above, the Company has internal financial controls commensurate to the size and nature of its business. The Company has policies and procedures in place for ensuring orderly and efficient conduct of its business and operations including adherence to the Company's policies, the safeguarding of its Assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The details of internal control systems are given in the Management Discussion & Analysis Report attached as *Annexure - 'III'* to this Report.

During the year under review, an external firm viz. M/s Jain S & Associates, Chartered Accountants, is engaged as Internal Auditors of the Company with the audit processes and procedures.

The Audit Committee has satisfied itself on the adequacy and effectiveness of the internal financial control systems laid down by the management. The Statutory Auditors have confirmed the adequacy of the internal financial control systems over financial reporting.

AUDITORS REPORT

The notes on the financial statement referred in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer for the FY 2023-24.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, none of the abovesaid Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in this Report.

MATERIAL CHANGES AND COMMITMENTS IN FINANCIAL POSITION

No material change or commitment has occurred after the close of the FY 2023-24 till the date of this Report, which affects the financial position of your Company. Your Company maintains appropriate internal control systems which also provide reasonable assurance of recording the transactions of all material aspects of our operations and of providing protection against significant misuse or loss of the Company's assets.

SIGNIFICANT OR MATERIAL ORDERS

There has been no significant and/or material order(s) passed by any Regulators or Courts or Tribunals impacting the going concern status of the Company and its future operations.

COMPLIANCE WITH SECRETARIAL STANDARDS OF ICSI

The Company has complied with the Secretarial Standard-1 on 'Meetings of the Board of Directors' and Secretarial Standard-2 on 'General Meetings' prescribed under the provisions of the Act as issued by 'The Institute of Company Secretaries of India'.

INDUSTRIAL RELATIONS

During the year under review, industrial relations remained harmonious at all our offices.

NOMINATION & REMUNERATION POLICY

The Board has on the recommendation of Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management, other employees and their remuneration thereon in pursuant to the provisions of Section 178 of the Act and Regulation 19 read

with Schedule II, Part D of the Listing Regulations. The Company's policy is available on the website of the company at https://sophiaexport.com/nomination_remuneration_policy.php.

PARTICULAR OF EMPLOYEES

Your Company believes that human resource is vital to the growth and sustainability of an organization. Your Company maintains healthy work environment at all levels in the organization and encourages the employees to contribute their best. The information required pursuant to Section 197(12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company is attached herein as *Annexure - 'V'*, forms part of this Report.

CORPORATE GOVERNANCE AND CODE OF CONDUCT

In accordance with Regulation 15(2)(a) of Listing Regulations "Companies having paid up equity share capital not exceeding ₹10 Crore and Net Worth not exceeding ₹25 Crore as on the last day of the previous financial year" are not mandatorily required to comply the provisions of Regulation 27 of the Listing Regulations. However, your company has generally made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the shareholders and the company are properly served. It has always been the company endeavors to excel through better corporate governance and fair and transparent practices and many of which has always been in place even before they were mandated by the law of land.

As a responsible corporate, the Company is committed to maintain the highest standards of Corporate Governance and believes in adhering to the best corporate practices. The declaration of Chief Executive Officer (CEO) confirming compliance with the 'Code of Conduct' by the members of the Board of Directors and Senior Management Personnel of the Company is forming part of the Corporate Governance Report.

A detailed Report on Corporate Governance pursuant to the requirements of Regulation 34 read with Schedule V of the Listing Regulations is attached as *Annexure - 'I'* to the Board's Report and forms part of this Report. A certificate from the Secretarial Auditor confirming compliance with the conditions of Corporate Governance, as stipulated in Clause E of Schedule V to the Listing Regulations is attached to the Corporate Governance Report.

VIGIL MECHANISM AND WHISTLEBLOWER POLICY

The Company is committed to the highest possible standards of openness, integrity and accountability in all its affairs and to providing a workplace conducive to open discussion of its business practices. The Company has laid out a policy through which the employees and other stakeholders can voice their concerns about suspected unethical or improper practices or violation of the Code of Conduct or complaints regarding accounting, auditing, internal controls or disclosure practices of the Company.

Protected disclosures can be made by a whistleblower through an e-mail or dedicated telephone line or letter to the Chairperson of Audit Committee. The said Policy was revised is made available on the website of the Company at https://sophiaexport.com/whistle_blower_policy.php. Senior leadership members at various occasions also emphasise the importance of adherence to the Company's Code of Conduct and its ethical ways of working.

PROVISIONS OF SEXUAL HARRASEMENT OF WOMEN AT WORKPLACE

The provisions of Sexual harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 is not attracted on the Company mandatorily. However, the Company has a voluntary adopted the policy towards Prevention of Sexual Harassment of Women Employees of the Company and has set up a mechanism for registering and prompt redressal of complaints received from all employees. Pursuant to the requirements of Section 22 of the said Act read with rules thereunder, the Company has not received any complaint of sexual harassment during the reporting period.

GENERAL DECLARATIONS

- During the period under review, no application is made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
- During the period under review the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable on the Company.
- **Transfer of shares only in demat mode**
As per SEBI norms, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. Further, SEBI vide its circulars has notified that all request for duplicate issuance, splitting and consolidation requests will be processed in a demat mode only.
- **Updating KYC details common and simplified norms for processing investor's service**
The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023; superseding the Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and subsequent clarification vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated furnishing of PAN, KYC details and nomination by holders of physical securities. Members are requested to submit their PAN, KYC and nomination details to the Company's RTA through the forms.

CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or future outlook may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statements.

ACKNOWLEDGEMENT

Your Directors hereby acknowledge the dedication, loyalty, hard work, solidarity and commitment rendered by the employees of the Company during the year. They would also like to place on record their appreciation for the continued cooperation and support received by the Company during the year from bankers, financial institutions, government authorities, business partners, shareholders, vendors, customers and other stakeholders without whom the overall satisfactory performance would not have been possible and for the confidence reposed in the Company and its management and look forward to their continued support.

**By order of the Board of Directors
For Sophia Exports Limited**

Delhi, May 27, 2024

**Lalit Agarwal
Director
DIN: 00109920**

**Shuchita Agarwal
Director
DIN: 00727700**

Annexure - I to Board's Report

Corporate Governance Report

CORPORATE GOVERNANCE PHILOSOPHY

At Sophia Exports Limited, Corporate Governance has been an integral part of the way we are doing our business. As a good corporate, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long-term success. The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. Company's Board is committed to the creation of long-term sustainable value for the benefit of all stakeholders. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last.

In accordance with Regulation 15(2)(a) of Listing Regulations, "Companies having paid up equity share capital not exceeding ₹10 Crore and Net Worth not exceeding ₹25 Crore as on the last day of the previous financial year" are not mandatorily required to comply the provisions of Regulation 27 of the Listing Regulations. However, your company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the shareholders and the Company are properly served. It has always been the company endeavors to excel through better corporate governance and fair and transparent practices and many of which has always been in place even before they were mandated by the law of land.

We, at Sophia Exports Limited are committed to good corporate governance and its adherence to the best practices of true spirits at all times. Our corporate governance philosophy rests on five basic tenets viz., Board's Accountability, Value Creation, Strategic Guidance, Transparency and equitable treatment to all stakeholders.

Your Company has voluntarily adopted the majority of requirements as stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations as applicable with regard to corporate governance as prescribed by the SEBI.

Your Company's governance structure broadly comprises of its Board of Directors, Board's designated Committees and the Executive Management. A Report on compliance with the principles of Corporate Governance as prescribed by the SEBI in Listing Regulations is given below:

BOARD OF DIRECTORS

The Board is accountable to shareholders and other stakeholders and is responsible for protecting and generating sustainable value over the long term. In fulfilling their role effectively, Board of Directors of the Company:

- guide, review and approve corporate strategy and financial planning, including major capital expenditures, acquisitions and divestments;
- monitor the effectiveness of the company's governance practices, environmental practices, and social practices, and adhere to applicable laws;
- embody high standards of business ethics and oversee the implementation of codes of conduct that engender a corporate culture of integrity;
- oversee the management of potential conflicts of interest, such as those which may arise around related party transactions;
- oversee the integrity of the company's accounting and reporting systems, its compliance with internationally accepted standards, the effectiveness of its systems of internal control, and the independence of the external audit process;
- oversee the implementation of effective risk management and proactively review the risk management approach and policies annually or with any significant business change;
- ensure a formal, fair and transparent process for nomination, election and evaluation of directors;
- develop succession plans;
- align senior management remuneration with the longer-term interests of the company and its shareholders; and
- conduct an objective board evaluation on a regular basis, consistently seeking to enhance board effectiveness.

The role of the board includes responsibilities for entrepreneurial leadership, risk management, strategy, securing the necessary financial and human resources and performance review. The board also sets the company's values and standards, and ensures it meets its obligations to shareholders and others.

The Board's decisions and actions are aligned with the company's best interests. It is committed to the goal of sustainably elevating the Company's value creation. The board critically evaluates the company's strategic direction, management policies and their effectiveness. It acts on an informed basis and in the best interests of the Company with good faith, care and diligence for the benefit of shareholders while having regard to all relevant stakeholders.

Board Composition and other details of Directors

In terms of Regulation 15(2)(a) of Listing Regulation, your company is exempted to have the composition of the Board in terms of Regulation 17 and Regulation 17A of Listing Regulations. In terms of Section 149 of the Act, the Company is having the optimum combination of Executive and Non-Executive Directors including a Woman Directors at its Board. The Board has diversity in terms of age, expertise, domain experience, gender etc. Their Composition with other details is stated below. The Board of Directors takes into account the interest of all Stakeholders while discharging its responsibilities and provides leadership and guidance to the Company's management while discharging its fiduciary responsibilities thereby ensuring that the management adheres to the high standards of ethics, transparency and disclosures. The skills, expertise and competencies of the Directors as identified by the Board in the context of business of the Company, are provided in this Report. These skills, expertise and competencies are available in the present mix of the Directors of the Company.

In terms of the provisions of the Act and the Listing Regulations, the Directors of the Company submit necessary disclosures regarding the positions held by them on the Board and / or the Committees of other companies with changes therein, if any, on a periodical basis.

The composition of the Board and other details of the Directors as at March 31, 2024:

Name of Directors & DIN	Nature and Category of Directorship	Directorships in other Listed Entities and Category of Directorships	No. of other Directorships and Committees' Chairmanships and Memberships in Indian Public Companies		
			Other Directorship*	Committees Chairmanship	Committees Membership
Mr. Lalit Agarwal (DIN:00109920)	Non-Executive & Promoter Director	<ul style="list-style-type: none"> • Advance Steel Tubes Limited: Non - Executive Director & Non-Independent Director • Marda Commercial & Holdings Ltd: Non - Executive Director & Non-Independent Director 	2	-	5

Mr. Ramesh Kumar Bissa (DIN:00586715)	Non-Executive & Independent Director	• Marda Commercial & Holdings Ltd: Non - Executive Director & Independent Director	1	4	1
Ms. Shuchita Agarwal (DIN:00727700)	Non-Executive & Promoter Director	-	1	-	1
Ms. Divya Chawla (DIN:10568763)	Non-Executive & Independent Director	• Advance Steel Tubes Limited: Non - Executive Director & Independent Director	-	-	3

Committees considered for the purpose are those prescribed under Regulation 26 of the Listing Regulations viz. Audit Committee and Stakeholders Relationship Committee of Public Limited Companies including Sophia Exports Limited.

None of the Directors was/is a member of more than 10 Committees or Chairman of more than 5 Committees across all listed companies in which he/she is a director.

** The directorships held by Directors, as mentioned above includes Directorships in Indian Public Companies only and do not include the directorships held in Section 8 Companies, Private Limited Companies, Limited Liability Partnership and Sophia Exports Limited.*

Number of Board Meetings

The Company holds at least four Board Meetings in a year within a maximum time gap of one hundred and twenty (120) days between two meetings, inter alia, to review the Financial Results. Besides these, additional Board Meetings are convened as per business needs of the Company. All Directors on the Board are free to suggest any item(s) for inclusion in the agenda for consideration of the Board. Directors are expected to attend Board and Committees Meetings, spend the necessary time and meet as frequently as the situation warrants to properly discharge their responsibilities.

Meetings of the Board are held generally at Corporate Office of the Company. During the year, the Board met Seven (7) times on April 08, 2023, May 30, 2023, August 08, 2023, August 26, 2023, November 07, 2023, February 03, 2024 and March 30, 2024.

All material information was circulated to the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board in the prescribed law. Agenda papers are shared electronically and / or physically to the Directors, before the meetings with in the stipulated time. Comments, if any, by the Board Members / Committee Members in the draft minutes of the Board and Committee meetings were noted by the Board and / or Board's Committee in its next Meeting.

Details of attendance of the Board of Directors

Details of attendance of the Board of Directors in the Board meetings held during the FY 2023-2024 including the last Annual General Meeting held on September 23, 2023 are as follows:

S. No.	Name of Director	No. of Board Meetings held during the FY 2023-2024							Whether Last AGM Attended?	% of meeting attended during the year	
		08.04.2023	30.05.2023	08.08.2023	26.08.2023	07.11.2023	03.02.2024	30.03.2024			
1	Mr. Lalit Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100	
2	Ms. Parveen Gupta	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100	
3	Mr. Ramesh Kumar Bissa	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100	
4	Ms. Shuchita Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100	
5	Ms. Divya Chawla	Not Eligible to attend the Meetings							Yes	Not Eligible to attend the Meeting	14.29

Shareholding of Directors

As per the declaration made to the Company by all the directors about their shareholding, Mr. Lalit Agarwal, Non-Executive Director of the Company is holding 2,20,000 Equity Shares in the Company. Except Mr. Lalit Agarwal, no other Non-Executive Directors of the Company held any of the shares.

During the year, the Company has not issued any convertible instruments.

Relationship between Directors and Key Managerial Personnel

Ms. Rachita Agarwal (Chief Financial Officer) is daughter in law of Mr. Lalit Agarwal. Ms. Shuchita Agarwal (Director) is spouse of Mr. Romil Agarwal (Chief Executive Officer).

Except this, there is no inter-se relationships among the Directors and Key Managerial Personnel.

Independent Directors

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act, along with the rules framed thereunder, including any amendments thereto. Mr. Ramesh Kumar Bissa, Ms. Divya Chawla (appointed w.e.f. March 30, 2024), Ms. Parveen Gupta (resigned w.e.f. March 30, 2024) and Ms. Ankita Mathpal (DIN:10642403) (appointed w.e.f. May 27, 2024) are Independent Directors of your Company. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors of the Company have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA'). All the Independent Directors have requisite knowledge of business, in addition to the expertise in their area of specialization. None of the Independent Directors of the Company serves as an Independent Director in more than seven listed companies. The terms and conditions of appointment of Independent Directors are posted on the Company's website.

Meeting of Independent Directors

During the year, a separate meeting of the Independent Directors was held on May 30, 2023 as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations without the attendance of Non-Independent Directors and members of the management. All the eligible Independent Directors i.e. Ms. Parveen Gupta and Mr. Ramesh Kumar Bissa on the said date has attended the meeting.

The Independent Directors, inter alia, discussed and reviewed performance of Non-Independent Directors, the Board as a whole, Chairman of the Board and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties. In addition to formal meetings, frequent interactions outside the Board Meetings and Committee Meetings were also take place between the Independent Directors and with the Board.

Induction and Familiarization Programmes for Independent Directors

The Board of Directors have formulated the familiarization program for Independent Directors for understanding of their roles, rights, responsibilities in the Company, updates on the nature of the industry in which the Company Operates, Business Model, Company's performance and future outlook

related to business, operations, expansion, strategy, budgets, financial statements, besides relevant regulatory updates.

These include orientation programmes upon induction of new Directors as well as other initiatives to update the Directors on a continuous basis. The new Directors of the Company are provided with an induction kit which includes the Annual Report, overview of the Company, charters of the Committees, annual calendar of Board and Committee Meetings, Code of Conduct, Company's Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, etc.

The Company has also adopted a structured programme for orientation and training of Independent Directors at their joining and on time-to-time basis so as to enable them to understand the Company's operations, business industry and environment. The web link for the details of Familiarization Programmes imparted to Independent Directors on cumulative hourly basis may be accessed at <https://www.sophiaexport.com/details-famili.html>.

Tenure of Independent Directors

The maximum tenure of Independent Directors is upto five consecutive years from the date of their appointment. The date of appointment, reappointment and tenure of the Independent Directors as on date of report are given below:

S. No.	Name of Independent Directors	Date of Appointment / Reappointment	Date of Completion of Tenure
1	Ms. Parveen Gupta	30/09/2015	30/09/2025
2	Mr. Ramesh Kumar Bissa	30/09/2014	30/09/2024
3	Ms. Divya Chawla	30/03/2024	29/03/2029
4	Ms. Ankita Mathpal	27/05/2024	26/05/2029

During the period under review, Ms. Parveen Gupta tendered her resignation from the post of Independent Director effective from March 30, 2024.

Ms. Divya Chawla and Ms. Ankita Mathpal are appointed as Additional Independent Directors of the Company by the Board of the Directors on the recommendations of Nomination and Remuneration Committee in their respective meetings held on March 30, 2024 and May 27, 2024, subject to the approval of the Members of the Company in the ensuing Annual General Meeting.

Matrix highlighting core skills / expertise / competencies of the Board of Directors

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills/ expertise / competencies are available with the Board Members:

- Business experience
- Industry knowledge
- Professional Skill and Qualification
- Behavioral Competencies including integrity and high ethical standard

Further, the Board of Directors has identified the aforementioned skills/expertise/competencies possessed by each member of the Board. In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills / expertise / competencies.

Name of Director	Areas of Skills / Expertise / Competencies			
	Business Experience	Industry Knowledge	Professional Skill & Qualification	Behavioral Competencies including integrity and high ethical standard
Mr. Lalit Agarwal	√	√	-	√
Ms. Divya Chawla	-	-	√	√
Mr. Ramesh Kumar Bissa	-	√	√	√
Ms. Shuchita Agarwal	√	√	-	√
Ms. Ankita Mathpal	-	-	√	√

COMMITTEES OF BOARD

The Board of Directors has constituted various Committees with specific terms of reference to ensure effective working of the Company and in compliance with the provisions of the Act, rules framed thereunder, Listing Regulations and other applicable regulations of SEBI. These Committees operates as empowered agents of the Board of Directors. There are various Committees of the Board of Directors which have been entrusted with adequate powers to discharge their roles & responsibilities.

The Company currently has three (3) Committees of the Board, namely, Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. These Committee meetings are often held, as and when required and the minutes of these Committees are circulated to the Board for noting. The Chairman of the respective Committee(s) brief the Board about the summary of the discussions held in the Committee Meetings. The Board Committees request special invitees to join the meeting, as and when appropriate. Recommendations made by these Committees have been accepted by the Board. The Company Secretary officiates as the Secretary of the Committees.

The brief description of terms of reference and composition including other details of these Committees are as follows:

1. Audit Committee

The management is responsible for the company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audit of the company's financial statements in accordance with generally accepted auditing practices and for issuing report based on such audit. The Board of Directors has constituted and entrusted the Audit Committee with the responsibility to supervise these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting. All members of the Audit Committee are financially literate and a majority has accounting or financial management expertise.

Terms of Reference of Audit Committee

The role, power and terms of reference of the Audit Committee as per Section 177 of the Act, Regulation 18 read with Part C of Schedule II of Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015 are as follows:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment for any other service(s) rendered by the statutory auditors;

- Reviewing with the management and examination of the annual financial statements and the auditor's report thereon before submission to the Board of Directors for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of Section 134(3)(c) of the Act;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management; significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- Reviewing with the management the quarterly financial statements before submission to the Board of Directors for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter, if required;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions with related parties including omnibus approval for related party transactions;
- Scrutiny of inter- corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management performance of statutory and internal auditors and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- Look into the reasons for substantial defaults in the payment to shareholders, creditors etc.;
- Reviewing the functioning of whistle blower mechanism;

- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (amended time to time), atleast once in a financial year and verify that the systems for internal controls are adequate and are operating effectively;
- The Audit Committee is also required to review the management decisions and analysis of financial condition and results of operations, statement of significant related party transactions, management letters / letters of internal control weaknesses issued by the internal auditors, internal audit reports relating to internal control weaknesses, the appointment, removal and terms of remuneration of the chief internal auditor;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary;
- To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its Shareholders; and
- Discharge any other duties or responsibilities as may be prescribed by the applicable laws and any other function as is mentioned in the terms of reference of the Audit Committee or as may be delegated by the Board from time to time.

Further, pursuant to Regulation 18(2)(c) of the Listing Regulations, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other Independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

Composition of Audit Committee

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Act. During the year under review, the committee met five times on May 30, 2023; August 08, 2023; November 07, 2023, February 03, 2024 and March 30, 2024. All the members of the audit Committee are financially literate. Mr. Ramesh Kumar Bissa, the Chairman, has expertise in accounting and financial management. The Chairman attended the last annual general meeting to answer shareholders' queries. The composition of the Committee as on date of report and the details of meetings attended by the members during the period under review are given below:

Name of Director	Designation	Category	No. of meetings during the FY 2023-2024	
			Held	Attended
Mr. Ramesh Kumar Bissa	Chairman	Non-Executive & Independent Director	5	5
Mr. Lalit Agarwal	Member	Non-Executive Director	5	5
Ms. Parveen Gupta*	Member	Non-Executive & Independent Director	5	5
Ms. Shuchita Agarwal	Member	Non-Executive Director	5	5
Ms. Divya Chawla**	Member	Non-Executive & Independent Director	Not Eligible to attend the Meeting	

*Ceased to be a member effective from March 30, 2024.

**Appointed as a member effective from March 30, 2024.

The gap between two Audit Committee Meetings did not exceed 120 days. Necessary quorum was present at the above Meetings. Chief Executive Officer and Chief Financial Officer are permanent invitees to the Audit Committee's meetings. The representatives of Statutory Auditors and Internal Auditors and other executives, as desired by the Committee, attended the meetings as invitees.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, performance, independence, diversity and knowledge on the Board and for drawing up selection criteria, and appointment / reappointment procedures for both internal and external appointments. The Committee is also entrusted to frame its policies.

Terms of Reference of Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee are in accordance with the provisions of Section 178 of the Act, Regulation 19 read with Part D of Schedule II of the Listing Regulations.

The role of the Committee includes;

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the

remuneration of the Directors, key managerial personnel and other employees of the Company;

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Directors including Independent Directors and the Board of Directors;
 - Specifying the manner for effective evaluation of performance of the Board of Directors, its committees and individual Directors of the Company to be carried out either by the Board of Directors or by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
 - Devising a policy on diversity of Board of Directors;
 - Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
 - Recommending to the Board of Directors all remuneration, in whatever form, payable to senior management of the Company;
 - Determining whether to extend or continue the term of appointment of an Independent Director of the Company, on the basis of the report of performance evaluation of Independent Directors of the Company; and
 - Discharge any other duties or responsibilities as may be prescribed by the applicable laws and any other function as is mentioned in the terms of reference of the Nomination and Remuneration Committee or as may be delegated by the Board from time to time.

Composition of Nomination and Remuneration Committee

The Committee is constituted in accordance with the provisions of Regulation 19 of the Listing Regulations and the provisions of Section 178(1) of the Act. During the year under review, the committee met 2 (two) times on May 30, 2023 and March 30, 2024. Mr. Ramesh Kumar Bissa, Chairman, attended the last Annual General Meeting of the Company.

The composition of the Committee as on date of report and the details of Meetings attended by the Chairman and Members during the year under review are given below:

Name of Director	Designation	Category	No. of meetings during the FY 2023-2024	
			Held	Attended
Mr. Ramesh Kumar Bissa	Chairman	Non-Executive & Independent Director	2	2
Mr. Lalit Agarwal	Member	Non-Executive Director	2	2
Ms. Parveen Gupta*	Member	Non-Executive & Independent Director	2	2
Ms. Shuchita Agarwal**	Member	Non-Executive Director	2	1
Ms. Divya Chawla***	Member	Non-Executive & Independent Director	Not Eligible to attend the Meeting	

*Ceased to be member effective from March 30, 2024

**Appointed as a member effective from August 08, 2023, therefore not eligible to attend the meeting held on May 30, 2023.

***Appointed as a member effective from March 30, 2024

Performance Evaluation

During the year, the Board conducted a formal annual evaluation mechanism for evaluating its performance as well as that of its committees and individual Directors, including the Chairman of the Board. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. The criteria to evaluate the performance of the Board, Committees, Independent Directors and Non-Independent Directors commonly & majorly were; a) Board Composition, size, mix of skills, experience and capabilities required for the role; b) Attendance and deliberation in the meetings; c) Contribution / suggestions for effective functioning, development of strategy, board process, conflict of interest, polices and others.

Performance of the Chairperson was evaluated by the Independent Directors after taking into account the views of all the Directors on the parameters such as Demonstration of effectiveness of leadership and ability to steer the Meetings, Impartiality, Commitment, Ability to keep shareholders' interests in mind, Quality of discussions at the Board meetings, Use of time and overall efficiency of Board meetings, etc.

Directors were evaluated individually by the Board of Directors (except the Director himself / herself) on the parameters such as his / her preparedness at the Board meetings, Attendance at the Board meetings, Competency, Fulfilment of Functions, Ability to function as a team, Initiative,

Integrity, Participation in Committee and General Meetings, Ability to act Objectively and Constructively, Abuse of position, Quality of contributions at the Board meetings, application of knowledge and experience while considering the strategy, etc.

Independent Directors were additionally evaluated for their performance and fulfillment of criteria of independence, balance of skills, knowledge, experience on the Board and their independent judgment and independence from the Management. A Separate meeting of Independent Directors was also held to review the performance of Chairman of the Board and Non-Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

Outcome of the evaluation was submitted to the Chairman of the Board. The Chairman briefed the outcome of the performance evaluation to the Board in its meeting.

Remuneration of Directors

During the period under review, the Company has paid the sitting fees of ₹10,000 to its Non-Executive and Independent Directors of the Company. The Company does not have any stock option scheme.

Criteria for making payment to Non-Executive Directors

The Company considers the time and efforts put in by the Non-Executive Directors in deliberations at Board / Committee meetings. They are remunerated by way of sitting fees for attending meetings of the Board and Committees thereof. The criteria have been defined in the Nomination and Remuneration Policy of the Company. The same is displayed on Company's website at https://sophiaexport.com/criteria_of_payment.php.

During the FY 2023-24, the Non-Executive Directors did not have any other pecuniary relationship or transactions with the Company except their holdings along with their immediate relatives in shares of the Company, as applicable, as on March 31, 2024:

Name of Non-Executive Directors	Number of Share held by Non-Executive Directors and their relatives
Mr. Lalit Agarwal	220000 Equity Shares held by himself 161200 Equity Shares held by his Son i.e. Mr. Suyash Agarwal (Promoter Shareholder of Company)
Ms. Shuchita Agarwal	370000 Equity Shares held by her Spouse i.e. Mr. Romil Agarwal (Promoter Shareholder and Chief Executive Officer of Company)

(Executive Director subject to the approval of the Members in the ensuing AGM)	
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3. Stakeholders Relationship Committee

The Stakeholders Relationship Committee oversees various activities that lead to improve and effective shareholder services like review of adherence to the service standards adopted for shareholder services, measures taken for reducing the timelines for redressal of shareholders and investor's grievances, transfer / transmission of shares, issue of duplicate share certificates, dematerialisation / rematerialisation of shares and other related matters. The Committee meets as often as required. Your Company has not received any service requests pertaining to transfer, transmission etc.

Terms of Reference of Stakeholders Relationship Committee

The terms of reference of the Stakeholders Relationship Committee are in accordance with the provisions of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations.

The role of the Committee includes;

- Resolving the grievances of the stakeholders of the Company, including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate shares certificates etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent of the Company;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company and approve, from time to time; and;
- Discharge any other duties or responsibilities as may be prescribed by the applicable laws and any other function as is mentioned in the terms of reference of the Stakeholders Relationship Committee or as may be delegated by the Board from time to time.

Composition of Stakeholders Relationship Committee

The Committee is constituted in accordance with the provisions of Regulation 20 of the Listing Regulations read with Section 178(5) of the Act. During the year under review, the committee met 5 (five) times on May 30, 2023; August 08, 2023; November 07, 2023, February 03, 2024 and March 30, 2024. Mr. Ramesh Kumar Bissa, Chairman, attended the last Annual General Meeting of the Company to address the Shareholders Queries.

The composition of the Committee as on date of report and the details of Meetings attended by the Chairman and Members during the year under review are given below:

Name of Director	Designation	Category	No. of meetings during the FY 2023-2024	
			Held	Attended
Mr. Ramesh Kumar Bissa	Chairman	Non-Executive & Independent Director	5	5
Mr. Lalit Agarwal	Member	Non-Executive Director	5	5
Ms. Parveen Gupta*	Member	Non-Executive & Independent Director	5	5
Ms. Shuchita Agarwal	Member	Non-Executive Director	5	5
Ms. Divya Chawla**	Member	Non-Executive & Independent Director	Not Eligible to attend the Meeting	

*Ceased to be member effective from March 30, 2024

**Appointed as a member effective from March 30, 2024

Investor Grievances / Complaints

During the year under review, the status of investor complaints is as follows:

No. of Investor Complaints			
Opening Balance	Received	Solved	Pending
Nil			

Compliance Officer

As on March 31, 2024, Ms. Akansha Rohatgi, Company Secretary of the Company is the Compliance Officer in terms of Regulation 6 of Listing Regulations.

SENIOR MANAGEMENT

As at March 31, 2024, Ms. Rachita Goyal, Chief Financial Officer and Ms. Akansha Rohatgi, Company Secretary & Compliance Officer of the Company are the Senior Management of the Company in terms of Regulation 16 (1) (d) of the Listing Regulations.

GENERAL BODY MEETINGS:

Details of the last three Annual General Meetings of the Company are as under:-

Financial Year	Day, Date & Time	Venue / Location	Special Resolutions Passed
2020-2021	Thursday September 30, 2021 04:00 P.M.	81, Functional Industrial Estate, Patparganj, Delhi -110092	None
2021-2022	Monday September 26, 2022 12:30 P.M.	81, Functional Industrial Estate, Patparganj, Delhi -110092	None
2022-2023	Saturday September 23, 2023 10:30 A.M.	81, Functional Industrial Estate, Patparganj, Delhi -110092	<ul style="list-style-type: none"> • To approve borrowing limits of the Company • Creation of security on the properties of the Company both present and future in favour of lenders

During the year, no special resolution was passed through postal ballot. There is no immediate proposal for passing a resolution through postal ballot.

MEANS OF COMMUNICATION

- All price-sensitive information and matters that are material to shareholders in pursuant to the Listing Regulations and other applicable laws are disclosed to the concerned Stock Exchange i.e., Metropolitan Stock Exchange of India Limited. They are also displayed on the Company's website at www.sophiaexport.com.
- Information like Quarterly / Half Yearly / Annual Financial Results, documents and information, related on significant developments in the Company made available and uploaded from time to time. Further, the Financial Results are published within the timeline stipulated under the Listing Regulations in the leading newspapers viz. The Financial Express (English) and Jansatta (Hindi). They are also hosted on the website of the Company at www.sophiaexport.com.

- Various sections of the Company’s website www.sophiaexport.com, keep the investors updated on material developments of the Company by providing key and timely information like details of directors, financial results, annual reports, various policies of the Company, composition of various committees of the board of directors, terms and conditions for appointment of Independent Directors, information to shareholders including forms and procedures on various aspects, separate tabs for significant events. A separate section for “Disclosures under Regulation 46 of the Listing Regulations” is created for the ease and convenience of the stakeholders and as mandated by the Stock Exchange under the link https://sophiaexport.com/disclosures_under_regulation_46.php.
- Company do update to its stakeholders about forms, processes and procedures as mandated and applicable to them for their necessary actions. The Company has also sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. The prescribed formats are available on the Company’s website under the link at https://sophiaexport.com/shareholders_service_request.php.
- Dispute Resolution Mechanism at Stock Exchanges (SMART ODR): SEBI vide its Circular dated May 30, 2022 provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this Circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its RTA on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
- During the period under review, the Company is not required to display any official news releases, investor’s meets and presentations made to the institutional investors or to the analysts.

GENERAL SHAREHOLDER(S) INFORMATION: -

Particulars	General Shareholder Information
Date	July 22, 2024
Day	Monday
Time	10:30 A.M.
Venue	Corporate Office of the Company situated at 81, Functional Industrial Estate, Patparganj, Delhi-110092
Financial Year	1 st April to 31 st March
Date of Book Closure	July 16, 2024 to July 22, 2024
Dividend payment date	Not Applicable
Listing on Stock Exchange	Listed at Metropolitan Stock Exchange of India Limited (MSEIL) located at Vibgyor Towers, 4 th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098 (Symbol: SOPHIA)

	The Annual listing fees for equity shares have been paid to the aforesaid Stock Exchange for FY 2024-25 before the due date.
Demat ISIN Number for Equity Shares	INE948E01014
Market Price Data	Though the Shares of the Company are listed with MSEI and are not traded among Shareholders hence market price data is not available.
Performance in comparison to board -based indices	As such to the best our information, no exchange quote is available for the Current Year.
Suspension of Securities	Not Applicable
Registrar to an issue and Share Transfer Agents	<p>ABS Consultant Pvt. Ltd. SEBI Registration No.: INR000001286 CIN: U74140WB1991PTC053081 Registered Address: 4 B B D Bag (East), Stephen House, R. No. 99, 6th Floor, Kolkata, West Bengal 700001, India Contact No.: 09339384226 Email ID: absconsultant99@gmail.com Website: www.absconsultant.in</p>
Share Transfer System and other related matters	<p>Shareholders' service requests are handled by Registrar and Share Transfer Agent and are affected timely, if all the documents are valid and in order.</p> <p>Members holding equity shares of the Company in physical form are requested to get their equity shares converted into demat / electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.</p> <p>The Company has obtained a yearly certificate from a Company Secretary in Practice confirming the issue of share certificates for transfer, sub-division, and consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of Listing Regulations. Further, the Compliance Certificate under Regulation 7(3) of the Listing Regulations, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the SEBI is also submitted to the Stock Exchange on yearly basis.</p> <p>The shareholders may also write to the Company at its registered office for any grievances / share transfer related matters to enable the Company to get the matter sorted out expeditiously.</p>

Address for Correspondence / Plant Locations	Registered Office: 4973/201, Pahtak Badal Bage, Hauz Qazi, Delhi – 110006, India Corporate Office: 81, Functional Industrial Estate, Patparganj, Delhi – 110092, India Plant Location: – Telephone No.: 011-43041400 / 455 Email: info@sophiaexport.com																				
Outstanding Global Depository Receipts (GDR) / American Depository Receipts (ADR) / Warrants or any Convertible Instruments that likely may impact on equity.	The Company does not have outstanding Global Depository Receipts (GDR) / American Depository Receipts (ADR) / Warrants or any Convertible Securities or instruments that likely may impact on equity.																				
Disclosure on Commodity Price Risk or Foreign Exchange Risk and Hedging Activities	The Company has in place a mechanism to inform the Board members about the Risk assessment, mitigation plans and periodical reviews faced by the Company. Risk based internal audit plan is approved by the Audit Committee which also reviews adequacy and effectiveness of the Company's internal financial controls. The Audit Committee is periodically briefed on the steps taken to mitigate the risks. The Company does not indulge in commodity hedging activities.																				
Credit Rating	Not Applicable																				
Distribution of Shareholding / Shareholding Pattern as at March 31, 2024																					
Following is the Shareholding Pattern of the Company as at March 31, 2024:																					
<table border="1"> <thead> <tr> <th data-bbox="185 1394 576 1478">Category of Shareholders</th> <th data-bbox="597 1394 808 1478">No. of Shareholders</th> <th data-bbox="813 1394 1117 1478">No. of fully paid up equity shares held</th> <th data-bbox="1122 1394 1469 1478">No. of equity shares held in dematerialized form</th> </tr> </thead> <tbody> <tr> <td data-bbox="185 1484 576 1535">Promoter & Promoter Group</td> <td data-bbox="597 1484 808 1535">3</td> <td data-bbox="813 1484 1117 1535">751200</td> <td data-bbox="1122 1484 1469 1535">751200</td> </tr> <tr> <td data-bbox="185 1541 576 1591">Public</td> <td data-bbox="597 1541 808 1591">332</td> <td data-bbox="813 1541 1117 1591">3102300</td> <td data-bbox="1122 1541 1469 1591">758800</td> </tr> <tr> <td data-bbox="185 1598 576 1648">Non-Promoter - Non-Public</td> <td data-bbox="597 1598 808 1648">-</td> <td data-bbox="813 1598 1117 1648">-</td> <td data-bbox="1122 1598 1469 1648">-</td> </tr> <tr> <td data-bbox="185 1654 576 1696">Total</td> <td data-bbox="597 1654 808 1696">335</td> <td data-bbox="813 1654 1117 1696">3853500</td> <td data-bbox="1122 1654 1469 1696">1510000</td> </tr> </tbody> </table>	Category of Shareholders	No. of Shareholders	No. of fully paid up equity shares held	No. of equity shares held in dematerialized form	Promoter & Promoter Group	3	751200	751200	Public	332	3102300	758800	Non-Promoter - Non-Public	-	-	-	Total	335	3853500	1510000	
Category of Shareholders	No. of Shareholders	No. of fully paid up equity shares held	No. of equity shares held in dematerialized form																		
Promoter & Promoter Group	3	751200	751200																		
Public	332	3102300	758800																		
Non-Promoter - Non-Public	-	-	-																		
Total	335	3853500	1510000																		
Dematerialization of shares and liquidity	The Equity Shares of the Company are compulsorily traded in dematerialized form. The dematerialised shares are transferred directly to the beneficiaries by the Depositories i.e., National Securities Depositories Limited (NSDL) and Central Depository																				

Services (India) Limited (CDSL) with no involvement of the Company.

Shares held in	As at March 31, 2024	
	Shares	Percentage (%)
Physical Form	23,43,500	60.81
Electronic from NSDL	91,200	2.37
Electronic from CDSL	14,18,800	36.82

As on March 31, 2024, 15,10,000 Company's Shares were held in dematerialized form.

CODES AND POLICIES

The Company has established a robust framework of Codes and Policies that facilitates and reflects adoption of good governance practices. The Company has established the following salient codes and policies:

✓ Code of Conduct for Members of the Board and Senior Management

The Company has formulated and implemented a Code of Conduct for all Members of the Board and Senior Management. Requisite annual affirmations of compliance with the Code have been received from the Directors and Senior Management of the Company. A declaration signed to this effect by Mr. Romil Agarwal, CEO of the Company forms part of this report. The Code includes the duties of Independent Directors too and is available on the website of the Company (web link: https://sophiaexport.com/code_of_conduct.php).

✓ Code of Conduct for Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities of the Company by the Designated Persons. The Code of Conduct is applicable to all Promoters and members of the Promoter Group, Directors, KMP's, designated / identified persons, connected persons and their immediate relatives including who all are expected to have access to unpublished price sensitive information related to the Company. The Code is placed before the Board from time to time for its review and amendments thereon.

✓ Code of Fair Disclosure and Conduct

The Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information with a view to facilitate prompt, uniform and universal dissemination of unpublished price sensitive information. Pursuant to the Insider Trading Regulations, the Code

also includes the Policy for Determination of Legitimate Purposes. The Code is posted on the Company's website at https://sophiaexport.com/code_of_practices_procedure.php.

✓ **Policy for Determination of Materiality of Events or Information**

The Company has adopted a Policy for Determining Materiality of Events and Information for the purpose of making disclosure to the Stock Exchanges. This policy aims to ensure timely and adequate disclosure of all material and price sensitive information to the Stock Exchanges. The Policy is displayed on the Company's website at https://sophiaexport.com/policy_for_determination_of_materiality.php.

✓ **Policy for Preservation of Documents**

The Company has a Policy for Preservation of Documents. The Policy facilitates preservation of documents in compliance with the laws applicable to various functions and departments of the Company. The Policy is displayed on the Company's website at www.sophiaexport.com.

✓ **Archival Policy on disclosures**

The Company has adopted an Archival Policy that lays down the process and manner of archiving the disclosures made to the Stock Exchanges under the Listing Regulations. The Policy provides that such disclosures shall be hosted on the website of the Company for a period of five years from the date of disclosure to the Stock Exchanges. The Policy also lays down the manner of archiving the disclosures. The Policy has been posted on the Company's website at www.sophiaexport.com.

✓ **Nomination & Remuneration Policy**

The Company has a Policy on appointment and remuneration of Directors, Key Managerial Personnel, Senior Management Personnel of the Company. The Policy contains, inter alia, provisions pertaining to qualification, attributes and process of their appointment and removal as well as components of remuneration. The Policy is displayed on the Company's website at https://sophiaexport.com/nomination_remuneration_policy.php.

✓ **Policy on Related Party Transactions**

The Board of Directors has adopted a Policy on Related Party Transactions on the recommendations of Audit Committee Members. The Company has in place a documented framework for identifying, entering into and monitoring the related party transactions. The web-link for the same is: https://sophiaexport.com/policy_on_related_party_transactions.php.

✓ **Whistle Blower Policy and Vigil Mechanism**

Your Company has a Whistle Blower Policy as per the provisions of Section 177 of the Act read with Regulation 22 of the Listing Regulations for establishing vigil mechanism for Directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud, violation of the Company's "Code of Conduct and Ethics" or leak of Unpublished Price Sensitive Information of the Company. The vigil mechanism under the Whistle Blower Policy provides adequate safeguard against victimization of the Directors and the employees who avail of the mechanism and also provides for direct access to Chairman of the Audit Committee in appropriate or exceptional cases. The Audit Committee periodically reviews the functioning of the Policy. The Whistle Blower Policy is available on the website of the Company at https://sophiaexport.com/whistle_blower_policy.php.

✓ **Performance Evaluation Policy**

Company has the Performance Evaluation Policy in place and the same has been available on the website of the Company i.e. www.sophiaexport.com.

OTHER DISCLOSURES

Related party transactions

During the year under review, the Company has not entered into any materially significant related party transactions which have potential conflict with the interests of the Company at large. All related party transactions entered into during the year were on arm's length basis in the ordinary course of business and were in compliance with the applicable provisions of the Act, Listing Regulations and Indian Accounting Standards. Further, the transactions with related parties have been shown in "Note No. 33 & 34 to the Notes to the Accounts of the Company".

Disclosure of Pending Cases/Instances of Non-Compliance

There were no non-compliances by the Company and no instances of penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to the capital market during the last three years.

During the year under review, there was no such non-compliance of any requirement of Corporate Governance Report of sub paras (2) to (10) of Listing Regulations.

Risk Assessment and Mitigation Plans

The Company has in place a mechanism to inform the Board members about the risk assessment and mitigation plans and periodical review to ensure that the critical risks are controlled by the executive management through means of properly defined framework.

Compliance with mandatory and discretionary requirements

The Company has complied with the mandatory requirements relating to Corporate Governance as prescribed in Regulation 17 to 27 and Regulation 46 (2) (b) to (i) and (t) of the Listing Regulations. However; the compliance with the discretionary requirements as exempted for Companies mentioned under Regulation 15(2)(a) of Listing Regulations has been adopted by the Company along with that discretionary requirement for Modified opinion(s) in Audit Report and Reporting of Internal Auditor as stated under Part E of Schedule II to the Listing Regulations is also complied by the Company for better governance.

IND-AS Compliance

The Company have adopted IND-AS as required under the Act while preparing the financial statements of the Company for the financial year ended March 31, 2024, the management has ensured that IND-AS has been properly implemented and followed and there has been no deviation from this practice.

Disclosure under Regulation 32 of Listing Regulations

In pursuant to Regulation 32 of Listing Regulations, 2015, the Company submits the confirmation to the stock exchange on quarterly basis that the Company has not raised any amount from the “Public Issue or Rights Issue or Preferential Issue or Qualified Institutions Placement” during the period under review.

Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary Company in terms of Regulation 16 of the Listing Regulations. Therefore, the Company is not required to adopt policy for determining the Material Subsidiaries.

Committee Recommendations

During the year under review, the Board of Directors has accepted all recommendations of the Committees of the Board of Directors, which were mandatorily required to be made.

Compliance Certificate from Practicing Company Secretary

The Company has obtained a Certificate pursuant to the provisions of Schedule V(C) of the Listing Regulations from M/s Vipin Shukla & Company, Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory Authority. The certificate forms part of this report.

Fees paid to Auditors

The total fees paid by the Company for the FY 2023-2024 to M/s. Kumar Chopra & Associates, Chartered Accountants (FRN: 000131N), Statutory Auditors aggregate ₹1.46 Lakhs.

The Statutory Auditors does not have any network firm/ network entity.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

No complaint was filed with the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year ended March 31, 2024. Further, no complaint was pending with the Company as at the beginning and end of the FY 2023-2024 under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Disclosure by Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount'.

There is no such transaction.

DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

As on March 31, 2024, there are no outstanding shares lying in the demat account suspense account/unclaimed suspense account.

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

A Certificate from Mr. Romil Agarwal, CEO and Ms. Rachita Goyal, CFO, pursuant to provisions of Listing Regulations, for the year under review was placed before the Board of Directors of the Company at its meeting held on May 27, 2024 and the same does not contain any adverse remark or disclaimer.

COMPLIANCE CERTIFICATE OF THE SECRETARIAL AUDITORS

The Company has obtained a Certificate from the Secretarial Auditors confirming compliance of conditions of Corporate Governance as stipulated in Schedule V (E) of the Listing Regulations. The Certificate forms part of this report.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

In terms of clause 5A of Paragraph A of Part A of Schedule III of Listing Regulations, the Company has not disclosed any agreement or information that directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company.

**By order of the Board of Directors
For Sophia Exports Limited**

Delhi, May 27, 2024

**Lalit Agarwal
Director
DIN: 00109920**

**Shuchita Agarwal
Director
DIN: 00727700**

Annexure to the Report on Corporate Governance

Declaration by Chief Executive Officer (CEO)

[Pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Romil Agarwal, Chief Executive Officer (CEO) of Sophia Exports Limited, hereby declares that;

- the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company and the same is available at the website of the Company viz. www.sophiaexport.com; and
- all the members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the ‘Code of Conduct for the Directors and Senior Management’ as applicable to them, for the financial year ended March 31, 2024.

For Sophia Exports Limited

Romil Agarwal
Chief Executive Officer

Delhi, May 27, 2024

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Sophia Exports Limited
Reg. Off.: 4973/201, Pahtak Badal Bage,
Hauz Qazi, Delhi – 110006

We, Vipin Shukla & Company, a firm of Practicing Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sophia Exports Limited (CIN:L52110DL1985PLC020059) having its Registered Office at 4973/201 Pahtak Badal Bage, Hauz Qazi, Delhi – 110006, India (hereinafter referred to as “the Company”), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary by us and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	DIN	Name of the Director	Designation	Date of Appointment
1.	00109920	Lalit Agarwal	Director	17/11/2005
2.	00586715	Ramesh Kumar Bissa	Independent Director	20/08/2004
3.	00727700	Shuchita Agarwal	Director	14/08/2017
4.	10568763	Divya Chawla	Additional Director	30/03/2024

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Vipin Shukla & Company

UDIN: F006798F000456643
Place: New Delhi
Date: 27-05-2024

(CS Vipin Shukla)
FCS No.:6798
CP No.:18011
Peer Review Certificate No.: 5465/2024
FRN: S2017DE492200

Certification by Chief Executive Officer and Chief Financial Officer

(Pursuant to Regulation 17(8) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Board of Directors
Sophia Exports Limited**

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Sophia Exports Limited to the best of our knowledge and belief certify that for the Financial Year 2023-2024:

- ✓ We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2024 and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
 - these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ✓ We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year under review, which are fraudulent, illegal or violate of the Company's code of conduct.
- ✓ We accept responsibility for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- ✓ We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - significant changes, if any, in the internal control over financial reporting during the year;
 - significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.
- ✓ We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.

For Sophia Exports Limited

Delhi, May 27, 2024

**Romil Agarwal
Chief Executive Officer**

**Rachita Goyal
Chief Financial Officer**

Certificate on Corporate Governance

To,
The Members,
M/s Sophia Exports Limited
Reg. Off.: 4973/201, Pahtak Badal Bage,
Hauz Qazi, Delhi – 110006

We, Vipin Shukla & Company, a firm of Practicing Company Secretaries, have examined all the relevant records of Sophia Exports Limited (CIN:L52110DL1985PLC020059) having its Registered Office at 4973/201 Pahtak Badal Bage, Hauz Qazi, Central Delhi – 110006, India (hereinafter referred to as “the Company”), for the purpose of certifying compliance of the conditions of Corporate Governance under Chapter V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for the period from April 1, 2023 to March 31, 2024. We have obtained all the information and explanations which is to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Vipin Shukla & Company

UDIN: F006798F000456711
Place: New Delhi
Date: 27-05-2024

(CS Vipin Shukla)
FCS No.:6798
CP No.:18011
Peer Review Certificate No.: 5465/2024
FRN: S2017DE492200

Annexure – II to Board's Report

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014]

For the year ended March 31, 2024

A. CONSERVATION OF ENERGY:

- i. the steps taken or impact on conservation of energy:

Energy efficiency is a cornerstone for positive impact on environment and sustainable growth. The Company continued to improve across all facets of energy management. The Company is continuously undertaking various initiatives towards green energy thereby contributing towards clean environment. Continuous efforts and initiatives are being planned in the coming year in this direction.

The Company is making all efforts to put stress on energy conservation that idle time is reduced to bare minimum. Below measures have also led to power saving, reduced maintenance time and cost, improved hygienic conditions and consistency in quality and improved productivity. Some of the energy conservation measures adopted were:

- Conventional light replacement with LED light
- Improving efficiency on critical resources like water and energy by doing water recoveries and optimizing energy consumption.
- Optimizing the resource consumptions and minimizing wastages by automations and controls.
- In off –hours, lights in work premises is kept off
- Installation of energy efficient ceiling fans

- ii. the steps taken by the company for utilising alternate sources of energy

The Company is in process of searching alternate sources of energy.

- iii. the capital investment on energy conservation equipment's: Nil

B. TECHNOLOGY ABSORPTION:

- i. the efforts made towards technology absorption, adaptation and innovation: Nil
- ii. the benefits derived as a result of the above efforts: NA

- iii. Details of technology imported during last three years:
 - a) Technology Imported: NA
 - b) Year of Import: NA
 - c) Has technology been fully absorbed: NA
 - d) if not fully absorbed, areas where this has not taken place: NA
- iv. the expenditure incurred on Research and Development: Nil

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

During the under review there is Foreign Exchange earnings and outgo.

For Sophia Exports Limited

Delhi, May 27, 2024

Lalit Agarwal
Director
DIN: 00109920

Shuchita Agarwal
Director
DIN: 00727700

Annexure - III to Board's Report

Management Discussion & Analysis Report

Your directors are pleased to present the Management Discussion & Analysis Report for the financial year ended March 31, 2024 as stipulated under Regulation 34 (2) (e) read with Schedule V(B) of SEBI (Listing Obligations & Disclosure Requirement), Regulations, 2015 (Listing Regulations).

The management of the Company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the Company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Industry Structure and Development

The Company is dealing with PVC resins, in India Poly Vinyl Chloride (PVC) market has reached approximately 3.1 million tons in FY 2022 and is anticipated to grow at a healthy CAGR of 7.11% by FY 2032. The high demand for PVC for manufacturing pipes & fittings through its group companies for major applications in the agricultural sector is the primary driver for its market in the forecast period.

The Company is looking to explore possibility of imports for trade in domestic market and together with other domestic trading. The export market is very sluggish and uncompetitive. Hence, the future development in the export market has been deferred. The surplus fund and income earning shall be utilized for the above trade. The industry remains cognizant of the evolving market conditions with developers exhibiting adaptability along with agility to respond to the current situation.

Opportunities and Threats

The opportunities are as follows:

- Market Potential-There is lot of scope for improvement, alteration or changing or creating new investments.
- Exposure to export and domestic markets.
- Exporter-friendly government policies.
- Growing international and domestic markets.
- Growing Demand.

The threats are as follows:

- Covid & other pandemics, shortage of migrant labour, capital crunch in market.
- High inflation rate may increase the cost and company's profit margins may suffer.

- High interest rate may also prove to be adverse.
- Tough competition from the other existing players in the industry also poses a threat.

Being a domestic company, having presence in India with the advantage of the open world economic scenario, the company foresees good prospects in the import trading together with other domestic trade and the related threats can easily be mitigated.

Segment-wise or product wise performance

Currently, Sophia deals in single segment only. There is no other reportable operating segment as required by Ind AS -108.

Outlook

Sophia remains confident of the long term growth prospects & opportunities ahead of it in its business and chosen customer segments. The company expects good domestic market for imported goods and other domestic trading goods.

Risks and Concerns

In any business, risks and prospects are inseparable. The Company is exposed to various risks which may be internal as well as external. The Company has a comprehensive risk management system in place and is tailored to the specific requirements of its businesses, taking into consideration various factors, such as the size and nature of the inherent risks and the regulatory environment of the individual business segment of operating Company.

In case of imports, there is always a risk of currency fluctuation and also demand and supply varying from time to time which are and shall always be a concern for the company. However, such risks and concerns can be eased out during the course of business.

Internal Control Systems and their adequacy

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

Operational Performance and Financial Performance

Following are the financials highlights of the Company for the year ended March 31, 2024 on a comparable consolidated basis.

(₹ in Thousands)

Particulars	2023-2024	2022-2023
Revenue from operations	6,502.26	4,080.00
Profit before Interest, Tax & Depreciation (EBITDA)	7,435.57	4,429.03
Profit/(Loss) before tax for the year	2,446.01	2,422.17
Profit/(Loss) after tax for the year	1,846.94	1,588.80

More detailed is given in the Board's Report.

Human Resource Development

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is working continuously to create and nurture an atmosphere which is highly motivated and result oriented. The Company follows 360-degree feedback to ensure the satisfaction of its people. As on March 31, 2024, the Company is having eight employees on roll.

Changes (Change of 25% or more) in significant Key Financial Ratios and Return on Net Worth

The significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with the detailed explanations thereof, are as follows:

Ratios	As on 31.03.2024	As on 31.03.2023	Variances in %	Reasons from variances
Current Ratio	1.78	2.26	-21.19%	
Debt-Equity Ratio	0.50	0.39	30.16%	Due to increase in debts
Debt Service Coverage Ratio	1.37	1.79	-23.56%	-
Return on Equity Ratio	8.69%	6.59%	-31.80%	Due to increase in profit
Inventory turnover ratio	-	-	-	-

Trade Receivables turnover ratio	2.56	0.50	414.29%	Due to improve in realisation of trade receivables
Trade payables turnover ratio	-	-	-	-
Net capital turnover ratio	0.24	0.13	81.78%	Due to decrease in requirement of working capital
Net profit ratio	15.51%	21.94%	-29.33%	Due to increase in finance cost
Return on Capital employed	4.99%	3.05%	63.56%	Due to increase in profit
Return on investment	1.24%	1.09%	13.24%	-

Cautionary Statement

Statements made in this report describes the Company's current position and expectations for the future may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include the downtrend in the industry global, domestic or both, significant changes in political or economic environment in India.

Disclosure of accounting treatment in preparation of financial statements

The Company has followed the guidelines of accounting standards as mandated by the Central Government in preparation of its financial statements.

For Sophia Exports Limited

Delhi, May 27, 2024

Lalit Agarwal
Director
DIN: 00109920

Shuchita Agarwal
Director
DIN: 00727700

Annexure - IV to Board's Report

Form No. MR-3

Secretarial Audit Report for the Financial Year ended March 31, 2024
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
M/s Sophia Exports Limited
4973/201, Pahtak Badal Bage,
Hauz Qazi, Central Delhi, India – 110006

We, VIPIN SHUKLA & COMPANY, a firm of Practicing Company Secretaries, have conducted the secretarial audit of the compliance with applicable statutory provisions and adherence to good corporate practices by M/s SOPHIA EXPORTS LIMITED (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Auditor's responsibility

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliances with applicable laws and maintenance of records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, covering April 01, 2023 to March 31, 2024 (“the audit period”), the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter:

- i. The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (External Commercial Borrowings are not applicable to the Company during the audit period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“the SEBI Act”): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the Company during the audit period);
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (not applicable to the Company during the audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the audit period);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the audit period); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the audit period).

We have also examined the compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by “The Institute of Company Secretaries of India”.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and amendments made thereunder and the Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited;

As confirmed by the Management, the compliances of Environmental Laws, Labour Laws & other Specific Laws to the extent applicable, according to the industry to which Company belongs, are identified and reviewed by the Management or independent professionals and hence such laws are not analysed in this audit.

The compliances by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act and Listing Regulations.

Adequate notices were given to all directors to schedule the meetings, agenda and detailed notes on agenda were sent in a prescribed timeline and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that during the audit report,

There were adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not undergone any event/action having a major bearing on the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Vipin Shukla & Company

(CS Vipin Shukla)

FCS No.:6798

CP No.:18011

Peer Review Certificate No.: 5465/2024

FRN: S2017DE492200

UDIN: F006798F000456621

Place: New Delhi

Date: 27-05-2024

Note: This report is to be read with 'Annexure-A' which forms an integral part of this report.

Annexure-A

To,
The Members,
M/s Sophia Exports Limited
4973/201, Pahtak Badal Bage,
Hauz Qazi, Central Delhi, India – 110006

Our Secretarial Audit Report of even date is to be read along with this letter:

Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we have followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and believe on the audited balance sheet and audited report given by the auditors of the company.

Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Vipin Shukla & Company

UDIN: F006798F000456711
Place: New Delhi
Date: 27-05-2024

(CS Vipin Shukla)
FCS No.:6798
CP No.:18011
Peer Review Certificate No.: 5465/2024
FRN: S2017DE492200

Annexure - V to Board's Report

Disclosure of Managerial Remuneration

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

PART-I: Statement of particulars under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2024:

- A. The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24 as well as the percentage (%) increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during financial year 2023-24:

S. No.	Names	Designation	Remuneration (₹ in Lakhs)	(+/-) Remuneration (%)	Ratio of remuneration of each Director to median remuneration of employees ³
1.	Mr. Lalit Agarwal	Director	-	-	-
2.	Mr. Ramesh Kumar Bissa	Independent Director	0.10	-	-
3.	Ms. Parveen Gupta		0.10	-	-
4.	Ms. Divya Chawla ¹		-	-	-
5.	Ms. Shuchita Agarwal	Director	-	-	-
6.	Mr. Romil Agarwal ²	Chief Executive Officer	6.00	-	-
7.	Ms. Rachita Goyal	Chief Financial Officer	3.00	-	-
8.	Ms. Akansha Rohatgi	Company Secretary & Compliance Officer	5.19	25% w.e.f. January, 2024	-

Note:

- Above remuneration is on due basis.
- 1. Not eligible for the remuneration in the FY 2023-2024.
- 2. Remuneration is accrued
- 3. No other employees in the Company
- The Remuneration of Eligible Independent Directors covers sitting fees for attending Board & Committee Meetings which relates to FY 2023-24.

- B. The median remuneration is ₹3.00 Lakhs annually for FY 2023-24 (on accrual basis).
- C. Percentage increase in the median remuneration of employees in FY 2023-24: Nil %
- D. Number of permanent employees on the rolls of the Company as on March 31, 2024:8 (includes KMPs)
- E. The average percentile increase / decrease already made in the salaries of employees other than Managerial Personnel was Nil and the average percentile increase / decrease in the remuneration of Managerial Personnel was Nil % during the last Financial Year.
- F. Affirmation: It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

PART-II: Statement of particulars under Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2024:

- A. Top Ten Employees in terms of remuneration drawn, including name of every employee(s) employed throughout the financial year 2023-24, who were in receipt of remuneration not less than ₹1,02,00,000/- per annum: None
- B. Employed for part of the year and in receipt of remuneration for any part of that year which in aggregate was not less than ₹8,50,000 per month: None
- C. Employed throughout the financial year or part thereof, was in receipt of remuneration in excess of the remuneration drawn by the Managing Director or Whole-Time Director of the Company and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: None.
- D. Mr. Lalit Agarwal is Cousin Brother in law of Ms. Shuchita Agarwal. Except this, there is no inter-se relationships among the Directors.

For Sophia Exports Limited

Delhi, May 27, 2024

**Lalit Agarwal
Director
DIN: 00109920**

**Shuchita Agarwal
Director
DIN: 00727700**

INDEPENDENT AUDITOR'S REPORT

To the Members of **SOPHIA EXPORTS LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Sophia Exports Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the then year ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the

aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that

a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including

- derivative contracts, wherever applicable.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, wherever applicable.
- iv. (a) The management has represented that to the best of its knowledge and belief, other than as disclosed in notes to account ,no funds have been advances or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities(“Intermediaries”) with the understanding , whether recorded in writing or otherwise ,that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management has represented that to the best of its knowledge and belief, as disclosed in notes to the accounts ,no fund has been received by the Company from any persons or entities, including foreign entities (“Funding parties”)with the understanding ,whether recorded in writing or otherwise ,that the company shall directly or indirectly ,lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the funding parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriates in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11e contain any material misstatement.
- v. That during the year company has neither declared nor paid any dividend.
- vi. Based on our examination, which included test checks, the company, have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

For Kumar Chopra & Associates
Chartered Accountants
FRN: 000131N

CA. Rajeev Jain
Partner
M. No 084478

UDIN: 24084478BKARXS2017

Place: Delhi
Date: 27.05.2024

Annexure “A” to the Independent Auditor’s Report of even date on the Financial Statements of Sophia Exports Limited

Report under the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Sophia Exports Limited of even date)

- (i) In respect of fixed assets:
 - a) (A) The Company has maintained proper record showing full particulars, including quantitative detail and situation of Property, Plant & Equipment.
(B) The company does not have any intangible assets.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with the programme, certain Property, Plant & equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties disclosed in the standalone financial statements are held in the name of the company.
 - d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant & equipment (including right of use assets) during the year.
 - e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii)
 - a) That the company does not have any inventories accordingly the provisions of clause 3(ii)(a) of the Order is not applicable to the company.
 - b) According to the information and explanations given to us and on the basis of our examination of the record of the company, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from bank or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any advances in the nature of loans to any companies, firms, Limited Liability Partnerships or any other parties. The company has made investment in, and granted unsecured

loans to companies in earlier periods.

(a) In respect of loans provided by the company, the required details are as under:

(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to subsidiaries, joint ventures and associates is NIL.

(B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to parties other than subsidiaries, joint ventures and associates is NIL and ₹28953.24 Thousands respectively.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the investments made and the terms and conditions of the grant of all loans are not prejudicial to the company's interest.

(c) In respect of loans granted by the company, the parties have been regular in repayment of the interest as stipulated and further, the terms of arrangements do not stipulate any repayment schedule and the loans are payable on demand.

(d) As explained to us that the terms of arrangement do not stipulate any repayment schedule as the loans are payable on demand and therefore no amount is overdue.

(e) As explained to us that the terms of arrangement do not stipulate any repayment schedule as the loans are payable on demand and therefore no loan and which has not been demanded during the year, as such there is no renewal extension or fresh loan in lieu of existing loans.

(f) The company has granted loans which are either repayable on demand or without specifying any terms or period of repayment. The aggregate amount outstanding of such loans is ₹28953.24 Thousands and percentage thereof to the total loans granted is 100% and loan to Promoters related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is NIL.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted and investments made, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit from the public. Accordingly, clause 3(v) of the order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for the sales & services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

- (vii) In respect of statutory dues:
- a) According to the records of the Company, undisputed statutory dues including Income Tax, Sales Tax, Service Tax, Excise Duty, Value Added Tax, Goods & Service Tax and other material statutory dues, have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as on March 31, 2024 for a period of more than six months from the date of becoming payable.
 - b) According to the information & explanation given to us, there is no outstanding dues of Income Tax, Sales Tax, Service Tax, Excise Duty, Value Added Tax, Goods & Service Tax which have not been deposited by the company on account of dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix)
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
 - (c) In our opinion and according to the information and explanations given to us by the management, the Company has not availed any term loan during the year.
 - (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
 - (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act.
 - (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x)
- (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential

allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable

- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under subsection (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As per the information and explanation given to us, there was no whistle-blower complaints received during the year by the company.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed
- in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) of the Order are not applicable.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities; hence the reporting on clause xvi (b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.

- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Since the provisions of Section 135 of the Companies Act, 2013 with regard to corporate social responsibility are not applicable to the company hence clause 3(xx) of the Order is not applicable.

For Kumar Chopra & Associates
Chartered Accountants
FRN: 000131N

CA. Rajeev Jain
Partner
M. No 084478

UDIN: 24084478BKARXS2017

Place: Delhi
Date: 27.05.2024

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Independent Auditor’s report on the Internal Financial Controls under clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013(“the Act”)

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Sophia Exports Limited of even date).

We have audited the internal financial controls over financial reporting of **SOPHIA EXPORTS LIMITED** (“the Company”) as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act,2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act,2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the

risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal control with reference to standalone financial statements

criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit on Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Kumar Chopra & Associates
Chartered Accountants
FRN: 000131N

CA. Rajeev Jain
Partner
M. No 084478
UDIN: 24084478BKARXS2017

Place: Delhi
Date: 27.05.2024

STANDALONE BALANCE SHEET AS AT MARCH 31, 2024

(Figures in 000)

	Particulars	Note No.	Figures as at 31.03.2024	Figures as at 31.03.2023
	ASSETS			
(1)	Non-current assets			
	(a) Property, plant and equipment	2a	9.34	10.51
	(b) Investment property	2b	9,819.85	9,819.85
	(c) Financial assets			
	(i) Investments	3	66,321.56	64,311.64
	(ii) Others	4	6.00	6.00
	(d) Deferred tax assets (net)	5	-	-
	(e) Other non-current assets	6	14,304.88	-
	Total non-current assets		90,461.62	74,148.00
(2)	Current assets			
	(a) Inventories		-	-
	(b) Financial assets			
	(i) Trade receivables	7	-	5,070.32
	(ii) Cash and cash equivalents	8	95.82	32.14
	(iii) Bank Balances other than (ii) above	9	102,724.08	93,805.43
	(iv) Loans	10	28,953.24	26,481.30
	(c) Current tax asset (net)	11	164.42	-
	(d) Other current assets	12	1,705.73	2,069.76
	Total current assets		133,643.29	127,458.95
	Total assets		224,104.91	201,607.95
(1)	EQUITY AND LIABILITIES			
	Equity			
	Equity Share capital	13	38,535.00	38,535.00
	Other equity			
	(a) Retained earnings	14	90,729.50	87,380.66
	(b) Security premium	14	18,535.00	18,535.00
	Total Equity		147,799.50	144,450.66
	LIABILITIES			
	Non-Current liabilities			
	(a) Deferred tax liabilities (Net)	5	1,251.64	746.62
	Total Non-current liabilities		1,251.64	746.62
(2)	Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	15	74,103.15	55,642.61
	(ii) Trade payables	16	-	-
	(b) Other current liabilities	17	190.62	320.06
	(c) Provisions	18	760.00	448.00
	(d) Current tax liabilities (net)	19	-	-
	Total current liabilities		75,053.77	56,410.67
	Total equity and liabilities		224,104.91	201,607.95
	Significant accounting policies	1		
	The accompanying notes are an integral part of the	2 to 43		

As per our separate report of even date attached.

For Kumar Chopra & Associates
 Chartered Accountants
 FRN : 000131N

For and on behalf of the Board

(CA Rajeev Jain)
 Partner
 M.No.084478

(Lalit Agarwal)
 Director
 DIN: 00109920

Ramesh Kumar Bissa
 (Ramesh Kumar Bissa)
 Director
 DIN: 00566715

Romil Agarwal
 (Romil Agarwal)
 CEO
 PAN: ADTPA2867P

Place: Delhi
 Date: 27.05.2024

Rachita
 (Rachita Goyal)
 CFO
 PAN: AMTPG2056P

Akansha Rohatgi
 (Akansha Rohatgi)
 Company Secretary
 PAN: BUVPG8211R

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(Figures in '000' except per equity share data)

	Particulars	Note No.	Amount	Amount
			for the year ended 31.03.2024	for the year ended 31.03.2023
I	Revenue from operations	20	6,502.26	4,080.00
II	Other income	21	9,270.71	6,958.09
III	Total income (I+II)		15,772.97	11,038.09
IV	Expenses			
	Purchase of stock-in-trade	22	6,374.76	4,032.00
	Changes in inventories of Stock-in Trade		-	-
	Employee benefit expense	23	1,145.36	1,598.93
	Finance cost	24	4,988.39	2,005.54
	Depreciation and amortisation expense	2	1.17	1.32
	Other expense	25	817.28	978.13
	Total expenses (IV)		13,326.96	8,616.92
V	Profit/ (loss) before exceptional items and tax(I-IV)		2,446.01	2,422.17
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		2,446.01	2,422.17
VIII	Tax expense			
	(1) Current tax		599.18	833.49
	(2) Deferred tax		(0.11)	(0.13)
IX	Profit/ (loss) for the year (VII-VIII)		1,846.94	1,588.80
X	Other comprehensive income	26		
	A (i) Items that will not be reclassified to profit or loss		2,007.02	1,272.29
	(ii) Income Tax relating to items that will not be reclassified to profit or loss		505.13	320.21
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income Tax relating to items that will be reclassified to profit or loss		-	-
XI	Total Comprehensive Income for the period(IX+X) (Comprising Profit/(Loss) and Other Comprehensive Income for the year)		1,501.90	952.08
XII	Earnings per equity share			
	a) Basic		0.87	0.66
	b) Diluted		0.87	0.66
	Significant accounting policies	1		
	The accompanying notes are an integral part of the	2 to 43		

As per our separate report of even date attached.

For Kumar Chopra & Associates
Chartered Accountants
FRN : 000131N

For and on behalf of the Board

(CA Rajeev Jain)
Partner
M.No.084478

(Lalit Agarwal)
Director
DIN: 00109920

Ramesh Kumar Bissa
(Ramesh Kumar Bissa)
Director
DIN: 00586716

Romil Agarwal
(Romil Agarwal)
CEO
PAN: ADTPA2867P

Place: Delhi
Date: 27.05.2024

Rachita
(Rachita Goyal)
CFO
PAN: AMTPG2056P

Akansha Rohatgi
(Akansha Rohatgi)
Company Secretary
PAN: BUVPG8211R

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

(Figures in 000)

Particulars	Amount for the year ended 31.03.2024	Amount for the year ended 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax for the year	4,453.03	3,694.46
Adjustments for :		
Depreciation	1.17	1.32
Unrealised gain on foreign currency exchange	(2.62)	-
Unrealised (gain)/loss on mutual fund revaluation	(2,007.02)	(1,272.29)
Realised gain on sale of Mutual Fund	-	-
Realised gain on sale of investment in property	(2.89)	-
Profit on sale of Depreciable Assets	-	-
Interest received	(9,025.20)	(6,697.09)
Rent Received	(240.00)	(261.00)
Operating Profit before Working Capital Change :	(6,823.53)	(4,534.60)
Adjustment for Increase/decrease in operating Assets (Increase)/Decrease in Current Assets, Loans & Advances,	(11,506.86)	73,130.47
Adjustment for Increase/decrease in operating Liabilities (Decrease)/Increase in Current Liabilities & Provisions	690.19	(552.29)
Cash generated from Operations	(17,640.22)	68,043.58
Less: Adjustment for :-		
Provision for Taxation & other Deferred tax	(1,104.20)	(1,153.58)
Net cash from Operating Activities	(18,744.42)	66,890.00
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Investment in Mutual Funds/Partnership Firm	(2.89)	(31,200.00)
Investment in Property	2.88	-
Fixed Assets	-	-
Interest received	9,025.20	6,697.09
Rent Received	240.00	261.00
Net cash from Investing Activities	9,265.20	(24,241.91)
C. Cash Flow From Financing Activities		
Overdraft From Bank	18,460.55	50,950.86
Net Cash used in Financing Activities	18,460.55	50,950.86
Net Increase in cash & Cash equivalents (A+B+C)	8,981.33	93,598.95
Cash & Cash equivalents as at (Opening Balance)	93,838.57	239.62
Cash & Cash equivalents as at (Closing Balance)	102,819.90	93,838.57

The above cash flow statement has been prepared under indirect method as set out Ind As 7
As per our separate report of even date attached.

For Kumar Chopra & Associates
Chartered Accountants
FRN : 000131N

For and on behalf of the Board

(CA Rajeev Jain)
Partner
M.No.084478


(Lalit Agarwal)
Director
DIN: 00109920


(Ramesh Kumar Bissa)
Director
DIN: 00586715


(Romil Agarwal)
CEO
PAN: ADTPA2867P

Place: Delhi
Date: 27.05.2024


(Rachita Goyal)
CFO
PAN: AMTPG2056P


(Akansha Rohatgi)
Company Secretary
PAN: BUVPG8211R

SOPHIA EXPORTS LIMITED

CIN : L52110DL1985PLC020059

Reg. Off.: 4973/201, Pahtak Badal Bage Hauz Qazi, Delhi-110006, India

STATEMENTS OF CHANGES IN EQUITY

A. Equity share capital

(1) Current reporting period

(Figures in 000')

Balance as the beginning of the current reporting period	Changes in Equity Share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share capital during the current year	Balance at the end of the current reporting period
38,535.00	-	-	-	38,535.00

(2) Previous reporting period

(Figures in 000')

Balance as the beginning of the current reporting period	Changes in Equity Share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share capital during the current year	Balance at the end of the current reporting period
38,535.00	-	-	-	38,535.00

B. Other Equity

(1) Current reporting period

Particulars	Share application money pending allotment	Equity component of financial instruments	Reserve and Surplus					Debt instruments through other comprehensive income	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Revenue Surplus	Exchange difference on translation of the financial statements of a foreign operation	Other items of income (Specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (Specify nature)	Retained earnings									
Balance as the beginning of the current reporting period	-	-	-	18,535.00	-	87,280.66	-	-	-	-	-	-	-	-	105,915.66
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	1,501.90	-	-	-	-	-	-	-	-	1,501.90
Comprehensive Income for the current year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	1,846.94	-	-	-	-	-	-	-	-	1,846.94
Any other changes (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	18,535.00	-	90,729.50	-	-	-	-	-	-	-	-	109,264.50

(2) Previous reporting period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserve and Surplus					Debt instruments through other comprehensive income	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Revaluation of Surplus	Exchange differences on the financial statement of a foreign operation	Other items of Other Comprehensive Income (Specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings									
Balance as the beginning of the current reporting period	-	-	-	10,535.00	-	24,838.76	-	-	-	-	-	-	-	-	103,374.76
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Revised balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	952.08	-	-	-	-	-	-	-	-	952.08
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	1,088.80	-	-	-	-	-	-	-	-	1,088.80
Any other changes (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	10,535.00	-	27,380.66	-	-	-	-	-	-	-	-	105,019.66

A. Equity share capital		Amount
Particulars		
As at April 1, 2022		
		38,535.00
Changes in equity share capital		
		-
As at March 31, 2023		
		38,535.00
Changes in equity share capital		
		-
As at March 31, 2024		
		38,535.00

B. Other Equity

Particulars	Reserves and surplus		Total other
	Security	Retained	
Balance as at April 1, 2022	18,535.00	84,839.78	103,374.78
Profit/(Loss) for the period	-	1,588.80	1,588.80
Other comprehensive Income/(Loss)	-	952.08	952.08
Balance as at March 31, 2023	18,535.00	87,380.66	105,915.66
Balance as at April 1, 2023	18,535.00	87,380.80	105,915.80
Profit/(Loss) for the period	-	1,848.94	1,848.94
Other comprehensive Income/(Loss)	-	1,501.80	1,501.80
Balance as at March 31, 2024	18,535.00	90,729.50	109,264.50

The accompanying notes are an integral part of the standalone financial statements.

As per our separate report of even date attached.

For Kumar Chopra & Associates
Chartered Accountants
FRN : 000131N

(CA Rajeev Jahn)
Partner
M.No.004478

Place: Delhi
Date: 27.05.2024

For and on behalf of the Board

(Lalit Agarwal)
Director
DIN: 00109520

Rachita Goyal
(Rachita Goyal)
CFO
PAN: ANTPG2058P

(Ramesh Kumar Bhasa)
Director
DIN: 00586715

(Romil Agarwal)
CEO
PAN: ADTPA2857P

(Arunima Rana)
Company Secretary
PAN: BUVP08211R

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Corporate Information

Sophia Exports Limited ("the Company") is a listed entity incorporated in India. The registered office of the Company is located at 4973/201, Pathak Badel Bage, Hauz Qazi, Delhi-110006, India having CIN: L52110DL1985PLC020059.

1.2 Basis of Preparation

a) Statement of Compliance

These financial statements are separate financial statements and have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016.

b) Basis of Measurement

The financial statements have been prepared under the historical cost convention and on an accrual basis except for the following which have been valued at Fair value as required under Ind-AS instead of historical cost.

i. Certain Financial assets and liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an assets or liability, the company takes into account the characteristics of the assets or liability if market participants would take those characteristics into account when pricing the assets or liability at the Measurement date.

c) Use of Estimates and Judgment

The preparation of financial statements in conformity with Ind- AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of income and expenses.

Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognized in the period in which the results are known /materialize.

All financial information presented in Indian rupees and all values are rounded to the nearest rupees.

1.3 Cash Flow Statement

Cash flow statement is reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

1.4 Investments

Financial Investments are measured at fair value, with value changes recognized in Statement of Other Comprehensive Income.

1.5 Inventories

Items of inventories are valued at lower of specific cost or net estimated realizable value is valued on FIFO Basis

1.6 Property, Plant and Equipment and Depreciation / Amortization

a) Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

Cost of asset includes the following:

- i) Cost directly attributable to the acquisition of the assets
- ii) Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is directly related to construction or is incidental thereto.
- iii) Upon sale of assets cost and accumulated depreciation are eliminated from the financial statements and the resultant gains or losses are recognized in the statement of profit and loss.
- iv) Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress.

Depreciation

Depreciation on Property, plant and Equipment is provided on Written Down Value (WDV) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013.

1.7 Investment Property

Property that is held for long term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property, Investment Property is measured at its cost, including related transaction costs.

1.8 Impairment of non-financial assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value and impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. At each reporting date company assesses the estimate amount of impairment loss. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount and such losses either no longer exists or has decreased. Reversal of impaired loss is recognized in the Statement of Profit & Loss.

1.9 Revenue Recognition

Sales and Purchases are recorded at invoice value net off Goods & Service Tax, if any and claim on account price variation / escalations are adjusted to sales/purchases as and when admitted. Other Income is accounted for an accrual basis except otherwise specifically stated. Other income also includes unrealized gain/loss on sale of financial assets held for sale.

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) 'Revenue from contracts with customers'.

There is no effect on adoption of Ind-AS 115. Revenue is recognized on satisfaction of performance obligation which is treated as satisfied upon transfer of control of promised products or services to customers on output method in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

On each reporting date expected credit loss on receivables is measured and accounted for as per Ind-AS 109.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue from sale of products and services are recognized at a time on which the performance obligation is satisfied.

Other operating revenue — Service Charges

Company renders services only incidental to its primary activity that is trading of goods and sale of. Service charges are accounted for on satisfaction of performance obligation which is treated as satisfied on completion of rendering of services under the contract.

Dividend income is recognized on accrual basis.

Revenue with regard to Rent is recognized on accrual basis except uncertainty in its ultimate realization, and same is credited to Unrealized Rent

Claims: All sorts of claims by or against the company are recognized as and when acknowledged / accepted / settled / received.

1.10 Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Termination benefits

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

1.11 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to Statement of Profit and Loss account in the year in which they are incurred.

1.12 Functional and Presentation Currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates. (Functional Currency) The financial statements are presented in Indian rupees, which is the presentation currency of company.

Foreign Currency Transactions

- a. All foreign currency transactions are translated into functional Currency at the rate prevalent on the date of transaction.
- b. Non-monetary items are translated at the rate on the date of initial transaction.
- c. Monetary items denominated in foreign currency are translated at the prevailing closing spot rate at each reporting date.
- d. Foreign exchange gain or losses in respect of monetary and non-monetary items is recognized in statement of profit and loss.

1.13 Tax expenses represent the sum of current tax and deferred tax

a. Current Income Tax

- i) Taxes including current income-tax are computed using the applicable tax rates and tax laws.
- ii) Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. Liability for additional taxes, if any, is provided / paid as and when assessments are completed.

b. Deferred tax

- i) Deferred income tax is recognized using balance sheet approach.
- ii) Deferred income tax assets and liabilities are recognized for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.
- iii) Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- iv) The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

1.14 Provisions

Provision is recognized when:

- i) The Company has a present obligation as a result of a past event, and
- ii) A probable outflow of resources is expected to settle the obligation and
- iii) A reliable estimate of the amount of the obligation can be made.

iv) Provisions are reviewed at each Balance Sheet date.

1.15 Contingent Liabilities and contingent Assets

- a) Contingent Liabilities are disclosed in either of the following cases:
- i) A present obligation arising from a past event, when it is not probable that an outflow at resources will be required to settle the obligation; or
 - ii) A reliable estimate of the present obligation cannot be made; or
 - iii) A possible obligation, unless the probability of outflow of resource is remote.
- b) Contingent assets is disclosed where an inflow of economic benefits is probable.
- c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Reporting date.
- d) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

1.16 Earnings Per Share

In determining earnings per share, the Company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The dilutive earning per share is not computed as there is no dilution involved during the year.

1.17 Fair Value Measurement

Company measures financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

1.18 Dividend to equity holders

Dividend paid/payable shall be recognized in the year in which the related dividends are approved by shareholders or board of directors as appropriate.

1.19 Financial instruments:-

a) Initial recognition and measurement

Financial Instruments are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial instruments,

b) Subsequent measurement

A. FINANCIAL ASSETS

i) Financial Assets At Amortized Cost

A financial asset shall be measured at amortized cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Fair value through Other Comprehensive Income.

A financial asset is classified as at the FVTOCI if it is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The company in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments, except quoted equity instruments not trading .

iii) Fair value through Profit and loss account

Financial assets included with the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss account.

B. FINANCIAL LIABILITIES

i) Financial liabilities at Amortized Cost

Financial liabilities at amortized cost are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

ii) Financial liabilities at FVTPL

The company has not designated any financial liabilities at FVTPL.

C. Derecognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the income statement.

d) Impairment of financial assets:

The company assesses on forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the companies applied a simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of receivables.

1.20 Non-current Assets (or disposal groups) held for Sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the statement of financial position.

If the criteria stated by IND AS 5 "Non-current Assets Held for Sale and Discontinued Operations" are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of

- (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognized had that asset not been classified as held for sale, and
- (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2024

[Figures in 000']

Note No.-2a

Property, Plant and Equipment

	Buildings (office at Hauz Gazi, Delhi)	Motor vehicle (Car)	Total
Deemed cost as on 1st April 2023 (written down value as on March 31, 2023)	24.01	-	24.01
Additions/(disposals) during the year	-	-	-
Acquisition through business combinations	-	-	-
Revaluation/(impairment loss)	-	-	-
Closing gross carrying amount (A)	24.01	-	24.01
Accumulated depreciation			
Depreciation during the year	13.50	-	13.50
Disposals during the year	-	-	-
Closing accumulated depreciation (B)	13.50	-	13.50
Net carrying amount as on March 31, 2023 (A-B)	10.51	-	10.51
Opening carrying amount as on April 1, 2023	24.01	-	24.01
Additions/(disposals) during the year	-	-	-
Acquisition through business combinations	-	-	-
Revaluation/(impairment loss)	-	-	-
Closing gross carrying amount (A)	24.01	-	24.01
Accumulated depreciation			
Opening accumulated depreciation as on March 31, 2023	13.50	-	13.50
Depreciation during the year	1.17	-	1.17
Disposals during the year	-	-	-
Closing accumulated depreciation (B)	14.67	-	14.67
Net carrying amount as on March 31, 2024 (A-B)	9.34	-	9.34

Note No.- 2b

Investment property

	As at March 31, 2024	As at March 31, 2023
Investment in properties (No depreciation applicable)*	9,819.85	9,819.85
	9,819.85	9,819.85

Note No.- 3

Financial assets - Investment in Equity

Non- Current Investments

Investment in Equity

(Quoted)

Shares of Marda Commercial & Holding Limited

	As at March 31, 2024		As at March 31, 2023	
	Nos.	AMOUNT(RS.)	Nos.	AMOUNT(RS.)
Shares of Marda Commercial & Holding Limited	500	6,500.00	500	6,500.00
	500	6,500.00	500	6,500.00

Financial assets - Investment in mutual funds

Current Investments

Investment in mutual funds

	As at March 31, 2024		As at March 31, 2023	
	Nos.	AMOUNT(RS.)	Nos.	AMOUNT(RS.)
Nippon India Arbitrage Fund - Growth Plan	683.53	16,675.39	683.53	15,512.84
Aditya Birla Sun Life Arbitrage Fund	234.70	5,719.50	234.70	5,318.31
SBI Arbitrage Opportunities Fund- Regular Growth	200.08	6,200.20	200.08	5,754.66
SBIMF-Unclaimed Dividend & Redemption Scheme-	-	-	1.80	25.83
SBIMF-Unclaimed IDCW & Redemption Scheme	2.65	26.47	-	-
Aggregate market value (Quoted)	1,120.96	28,621.56	1,120.11	26,611.64

Investment in Partnership Firm	As at March 31, 2024		As at March 31, 2023	
	%age	AMOUNT(RS.)	%age	AMOUNT(RS.)
Advance Steel Futuristic	24.00%	15,600.00	24.00%	15,600.00
TSL Olymnia Plastic	24.00%	15,600.00	24.00%	15,600.00
Total Investment in Partnership Firm		31,200.00		31,200.00
Total Investment	1,620.98	66,321.56	1,620.11	64,311.64

Note no.-4

Other financial assets	As at March 31, 2024	As at March 31, 2023
Security deposit	6.00	6.00
TOTAL	6.00	6.00

Note no.- 5

Deferred Tax Assets/(Liabilities)	As at March 31, 2024	As at March 31, 2023
Opening Balances	(746.62)	(426.54)
Add: Charge/(Credit) to statement of Profit & loss	0.11	0.13
Add: Charge/(Credit) to other comprehensive income	(505.13)	(320.21)
	(1,251.64)	(746.62)

Note no.- 6

Other non-current assets	As at March 31, 2024	As at March 31, 2023
Capital Advances	14,304.88	-
TOTAL	14,304.88	-

Note no.- 7

A. Trade receivables	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Trade receivables outstanding ageing schedule:		
(i) Undisputed Trade receivables:		
Outstanding Less than 6 month	-	4,814.40
Outstanding 6 months- 1 year	-	-
Outstanding 1-2 years	-	-
Outstanding 2-3 years	-	255.92
Outstanding more then 3 years	-	-
TOTAL	-	5,070.32

Note no.- 8

Cash and cash equivalents	As at March 31, 2024	As at March 31, 2023
Cash on hand	95.82	32.14
Balances with bank		
(a) In current account	-	-
(b) In fixed deposit for less than 3 months	-	-
TOTAL	95.82	32.14

Note no.-9**Bank Balances other than cash and cash equivalents**

Bank deposits with original maturity of more than 3 months but less than 12 months

As at March 31, 2024 As at March 31, 2023

102,724.08 93,806.43

TOTAL**102,724.08 93,806.43****Note no.- 10****Financial assets - Loans****Unsecured, considered good**

a. Loan to related parties

b. Advance to other parties

As at March 31, 2024 As at March 31, 2023

28,953.24 26,481.30

TOTAL**28,953.24 26,481.30****Note no.- 11****Current tax asset(net)**

Advance Income Tax and TDS (Net of provision)

As at March 31, 2024 As at March 31, 2023

164.42 -

TOTAL**164.42 -****Note no.- 12****Other Current assets**

Income tax refundable

Income Tax (Appeal AY 2011-12)

Rent Receivables

Prepaid Expenses

As at March 31, 2024 As at March 31, 2023

1,310.83 1,722.25

247.51 247.51

140.00 100.00

7.39 -

TOTAL**1,705.73 2,069.76****Note no.- 13****Equity Share Capital :**

As at March 31, 2024 As at March 31, 2023

(a) Authorised

38,00,000 Equity shares of Rs. 10/-each

38,000.00 38,000.00

(b) Issued,subscribed and paidup

38,53,500 Equity shares of Rs. 10/-each

38,535.00 38,535.00

TOTAL**38,535.00 38,535.00****(c) The Rights/ Term attached to equity shares:**

The Company has only one class of equity shares having a face value of Rs.10/- each. Each holder of equity share is entitled to one vote per share held and entitled to dividend in proportion of their share holding. In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts in proportion of their share holding.

(d) Detail of shareholders holding more than 5% shares in the company.

(Figures in 000)

Name of Shareholders	As on 31st March,2024		As on 31st March,2023	
	% of holding	Noe.of shares	% of holding	Nos.of shares
Mr. Romil Agrawal	9.60	370.00	9.60	370.00

(e) Detail of shareholding of promoters in the company:

(Figures in 000)

Shares held by Promoter Name	As at 31st March, 2024			As at 31st March, 2023		
	No of Shares	% of total Shares	% Change during the year	No of Shares	% of total Shares	% Change during the year
Mr. Suyash Agarwal	161.2	4.2	-	161.20	4.2	-
Mr. Lalit Agarwal	220	5.7	-	220.00	5.7	-
Mr. Rishi Agarwal	370	9.6	-	370.00	9.6	-

Note No. - 14**Reserves and Surplus :**

		As at March 31, 2024	As at March 31, 2023
a) Securities premium		18,535.00	18,535.00
	TOTAL(a)	18,535.00	18,535.00
b) Retained earnings			
Opening balance		87,380.66	84,839.78
Add. Surplus during the year		3,348.84	2,540.88
Closing balance	TOTAL(b)	90,729.49	87,380.66
	TOTAL(a+b)	109,264.49	105,915.66

Note No. - 15**Borrowings:****Current**

OD Limit (Working capital) from Banks (Secured)

	As at March 31, 2024	As at March 31, 2023
	74,103.15	55,642.61
	74,103.15	55,642.61

Overdraft limit from HDFC Bank Limited is secured by pledge of FDR of Rs 8.20 Crores in the name of the Company.

Note No. - 16**A. Trade payables**

(i) Total Outstanding dues of Micro Enterprises & Small Enterprises
Advance from Customer

(ii) Total Outstanding due of creditors other than Micro Enterprises
and Small Enterprises

Trade payables

Trade payables to related parties

	As at March 31, 2024	As at March 31, 2023
	-	-
	-	-
	-	-
	-	-
TOTAL	-	-

B. Trade payables due for payment:**Trade payable aging schedule****(i) MSME:**

Outstanding for following period from due date of payment:

Less than 1 year

1-2 years

2-3 years

More than 3 years

Total

	As at March 31, 2024	As at March 31, 2023
	-	-
	-	-
	-	-
	-	-
	-	-

(ii) Others:

Outstanding for following period from due date of payment:

Less than 1 year

	-	-
--	---	---

1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
(iii) Disputed dues MSME:		
Outstanding for following period from due date of payment:		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	-	-
(iv) Disputed dues Others:		
Outstanding for following period from due date of payment:		
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	-	-

Note No. - 17

Other current liabilities

	As at March 31, 2024	As at March 31, 2023
Other Payables	133.02	203.02
Statutory dues payable (TDS & GST)	16.70	28.14
Security Deposit -Rent	40.00	40.00
TOTAL	190.62	320.06

Note No. - 18

Provisions

	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits:	760.00	448.00
TOTAL	760.00	448.00

Note No. - 19

Current tax liabilities

	As at March 31, 2024	As at March 31, 2023
Provision for taxation	599.18	591.30
Less: Advance tax and TDS	599.18	591.30
TOTAL	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2024

(Figures in 000')

Note No. - 20

Revenue from operations:

Sale

TOTAL

For the year ended March 31, 2024	For the year ended March 31, 2023
6,502.26	4,060.00
6,502.26	4,080.00

Note no. -21

Other Income

Interest earned
 Rental Income
 Gain on Redemption of Investment in Mutual fund
 Net foreign exchange gain

TOTAL

For the year ended March 31, 2024	For the year ended March 31, 2023
9,025.20	6,697.09
240.00	261.00
2.89	-
2.62	-
9,270.71	6,958.09

Note no. - 22

Purchases of stock-in-trade

Purchases

TOTAL

For the year ended March 31, 2024	For the year ended March 31, 2023
6,374.76	4,032.00
6,374.76	4,032.00

Note no. - 23

Employee benefit expenses

Salaries & benefits
 Staff Welfare Expenses

TOTAL

For the year ended March 31, 2024	For the year ended March 31, 2023
1,124.12	1,570.81
21.24	28.12
1,145.36	1,598.93

Note no. - 24

Finance Cost

Interest & Finance charges on financial Liabilities :
 a. Interest on Bank Borrowings

TOTAL

For the year ended March 31, 2024	For the year ended March 31, 2023
4,988.39	2,005.54
4,988.39	2,005.54

Note no. - 25**Other Expenses**

	For the year ended March 31, 2024	For the year ended March 31, 2023
Bank Charges	67.64	0.31
Annual Listing Fee	64.90	64.90
Conveyance Expenses	48.59	54.17
Power & Fuel Expenses	40.94	33.18
Postage & Telegrams	22.48	7.36
Printing & Stationary	37.37	42.54
Professional Charges	130.66	118.26
Registrar Fee	18.88	21.65
Legal Charges	34.39	25.28
Telephone Expenses	30.44	28.91
Prior Period Expenses	7.29	-
Fees & Subscription	48.32	58.48
Misc. Expenses	43.87	39.68
Repair & Maintenance	12.52	11.77
Interest on TDS/Tax	1.88	5.01
Website Expenses	17.18	-
Consultancy Charges	-	300.00
Sitting Fee	43.60	20.00
<u>Payment to Auditors:</u>		
As Audit Fee	118.00	118.00
As Other Services	26.32	26.32
TOTAL	817.28	976.13

Note no. - 26**Other Comprehensive Income**

	For the year ended March 31, 2024	For the year ended March 31, 2023
--	--------------------------------------	--------------------------------------

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

Remeasurement of Fair value Investment

Net unrealised gain on revaluation of securities	2,007.02	1,272.28
Breakup of Tax		
i) Current Year Income Tax	505.13	320.21
	1,501.90	952.08

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2024

Note 27. Earnings per Share

Particulars	(Figures in 000')	
	March 31, 2024	March 31, 2023
Earnings		
Profit attributable to equity holders of the company	3,348	2,541
Shares		
Number of shares at the beginning of the year	3853.5	3853.5
Add: Equity Shares Issued	-	-
Less: Buy back of Equity Share	-	-
Total Number of equity shares at the end of the year	<u>3853.5</u>	<u>3853.5</u>
Weighted average number of Equity Shares	<u>3853.5</u>	<u>3853.5</u>
Earning Per Share of par value of Rs. 10/- - Basic	0.87	0.66
Earning Per Share of par value of Rs. 10/- - Diluted	0.87	0.66

Note 28. Investment Properties

(i) Amount recognized in profit or loss for investment in properties

Rental Income	240	251
Profit from Investment in properties	<u>240</u>	<u>251</u>

(ii) Immoveable Property held for rental income and capital appreciation classified as investment in property as per Ind AS 40

Note 29. Loans and Advances etc.

In the opinion of the management, the value of Current Assets, Loans and Advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the Balance Sheet, except unless stated otherwise. The Provision for all known Liability is adequate and not in excess of the amount considered reasonably necessary.

Note 30. No amounts are due for deposits at the Balance Sheet date to the Investor education and Protection Fund

Note 31. There are no delays in payment to Micro and Small Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The information has been determined to the extent such parties have been identified on the basis of information available with the company.

Note 32. Additional Information:

a) Value of Imports calculated on CIF Basis

Particulars	March 31, 2024	March 31, 2023
Materials	-	-

b) Expenditure in Foreign Currency during the Year

Particulars	March 31, 2024	March 31, 2023
Expenses	-	-

c) Earning in Foreign Exchange

Particulars	March 31, 2024	March 31, 2023
Export of Goods	-	-

Note 33. Disclosure in respect of Indian Accounting Standard (Ind AS-24) 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule, 2014 (as amended):

1 Enterprises where control exist :-

- i) Advance Steel Tubes Limited
- ii) Tirupati Structural Limited (TSL)
- iii) Advance Enterprises Pvt Ltd
- iv) Marda Commercial & Holdings Limited,
- v) Advance Ispat (India) Limited
- vi) Tak Bulleth Pvt Ltd
- vii) Shaksham International Private Limited
- viii) TSB Tubes and Tank
- ix) TSL Piping Solutions Private Limited
- x) Techzzler International Private Limited
- xi) Advance Steel Futuristic
- xii) TSL Olympia Plastic

2 Others related parties/group concern with whom the company had transactions :-

- (a)
 - i) Tirupati Structural Limited
 - ii) TSB Tubes and Tank

(b) **Key Management Personnel:**

- i) Mr. Romil Agarwal - Chief Executive Officer (CEO)
- ii) Ms. Rachita Goyal - Chief Financial Officer (CFO)
- iii) Ms. Akansha Rohatgi-Company Secretary

Note 34. Disclosure in respect of Indian Accounting Standard (Ind AS-24) 'Related Party Disclosures' as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule, 2014 (as amended):

S.No.	Nature of Transaction	Name of Related Parties	Relationship	[Figures in 000']	
				March 31, 2024	March 31, 2023
a) Transactions during the year					
1	Sales	Tirupati Structural Limited	Group Concern	-	4,080
				-	4,080
2	Remuneration (Key Managerial Personnel)	Mr. Romil Agarwal Ms. Rachita Goyal Ms. Akansha Goel	CEO CFO Company Secretary	- 300 519	600 300 141
				819	1,041
3	Investment in Partnership Firm	Advance Steel Futuristic TSL Olympia Plastic	Group Concern Group Concern	15,600 15,600	15,600 15,600
				31,200	31,200
a) Outstanding Balance at the year end					
1	Trade receivables	Tirupati Structural Limited TSB Tubes and Tank	Group Concern Group Concern	- -	4,814 256
				-	5,070
2	Remuneration (Key Managerial Personnel)	Mr. Romil Agarwal Ms. Rachita Goyal Ms. Akansha Goel	CEO CFO Company Secretary	85 600 50	85 300 40
				735	425
3	Investment in Partnership Firm	Advance Steel Futuristic TSL Olympia Plastic	Group Concern Group Concern	15,600 15,600	15,600 15,600
				31,200	31,200

Note 35: Capital Management

The company manages its capital to ensure the company will be to continue as a going concern while maximising the returns to stakeholder through the optimization of the equity balance.

Note 36: Fair value measurements**(I) Financial instruments by category**

Particulars	31st March 2024			31st March 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Investment	-	66,322	-	-	64,312	-
Trade Receivables	-	-	-	-	-	5,070
Loans	-	-	28,953	-	-	28,481
Cash and Cash Equivalents	-	-	96	-	-	32
Others	-	-	6	-	-	6
Total Financial Assets	-	66,322	28,055	-	64,312	31,590
Financial Liabilities						
Trade Payables	-	-	-	-	-	-
Total Financial Liabilities	-	-	-	-	-	-

i) The carrying amount of trade receivables, trade payments, trade payable, cash and cash equivalents and other short term receivables and payables which are due to be settled within 12 months are considered to be the same as their fair values, due to their short term nature.

ii) The company has overdraft limit against pledge of FDR of the company from HDFC Bank limited.

iii) Non current security deposit have been continued at carrying value as measurement implications are immaterial.

iv) All investments are measured at fair value, with value changes recognized in statement of other comprehensive income, except one quoted equity instrument not trading.

(II) Fair Value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value and amortised cost.

As at 31-03-2024

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial Assets at Fair Value through OCI				
Investment	66,322	-	-	66,322
Financial Assets at Amortised Cost				
Trade receivables	-	-	28,953	28,953
Loans	-	-	96	96
Cash and Cash Equivalents	-	-	6	6
Others	-	-	-	-
Total Financial Assets	66,322	-	29,055	95,377

As at 31-03-2024

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Trade payables	-	-	-	-
Total Financial Liabilities	-	-	-	-

As at 31-03-2023

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial Assets at Fair Value through OCI Investment	64,312	-	-	64,312
Financial Assets at Amortised Cost				
Trade receivables	-	-	5,070	5,070
Loans	-	-	26,481	26,481
Cash and Cash Equivalents	-	-	32	32
Others	-	-	6	6
Total Financial Assets	64,312	-	31,590	95,901

As at 31-03-2023

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Trade payables	-	-	-	-
Total Financial Liabilities	-	-	-	-

(III) Valuation technique used to determine fair value

- Investment in mutual funds have been valued as per NAV declared on the balance sheet date.
- The carrying amount of other financial assets and liabilities are considered to be the same as their fair values.
- Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantiality all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the company could have realized or paid in sale transactions as of respective dates. As such fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(IV) Financial Risk Management

The company's principal financial liabilities comprises of trade payables and others. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade receivables, loans, cash and cash equivalence that derive directly from its operations.

The company is expose to market risk, credit risk and liquidity risk. The company's financial risk activities are governed by appropriated policies and procedures and that financial risks are identified, measured and managed in accordance with the company's policies and risk objectives.

The board of directors reviews and agrees policies for managing each of these risks which are summarized below:

a) Market Risk

Market risk is the risk that the fair value of future cash flows or a financial instruments will fluctuate because of changes in market prices. Market risk comprises interest rate risk and foreign currency risk.

i) Interest Rate Risk

Interest Rate Risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate. Company is not exposed to significant interest rate risk as all the financial instruments which are subject to interest risk are due to be settled within 12 months and carry fixed rate of interest.

ii) Foreign Currency Risk

Foreign currency risk is a risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign currency rates, however there is no foreign exchange outstanding at the year end.

b) Credit Risk

Credit Risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assesses financial reliability of customers and other counter parties taking into account the financial condition, current economic trends and ageing of financial assets. Individual risk limits are set periodically reviewed on the basis of such information.

Financial assets are written off when there is no reasonable expectations of recovery such as a debtor failing to engage in a repayment plan with the company. Where loans or recoveries have been written off the company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made these are recognized as income in the statement of profit and loss.

The company has used a practical expedient by way of computing the expected credit loss for trade receivables based on provision matrix. The matrix also takes into account historical credit loss experience and adjusted to forward looking information.

c) Liquidity Risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they become due. The company manages its liquidity risk by ensuring as far as possible that it will always have sufficient liquidity to meet its liabilities when due under both normal and stressed conditions without incurring unacceptable losses or risk to the company's reputation.

The company's principal sources of liquidity are cash and cash equivalents, cash flow that is generated from operations. The company believes that the working capital is sufficient to meet its current requirements. Any short term surplus cash generated over and above the amount required for working capital management and operational requirements are given as interest bearing loans repayable on demand.

As at 31st March 2024, the company had working capital of Rs. 58,595.51 including cash and bank balances of Rs. 1,02,819.90

As at 31st March 2023, the company had working capital of Rs. 71,040.28 including cash and bank balances of Rs. 32.14.

Note 37. Key Sources of estimation uncertainty

The followings are the key assumptions concerning the future and the key sources of estimations uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities with next financial year.

a) Fair valuation measurement and valuation process

Financial instruments (Investments other than Investment property) are measured initially at amortised cost on the basis of materiality.

b) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which losses can be utilized significant management judgement is required to determine the amount of deferred tax asset that can be recognized based upon the likely timing and level of future taxable profit.

Note 38. Segment reporting

There is no reportable segment due to quantitative thresholds as per Ind AS 108.

Note 39. Income Expense

Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below

Particulars	31st	31st
	March,2024	March,2023
Enacted income tax rate in India applicable to the company	25.168%	25.158%
Profit before tax	2,446	2,422
Current tax expenses on profit before tax expenses at the enacted income tax rate in India	616	610
Tax effect of the amounts which are not deductible (taxable) in calculating taxable income		
Permanent disallowances	2	1
Deduction under Section 24 of the income tax act	(18)	(20)
Other items (Depreciation differences, Exempted Income & CG loss)	-	-
Total income tax expense (credit)	599	591

Note 40. Disclosure pursuant to section 186(4) of the Companies Act, 2013

Nature of the transaction (loans given) and purpose	31st	31st
	March,2024	March,2023
Loan and advances: (Given for Business purpose)		
Tripuri Structurals Limited	-	-
Total	-	-

Note 41. The previous years figures have been regrouped and reclassified, to the extent necessary, to conform to the current years figures.

Note 42. Financial Ratio

Calculation of Ratios and Commentary Explaining any changes (Whether positive or negative) in the ratio by more than 75% compared to the ratio of preceding year:

Ratio	Numerator	Denominator	AS on 31.03.2024	As on 31.03.2023	Variance in %age	Reasons from variances
(a) Current Ratio	133,643.29	75,053.77	1.78	2.26	-21.19%	-
(b) Debt-Equity Ratio	74,103.15	147,799.50	0.50	0.39	30.16%	Due to increase in debts.
(c) Debt Service Coverage	6,838.50	4,988.39	1.37	1.79	-23.56%	-
(d) Return on Equity Ratio	3,348.84	38,535.00	8.69%	6.59%	31.80%	Due to increase in profit.
(e) Inventory turnover ratio	-	-	-	-	-	-
(f) Trade Receivables turnover ratio	6,502.28	2,535.16	2.56	0.50	414.20%	Due to improve in realisation of trade receivables.
(g) Trade payables	-	-	-	-	-	-
(h) Net capital turnover ratio	15,772.97	64,819.40	0.24	0.13	81.78%	Due to decrease in requirement of working capital.
(i) Net profit ratio	2,446.01	15,772.97	15.51%	21.94%	-29.33%	Due to increase in finance cost.
(j) Return on Capital employed	7,434.40	149,051.13	4.98%	3.05%	63.56%	Due to increased in profit.
(k) Return on investment	1,846.94	149,051.13	1.24%	1.09%	13.24%	-

Note 43. Approval of Financial Statement

The financial statement were approved for issue by the board of director on 27th May,2024.

The accompanying notes to the standalone financial statement:

For Kumar Chopra & Associates
Chartered Accountants
FRN : 000131N

(CA Rajeev Jain)
Partner
M.No.084478

Place: Delhi
Date: 27.06.2024

(Lalit Agarwal)
Director
DIN :00109920

Ramesh Kumar Bissa
(Ramesh Kumar Bissa)
Director
DIN :00586715

Rachita
(Rachita Goyal)
CFO
PAN : AMTPG2056P

For and on behalf of the Board

(Romil Agarwal)
CEO
PAN: ADTPA2867P

(Anshu Rohatgi)
Company Secretary
PAN : BUVPG8211R