

Annual Report 2016-17

Sophia Traexpo limited

For Sophia Traexpo Limited


Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

Corporate Information

Board of Directors:

Mr. YERRAPRAGADA MALLIKARJUNA RAO	Whole Time Director
Mr. VISHNU MOHAN CHOUDHARY	Non Executive Director
Mr. SRINIVASARAO BOLLA	Independent Director
Mrs. LAKSHMI NEKKANTI SATYASRI	Independent Director
Mr. NAGESWARA RAO BALUSUPATI	Additional Director
Mr. YERRAPRAGADA MALLIKARJUNA RAO	Chief Finance Officer

Audit Committee:

Mr. SRINIVASARAO BOLLA	Chairman
Ms. LAKSHMI NEKKANTI SATYASRI	Member
Mr. NAGESWARA RAO BALUSUPATI	Member

Nomination and Remuneration Committee:

Mr. SRINIVASARAO BOLLA	Chairman
Mr. VISHNU MOHAN CHOUDHARY	Member
Mr. NAGESWARA RAO BALUSUPATI	Member

Stakeholders Relationship Committee:

Mr. SRINIVASARAO BOLLA	Chairman
Mr. VISHNU MOHAN CHOUDHARY	Member
Mrs. LAKSHMI NEKKANTI SATYASRI	Member

Registered Office:	Flat No.401, D.No. 6 -3-1085 D. Dega Towers Raj Bhavan Road, Somajiguda Hyderabad, Telangana, 500082 India.
Auditors	Nekkanti Srinivasu & Co., Chartered Accountants, (Firm Registration No. 008801S), Hyderabad.
Registrars & Share Transfer Agents:	Venture Capital and Corporate Investments Pvt. Ltd 12-10-167, Bharat Nagar, Hyderabad- 500018 Phones: 040-23818475 : 476 Fax: 040-23868024; Email: info@vccifindia.com
Listed At:	DSE Limited

For Sophia Traexpo Limited



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NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of M/s. Sophia Traexpo Limited will be held on Friday, the 29th day of September, 2017 at 3.00 p.m. at Flat No.401, D.No. 6-3-1085/D, Dega Towers Raj Bhavan Road, Somajiguda Hyderabad, Telangana, 500082 India, to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a director in the place of Mr. Vishnu Mohan Choudhary (holding DIN 00781016), who retires by rotation and being eligible, offers himself for reappointment as a Director.
3. To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, the appointment of M/s. Nekkanti Srinivasu & Co., Chartered Accountants, (Firm Registration No. 008801S), who were appointed as the Statutory Auditors of the Company till the conclusion of 37th Annual General Meeting, be and are hereby ratified and confirmed, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31st March, 2018."

SPECIAL BUSINESS:

4. Appointment of Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) as a Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013, ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read the Articles of Association of the Company, Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266), who was appointed as an Additional Director of the Company on 24th December, 2016 by the Board of Directors and who holds office up to the date of this Annual General meeting, be and is hereby appointed as an Director of the Company, whose period of office shall be liable to determine by retirement of directors by rotation."

For Sophia Traexpo Limited



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5. Appointment of Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) as Whole Time Director and Chief financial officer of the Company.

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 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("Companies Act") read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and, consent of the Members be and is hereby accorded to the appointment of Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) as a Whole Time Director designated as the Chief Financial officer of the company, for a period of 3 years with the effect from 24th December, 2016 to 25th December, 2019 remuneration with further liberty to the Board of Directors of the Company from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) in the best interests of the Company and as may be permissible by law. The remuneration and such other terms and conditions as set out in the Explanatory Statement annexed hereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company may revise the remuneration payable to the Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266), in any financial year during the currency of the present tenure of office, in such manner as agreed to between the Board of Directors and the Whole-time Director subject to the conditions that the remuneration by way of salary, perquisites and other allowances, shall not exceed such Percentage of net profits of the Company as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013".

"RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Yerrapragada Mallikarjuna Rao the Company incurs Loss or its profits are inadequate, the Company shall pay to Mr. Yerrapragada Mallikarjuna Rao, the above remuneration by way of salary and other allowances as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration".

6. Appointment of Mr. Nageswara Rao Balusupati (DIN: 07818953) as a Non-Executive Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly known as Sophia Finance Limited)

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nageswara Rao Balusupati (DIN: 07818953), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation."

**For and on behalf of the Board
For SOPHIA TRAXPO LIMITED**

**Date: 04th September, 2017
Place: Hyderabad**

**Sd/-
YERRAPRAGADA MALLIKARJUNA RAO
Whole Time Director
(DIN: 00905266)**

Notes:

1. A member entitled to attend and vote at this Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
2. Members/proxies/authorized representatives are requested to bring their copies of Annual Report and produce duly filled in attendance slip at the entrance of the venue. Members holding shares in Demat form shall write their DP ID No. and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of Annual Reports will not be provided at the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

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4. The Register of Members and Share Transfer books of the Company will remain closed from 23rd September, 2017 to 29th September, 2017(both days inclusive) for the purpose of the AGM.
5. The International Securities Identification Number (ISIN) allotted to the Company's equity shares is _____. Trading in the equity shares of the Company through Stock Exchanges was made compulsory in dematerialized form. Shareholders are advised to open demat accounts with any of the Depository Participants (DPs) of their choice registered with NSDL and CDSL and convert their physical holding into electronic holding.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts, so as to enable the Company to dispatch dividend warrants to their correct address. Members holding shares in physical form are requested to notify/send any change in their address and bank account details to the Company/ Registrar and Share Transfer Agents, M/s Venture Capital and Corporate Investments Private Limited (VCCIPL). Members are encouraged to utilize Electronic Clearing System (ECS) for receiving dividends.
7. Non-Resident Indian Members are requested to inform VCCIPL, immediately of:
 - a. Change in their residential status on return to India for permanent settlement
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
8. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
9. All relevant documents referred in the accompanying Notice and explanatory statement are Open for inspection to the Members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays up to the date of the AGM.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to VCCIPL.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with VCCIPL/Depository Participant to enable the Company to send communications electronically.

For Sophia Traexpo Limited


Wholetime Director

Sophia Traexpo limited

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12. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. Members may also note that the Notice of the 34th AGM and the Annual Report 2016-17 will be available on the Company's website, www.sophiatraexpo.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members desiring any information as regards accounts are requested to write to the Company to: sophiatraexpolimited@gmail.com, at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.
14. Pursuant to the requirement under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the directors proposed to be re-appointed / appointed is given in the notice.

15. Instruction about Voting:

The Members are requested to opt for one mode of voting, i.e. either through e-voting or postal ballot. If a Member casts votes by both modes, then voting done through a valid e-Voting shall prevail and physical ballot form voting of that Member shall be treated as invalid. Please refer the following detailed instructions for both modes voting.

A) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing Members a facility to exercise their right to vote at the Physical Ballot by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select the "SOPHIA TRAEXPO LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID - For CDSL: 16 digits beneficiary ID. For NSDL: 8 Character DP ID followed by 8 Digits Client ID. Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

If you are a first time user follow the steps given below.

PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd.mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name.

Eg. If your name is Rama with sequence number 1 then enter RA00000001 in the PAN Field.

#Please enter any one of the details in order to login. In case both the details are not recorded with the depository or

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (ix) For Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for SOPHIA TRAEXPO LIMITED.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- I. The voting period begins on 26th September, 2017 at 9.00 A.M. and ends on 28th September, 2017 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as of 22nd September, 2017 (i.e., the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help Section or write an email to helpdesk.evoting@cdslindia.com.
- III. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 22nd September, 2017.
- IV. **N.Vanitha, Practicing Company Secretary (C.P. No: 10573)**, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

B) Other Instructions:

- I. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- II. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.sophiatraexpo.com.
- III. Members may address any query to Mr. Yerrapragada Mallikarjuna Rao, Whole Time Director of the company, Tel. No. 9849389068, e-mail address: sophiatraexpolimited@gmail.com, Website: www.sophiatraexpo.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) be appointed as Director on the Board, whose office is liable to retire by rotation.

For Sophia Traexpo Limited


Wholetime Director

Sophia Traexpo limited
(Formerly known as Sophia Finance Limited)

The appointment of Mr. Yerrapragada Mallikarjuna Rao shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Yerrapragada Mallikarjuna Rao for the office of Director of the Company. Mr. Yerrapragada Mallikarjuna Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

ITEM NO. 5 :

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) was appointed as an Additional Director on the Board of the Company with effect from 24th September, 2016 to hold office up to the date of the ensuing Annual General Meeting. He was also appointed as the Whole Time Director of the Company with effect from 24th September, 2016, subject to the approval of the Members.

Further, to align the goals of Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266), with the vision of the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board has re-designated Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266), Whole Time Director as CFO with effect from 24th September, 2016

The terms and conditions of appointment are as follows:

1. Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) will perform such duties as shall from time to time be entrusted to him by the Board of Directors of subject to superintendence, guidance and control of the Board of Directors.
2. Salary Payable: Rs. 20,000 per month.
3. Reimbursement of Expense: The Whole time Director shall be entitled for reimbursement of payments made for official purpose / for enhancement of Company's business and such reimbursement shall not form part of remuneration for the purpose of ceilings, wherever is applicable.

Other details of Mr. Yerrapragada Mallikarjuna Rao are provided at Annexure-A of this notice:

The statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013, to the extent applicable, is given here under:

A. General Information:

1. Nature of Industry - To carry on the business of buying, selling, reselling, exporting and trading of all kinds of goods finished, semi finished, raw material items, articles, merchandise, products such as granites, marbles, manufactured stones/ marbles, agricultural products.
2. Date of Commencement of Commercial Production - 27/04/1983.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly known as Sophia Finance Limited)

3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – N.A
4. Financial Performance based on given indicators the operating revenue of the Company for the year 2016-17 is **1,17,865** against **1,08,240** for the year 2015-16. The net profit/loss for the year 2016-17 is Rs. **8716** against Rs. **7050** in the year 2015-16.
5. Foreign Investments or Collaborators, if any - **NIL**

B. Information about the appointee:

1. Background details

Mr Yerrapragada Mallikarjuna Rao is a highly accomplished technology professional with many years of progressive experience with core competencies in Enterprise building, Mergers & Acquisition, Global organizational restructuring and transformation change management, business process re-engineering, and is a mentor.

2. Past remuneration – **NIL**

3. Recognition or awards – **NIL**

4. Job profile and his suitability

Mr. Yerrapragada Mallikarjuna Rao is entrusted with substantial powers of the management of the Company subject to the superintendence, control and direction of the Board of Directors, the provisions of Memorandum and Articles of Association, regulations made by the Company in Annual General Meeting and the restrictions imposed by the Companies Act, 2013, and shall do all in his power to promote, develop and extend the business of the Company.

His experience of the past years will help the company to grow and prosper. He is well suited as he is not only experienced but he is also well versed of entire operations of the Company. The challenging business environment requires review of operations, monitoring and decision making on day-to-day basis besides strategic guidance and advice ongoing basis for modernization, technological up-gradation and expansion/diversification activities in which the Company would be immensely benefited by his matured and timely advice.

5. Remuneration proposed -

Please refer to details given in Annexure II to the Board's report.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

The executive remuneration in the industry is on the rise. The Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the software industry and other companies comparable with the size of the Company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed hereinabove. Considering professional qualifications, background, experience and competence of Mr. Yerrapragada Mallikarjuna Rao and the responsibility shouldered by him, the terms of remuneration are considered to be fair, just and reasonable.

For Sophia Traexpo Limited



Whole-time Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

7. Pecuniary relationship directly or indirectly with the company, or Relationship with the managerial personnel, if any – NA

A. Other information:

1. Reasons of loss or inadequate profits

The Company is planning for diversifying its activities hence did not carry out any activity under the present objects of the Company hence, there is no revenue generated from operations.

2. Steps taken or proposed to be taken for improvement

The Company has initiated several steps for restoring profitability by new products offerings and concentrating more on export market for which the necessary platform and credentials have already been established. The Company is trying to diversify into more profitable verticals.

3. Expected increase in productivity and profits in measurable terms –

In addition to steps proposed to be taken for improvement as detailed above, key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost and working capital containment. Barring unforeseen circumstances, the overall outlook for the current financial year 2017-18 seems to be positive and the management is optimistic of achieving improvements in the Company's performance. However, it is extremely difficult in present scenario to predict profits in measurable terms but the above initiatives are expected to improve productivity and profitability.

Keeping in view the professional qualifications, rich & varied experience and managerial skills of Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266), the Board of Directors recommends the passing of the proposed resolution as a Special Resolution in compliance with the applicable provisions of the Companies Act, 2013.

This explanatory statement together with the accompanying Notice is to be treated as an abstract of the terms of the contract / Agreement and Memorandum of concern or interest between the Company and Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) pursuant to Section 196 of the Companies Act, 2013.

Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) as a Director of the Company. In compliance with the provisions of Sections 152, 161, 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, it is now proposed to seek the Shareholders' approval for appointment of Mr. Yerrapragada Mallikarjuna Rao as Director, Whole time Director & Chief Finance Officer and a Key Managerial Personnel, who shall be liable to retire by rotation in terms of the applicable provisions of the Companies Act, 2013 ("Act") with effect from 24th September, 2016, on the terms and conditions as detailed in the resolution.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

ITEM NO. 6:

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Nageswara Rao Balusupati be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation.

The appointment of Mr. Nageswara Rao Balusupati shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Nageswara Rao Balusupati for the office of Director of the Company. Mr. Nageswara Rao Balusupati is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

For SOPHIA TRAEXPO LIMITED

Date: 04th September, 2017
Place: Hyderabad

Sd/-
YERRAPRAGADA MALLIKARJUNA RAO AO
Whole Time Director
(DIN: 00905266)

For Sophia Traexpo Limited



Wholetime Director

Information in respect of Directors seeking appointment / re-appointment as required

i) Vishnu Mohan Choudhary

A	Name	Vishnu Mohan Choudhary
B	Brief Resume	
	i) Date of Birth	28/12/1960
	ii) Qualification	Graduation
	iii) Experience in specific functional area	
	iv) Date of appointment on the Board of the Company	24/10/2014
C	Names of other companies in which directorship held (as per Section 165 of the Companies Act, 2013):	1. AVD Engineering Private Limited 2. Athena Security Solutions India Private Limited
D	Name(s) of the companies in which committee Membership(s) held	NIL
E	No. of Shares of Rs. 10 - each held by the Director	NIL
F	Relationship between Directors inter se [as per section 2 (77) of the Companies Act, 2013, read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014]	No relations to any other director
G	Chairman/ Member of the Committee of the Board of Directors of the Company	Audit Committee- Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee- Chairman

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

ii) YerraPragada Mallikarjuna Rao

A	Name	Yerrapragada Mallikarjuna Rao
B	Brief Resume	
	i) Date of Birth	10/08 1965
	ii) Qualification	Graduation
	iii) Experience in specific functional area	
	iv) Date of appointment on the Board of the Company	24/12/2016
C	Names of other companies in which directorship held (as per Section 165 of the Companies Act, 2013):	7
D	Name(s) of the companies in which committee Membership(s) held	1. VERTICAL INDUSTRIES LIMITED 2. SOURCE INDUSTRIES (INDIA) LIMITED 3. AARVINFRATEL LIMITED 4. MERCURY OUTSOURCING MANAGEMENT LIMITED
E	No. of Shares of Rs. 10. - each held by the Director	NIL
F	Relationship between Directors inter se [as per section 2 (77) of the Companies Act, 2013, read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014]	No relations to any other director
G	Chairman Member of the Committee of the Board of Directors of the Company	Audit Committee- Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee- Member

For Sophia Traexpo Limited**Wholetime Director**

Sophia Traexpo limited

(Formerly known as Sophia Finance Limited)

iii) Nageswara Rao Balusupati

A	Name	Nageswara Rao Balusupati
B	Brief Resume	
	i) Date of Birth	23/08/1995
	ii) Qualification	Graduation
	iii) Experience in specific functional area	
	iv) Date of appointment on the Board of the Company	11.05.2017
C	Names of other companies in which directorship held (as per Section 165 of the Companies Act, 2013):	NIL
D	Name(s) of the companies in which committee Membership(s) held	NIL
E	No. of Shares of Rs. 10/- each held by the Director	NIL
F	Relationship between Directors inter se [as per section 2 (77) of the Companies Act, 2013, read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014]	No relations to any other director
G	Chairman/ Member of the Committee of the Board of Directors of the Company	Nil

For Sophia Traexpo Limited

Malik A

Wholetime Director

DIRECTOR'S REPORT

To

The Members,

Your Directors have pleasure in presenting the 34th Annual Report of 'Sophia Traexpo Limited' (the Company) together with the Audited accounts for the financial year ended 31st March 2017.

FINANCIAL RESULTS: (Rs. In Thousands)

Your Company's results for the year in comparison with the previous year are given below in a summarized format:

Particulars	Current year	Previous year
	2016-17	2015-16
Total Revenue	117,865	180,240
Profit/loss Before Interest, Depreciation, Interest and Taxes	12,429	10,680
Depreciation / Amortization	-	-
Net Profit/Loss Before Tax	12,429	10,680
Provision for Taxation	(3,713)	(3,630)
Net Profit/Loss After Tax	8,716	7,050

COMPANY'S PERFORMANCE:

The performance of your company for the year under review is summarized below:

During the year under review, your Company has recorded a gross total income of Rs. 1,17,865 - from commercial operations and recorded a net profit/ Loss of Rs. 8,716/-

OPERATIONS:

During the financial year 2016-17, your Company has achieved revenue from operations is 1,17,865.

TRANSFER OF AMOUNT TO GENERAL RESERVE:

The Company has not proposed to transfer any amount to the general reserve for the financial year ended 31st March, 2017.

DIVIDEND:

The Board of directors does not recommend any dividend for the year as at 31st March 2017

For Sophia Traexpo Limited


Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Pursuant to the provisions of section 135 (1) and read with all other applicable provisions of the Companies Act, 2013 and the Companies (Corporate social responsibility policy) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), corporate social responsibility is not applicable to the Company During the financial year 2016-17.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The Board has adopted policies and procedures for ensuring orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. **Nekkanti Srinivasu & Co.**, Chartered Accountants, have been appointed as the Statutory Auditors of the Company. However, their appointment as Statutory Auditors of the Company shall be required to be ratified by the Members at every Annual General Meeting. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company. Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

INTERNAL AUDITORS:

The Board of Directors based on the recommendation of the Audit Committee has re-appointed

SECRETARIAL AUDITOR:

M/s. P.S.Rao & Associates, Practicing Company Secretaries, was appointed to conduct the Secretarial Audit of the Company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules there-under. The secretarial audit report for FY 2016-17, is given in **Form No: MR - 3** is herewith annexed as **Annexure (I)** attached hereto and forms part of this Report. The Board has appointed M/s. P.S.Rao & Associates, Practicing Company Secretaries, as secretarial auditors of the Company for the financial year 2016-17.

DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Vishnu Mohan Choudhary retires by rotation and being eligible, has offered himself for re-appointment.

Directors at their meeting held on 24th December, 2016 has resigned Mr. Vinod Kumar (DIN: 03642809) as Director keeping the long term goals and vision of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing the appointment of Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) as Whole Time Director and Chief Financial Officer ("CFO"). The resolutions seeking your approval for the appointment of Mr. Yerrapragada Mallikarjuna Rao (DIN: 00905266) as Whole Time Director and Chief Financial Officer ("CFO")

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under the Companies Act, 2013.

MEETINGS OF BOARD:

Six meetings of the Board of Directors were held during the year. The details of the Board and Committee meetings are given in the Corporate Governance Report which forms part of this Annual Report.

AUDIT COMMITTEE:

The Board has constituted Audit Committee as per the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition, attendance, powers and role of the Audit Committee are included in Corporate Governance Report. All the recommendation made by the Audit Committee was accepted by the Board of Directors.

Policy on Director's Appointment and Remuneration and other matters

(a) Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee has been formed pursuant to and in compliance with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013. The main object of this Committee is to identify persons who are qualified to become directors and who may be appointed in senior management of the Company, recommend to the Board their appointment and removal and to carry out evaluation of every Director's performance, recommend the remuneration package of both the Executive and the Non-Executive Directors on the Board and also the remuneration of Senior Management, one level below the Board. The Committee reviews the remuneration package payable to Executive Director(s) and recommends to the Board the same and acts in terms of reference of the Board from time to time.

On the recommendation of the Nomination and Remuneration Committee, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other Employees pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The remuneration determined for Executive/Independent Directors is subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The Non-Executive Directors are compensated by way of profit sharing Commission and the Non-Executive Directors are entitled to sitting fees for the Board/Committee Meetings. The remuneration paid to Directors, Key Managerial Personnel and all other employees is in accordance with the Remuneration Policy of the Company.

The Nomination and Remuneration Policy and other matters provided in Section 178(3) of the Act and Regulation 19 of SEBI Listing Regulations have been disclosed in the Corporate Governance Report, which forms part of this Report.

(b) Familiarisation/Orientation program for Independent Directors: A formal familiarization program was conducted about the amendments in the Companies Act, 2013, Rules prescribed

For Sophia Traexpo Limited

Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws of the Company.

It is the general practice of the Company to notify the changes in all the applicable laws from time to time in every Board Meeting conducted.

Annual Evaluation of Board Performance and Performance of its Committees and of Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and other Committees.

A structured questionnaire was prepared after considering the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS: N.A.

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

FIXED DEPOSITS:

Your Company has not accepted any fixed deposits and as such no principal or interest was outstanding as on the date of the Balance sheet.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm that:

- i. in the preparation of the annual accounts for the financial year 2016-17, the applicable accounting standards have been followed and there are no material departures;
- ii. They 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 at the end of the financial year and of the profit of the Company for the financial year;
- iii. They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts on a going concern basis;

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

VIGILANCE MECHANISM/WHISTLE BLOWER POLICY:

The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases.

The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

RISK MANAGEMENT:

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of the Board Report.

FRAUDS: No Fraud by the company or on the company by its officer or employees during the year.

RELATED PARTY TRANSACTIONS:

During the Financial Year 2016-17, Company has not entered significant related party transaction.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure II" to this report.

PARTICULARS OF EMPLOYEES:

The information required under section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year: N.A

"The Company has not paid any remuneration to the non-executive directors of the Company for the Financial Year 2016-17."

For Sophia Traexpo Limited

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Wholetime Director

Sophia Traexpo limited

(Formerly known as Sophia Finance Limited)

b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the Financial Year: N.A.

"During the Financial Year 2016-17, there is no increase in the remuneration of each director of the Company."

c. The Percentage increase in the median remuneration of employees in the Financial Year: N.A.

d. The number of permanent employees on the rolls of Company: Other than Managing Director and Whole Time Director, no permanent Employees working in the Company and Company does doing business on contractual basis.

e. The explanation on the relationship between average increase in remuneration and Company Performance: N.A.

f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of Key managerial personnel (KMP) in FY 2017	Nil
Total Revenue	Nil
Remuneration of KMP's (as % of Revenue)	Nil
Profit/loss Before Tax (PBT)	Rs.12429
Remuneration of KMP (as % of PBT)	Nil

G. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of current financial year and previous financial year:

Particulars	March 31, 2017	March 31, 2016	% Change
Market Capitalization	NA	NA	NA
Price Earnings Ratio	0.00	0.00	0.00%

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

- h. Comparison of each remuneration of the key managerial personnel against the performance of the Company: Nil.
- i. The Key parameters for any variable component of remuneration availed by the directors: N.A.
- j. The Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: N.A.
- k. **Affirmation that the remuneration is as per the remuneration policy of the Company:**
The Company affirms remuneration is as per the remuneration policy of the Company.
- l. The Statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company.

CORPORATE GOVERNANCE

The Company has been making every endeavor to bring more transparency in the conduct of its business. As per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a compliance report on Corporate Governance for the year 2016-17 and a Certificate from the Auditors of the Company are furnished which form part of this Annual Report.

HUMAN RESOURCES

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

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

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are set out in an "Annexure-III" to this Report.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly known as Sophia Finance Limited)

EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are set out in an "Annexure-III" to this Report.

MANAGEMENT DISCUSSION & ANALYSIS:

A report on Management Discussion & Analysis is herewith annexed as 'Annexure IV' to this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company that have occurred between the end of the Financial Year 2016-17 of the Company and the date of the report.

BOARD EVALUATION:

The performance evaluation of the Board, its Committees and individual directors was conducted and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors. Based on the questionnaire and feedback, the performance of every director was evaluated in the meeting of the Nomination and Remuneration Committee (NRC).

A separate meeting of the independent directors ("Annual ID meeting") was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman. Post the Annual ID meeting, the collective feedback of each of the Independent Directors was discussed by the Chairman of the NRC with the Board's Chairman covering performance of the Board as a whole performance of the non-independent directors and performance of the Board Chairman. Some of the key criteria for performance evaluation are as follows

Performance evaluation of Directors:

- Attendance at Board or Committee meetings.
- Contribution at Board or Committee meetings.
- Guidance/Support to management outside Board or Committee meetings.

For Sophia Traexpo Limited


Wholetime Director

Sophia Traexpo limited

(Formerly known as Sophia Finance Limited)

Performance evaluation of Board and Committees:

- Degree of fulfillment of key responsibilities.
- Board structure and composition.
- Establishment and delineation of responsibilities to Committees.
- Effectiveness of Board processes, Information and functioning.
- Board culture and dynamics.
- Quality of relationship between Board and Management.
- Efficiency of Communication with external stakeholders.

ACKNOWLEDGEMENTS:

Your Directors wish to express their gratitude to the central and state government, investors, analysts, financial institutions, banks, business associates and customers, the medical profession, distributors and suppliers for their whole-hearted support. Your directors commend all the employees of your company for their continued dedication, significant contributions, hard work and commitment.

For and on behalf of the Board
Sophia Traexpo Limited

Place: Hyderabad
Date: 04th September, 2017

Sd/-
Yerrapragada Mallikarjuna Rao
Whole Time Director
(00905266)

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited
(Formerly known as Sophia Finance Limited)

Annexure - I

FORM NO.MR-3
SECRETARIAL AUDIT REPORT
For the Financial year ended 31st March, 2017
(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel)

To
The Members,
SOPHIA TRAEXPO LIMITED
Flat No.401, D.No. 6-3-1085/D,
Dega Towers Raj Bhavan Road,
Somajiguda Hyderabad,
Telangana, 500082 India,

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Sophia Traexpo Limited** (herein after 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 my opinion thereon. Based on our verification of the **Sophia Traexpo Limited**, 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, the Company has during the audit period covering the financial year ended on **31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- I. We have examined the books, papers, minute books, forms and return filed and other records maintained by **Sophia Traexpo Limited** for the Financial Year ended on **31st March, 2017** according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contract (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
 - iii. The Depositories Act, 1996 and 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, Overseas Direct Investment and External Commercial (Company has not raised External Commercial Borrowings)
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST);

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR) and amendments from time to time;
- (e) The Securities and Exchange Board of India Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: (No instances for compliance requirements during the year)
- (g) 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: (Not Applicable to the Company during the audit period)
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (No instances for compliance requirements during the year); and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations. (No instances for compliance requirements during the year);

2. We have also examined compliance with the applicable clauses of the following and report that:

- (a) Secretarial Standards SS-1 and SS-2 with respect to meetings of the board of directors and general meetings respectively issued and notified by The Institute of Company Secretaries of India which came into force w.e.f. 1st July, 2015 under the provisions of section 118(10) of the Act.

During the period under review, the Company has complied with the provisions of the Companies Act, Rules, Secretarial Standards, etc. mentioned above except that :

- i) *In case of filing of few forms/ returns with delay by paying additional amount.*

3. During the period under review:

1. Mr. Yerrapragada Mallikarjuna Rao has been co-opted as an Additional Director w.e.f 11th May, 2017 and
2. Mr. Yerrapragada Mallikarjuna Rao has been appointed as the Whole time Director w.e.f 11th May, 2017
3. Mr. Vinod Kumar has been resigned from the company w.e.f 24th December, 2016.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

As a general practice of the Board, decisions were taken on majority consent.

For Sophia Traexpo Limited


Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

'Annexure B'

To
The Members,
SOPHIA TRAEXPO LIMITED
Flat No.401, D.No. 6-3-1085/D,
Dega Towers Raj Bhavan Road,
Somajiguda Hyderabad,
Telangana, 500082 India.
Our report of even date is to be read along with this letter.

1. 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.
2. We have followed the audit practices and processes 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 processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. 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 procedures on test basis.
6. 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.

Date: 04th September, 2017
Place: Hyderabad

For P.S. Rao & Associates
Company Secretaries

Sd/-
N. Vanitha
M.No. 26859
C.P. No.10573.

For Sophia Traexpo Limited
Mallikarjun
Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

1. Company has Not appointed the Whole Time Company Secretary of the Company as per the provisions of Section 203 of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2016-17.
We have also examined compliance with the applicable clauses of the following:
 - a. Listing Agreements entered into by the Company with Stock Exchanges(s) and
 - b. Secretarial Standards issued by the Institute of Company Secretaries of India (not notified during the audit period and hence not applicable)

We further report that there are 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 had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines etc.

We further report that

- There are 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.
- There were no such specific events/actions in pursuance of the above referred laws, rules, regulations etc. having a major bearing on the Company's affairs.


For P.S. Rao & Associates

Place: Hyderabad
Date: 04th September, 2017.

Sd/-
N. Vanitha
M.No. 26859
C.P. No.10573

Note: This report is to be read with our letter of even date which is annexed as 'Annexure B' and forms an integral part of this report.

For Sophia Traexpo Limited


Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

Annexure: II

Conservation of energy, technology absorption, foreign exchange earnings and outgo (Particulars pursuant to the Companies (Accounts) Rules, 2014)

A. Conservation of Energy:

Energy Conservation measure taken – “NIL”

Impact of the clause (1) and (2) above for reduction of energy consumption and consequent impact on the production of goods -“NIL”

B. Technology Absorption:

1. Efforts, in brief, made towards technology absorption, adoption and innovation: “NIL”
2. Benefits derived as a result of the above efforts. Ex: product improvement, cost reduction, product development, import substitution etc. : “NIL”
3. Import of technology : “NIL”

C. Research and Development:

1. Specific areas in which R& D carried out by the Company : Nil
2. Benefits derived as a result of the above R& D : Nil
3. Future plan of action : Nil
4. Expenditure on R & D
- a) Capital : Nil
- b) Recurring : Nil
- c) Total : Nil
- d) Total Expenditure on R & D as a percentage of total turnover : Nil

A. Foreign Exchange Earnings and out go.

Foreign Exchange earnings during the year is Rs. 0 (ZERO) & Outflow is Rs.0 (ZERO).

For Sophia Traexpo Limited

[Handwritten Signature]

Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

Annexure-III

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L01100TG1983PLC113227
2.	Registration Date	27/04/1983
3.	Name of the Company	SOPHIA TRAEXPO LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares: Indian Non-Government Company.
5.	Address of the Registered office & contact details	Flat No.401, D.No. 6-3-1085/D, Dega Towers Raj Bhavan Road, Somajiguda Hyderabad, Telangana. 500082 India
6.	Whether listed company	Yes. Delhi Stock Exchange
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated): Nil

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -
Company is not having any Holding, Subsidiary and Associate Companies.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly known as Sophia Finance Limited)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual HUF	0	75001	75001	37.51	0	75001	75001	37.51	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	0	75001	75001	37.51	0	75001	75001	37.51	0
(2) Foreign									
(a) Individuals (Non-Resident Individuals-Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b) Bodies Corporate	0	0	0	0	0	0	0	0	0
(c) Institutions	0	0	0	0	0	0	0	0	0
(d) Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2).	0	75001	75001	37.51	0	75001	75001	37.51	0

For Sophia Traexpo Limited

[Signature]

Wholetime Director

Sophia Traexpo limited
(Formerly known as Sophia Finance Limited)

B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	124999	124999	62.49	0	124999	124999	62.49	0

For Sophia Traexpo Limited

Abhishek
Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

n) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
e) Others (specify)	0	0	0	0	0	0	0	0	0
i. Non Resident Indians	0	0	0	0	0	0	0	0	0
ii. Directors	0	0	0	0	0	0	0	0	0
iii. Clearing Members	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	124999	124999	62.49	0	124999	124999	62.49	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	124999	124999	62.49	0	124999	124999	62.49	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	200000	200000	100	0	200000	200000	100.00	0.00

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year 31.03.2016			Shareholding at the end of the year 31.03.2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	C Sreedhar	35001	17.5	0.00	Vishnu Mohan Choudhary	70001	35.00	0.00
2	P A R Choudhary	35000	17.5	0.00				
	Total	70001	35.00	0.00	Total	70001	35.00	0.00

For Sophia Traexpo Limited

Mollikya

Wholtime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year 31.03.2016		Cumulative Shareholding during the year 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	<i>"No Change in promoter Group"</i>			
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer bonus /sweat equity etc.):				
3	At the end of the year				

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Top 10 Shareholders	Shareholding at the beginning of the year 01.04.2015		Cumulative Shareholding End of the year 31.03.2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ALOK SARDA	650	0.33	650	0.33
2	ANIL BIHAMBRI	500	0.25	500	0.25
3	ASHOK KUMAR SETHI	500	0.25	500	0.25
4	ASHOK KUMAR BURAD	500	0.25	500	0.25
5	BHANDWAR SINGH KIIICHI	500	0.25	500	0.25
6	DINESH KUMAR AGARWAL	500	0.25	500	0.25
7	DURGA KOGTA	500	0.25	500	0.25
8	K GOPI CHAND	500	0.25	500	0.25
9	JAGDISH PRASAD JANWAR	500	0.25	500	0.25
10	KAILASH CHAND SHARMA	500	0.25	500	0.25

For Sophia Traexpo Limited

Holliford

Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Shareholder	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	262826	0	262826
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	262826	0	262826
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	262826	0	262826
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	262826	0	262826

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Nil
- B. Remuneration to other directors: Nil
- C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD: Nil

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2017.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

Annexure IV

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure & Development:

India is the largest producer, consumer and exporter of the spices and spice products. India's fruits production has grown faster than vegetables, making it the second largest fruit producer in the world. India's horticulture output is estimated to be grown million tonnes (MT). The agro industry in India is divided into several sub segments such as canned dairy, processed, frozen foods to fisheries, meat, poultry, and food grains. Agriculture along with fisheries and forestry is one of the largest contributors to Gross Domestic Product (GDP). The Department of Agriculture and Corporation under the ministry of agriculture is the responsible for the development of agriculture sector in India. It manages several other bodies to develop other allied agriculture sectors.

Opportunities & threats:

Huge opportunities for this industry to have good growth for minimum 10 to 20 years due to many reasons like our agriculture land is shirking every day due to urbanization and industrialization, we are adding more than one billion population every year, our pesticide consumption is one of the lowest in the world, only few farmers are using the pesticides as the technology has not reached to the interior and marginal farmers of the country. Providing new technology to the farmers from sowing to harvesting so that farmers can get maximum yield of their crop.

Risks and concerns:

Being in the gardening and horticulture activities has its own typical risks and the Company takes full cognizance of the fact that these risks can have a serious impact on the operations of the Company as well as its profitability. In order to ensure that the impact of risks is minimal, the Company lays utmost importance on scanning the external environment regularly. The Company also has adequate risk identification. To mitigate the risks affecting the growth and profitability the company has directed its efforts for risk management by employing the people who are expertise and trying to initiate new technology. The company is constantly engaged in innovating its methods and procedure of risk management

Outlook: Company is evaluating various opportunities and suitable business opportunities which improve the operations of the company.

Performance Review:

Discussion on Financial Performance with respect to Operational Performance:

1. **Total Income:** Rs. 1,17,865/-
2. **Share Capital:**
The paid up share capital as on 31st March, 2017 is Rs. 20,00,000/-
3. **Net Profit:**
The Company's operating Profit is Rs. 8,416/- during the year.
4. **Earnings Per Share (EPS):**
The Earning per Share for the Financial Year 2016-17 is 0.04

Your directors are putting continuous efforts to increase the performance of the Company and are hopeful that the performance in coming year will overcome from the present situation.

Human Resource:

Your company recognizes that the human resources are the most crucial factor for achieving sustained growth over the years. The management considers it's highly motivated and passion driven work force as its partner in the growth of the company.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

Annexure V

CEO/CFO CERTIFICATION

- a. We have reviewed the financial statements including cash flow statement (standalone and consolidated) for the financial year ended March 31, 2017 and to the best of our knowledge and belief:
 - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. these statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- d. We have indicated to the auditors and the Audit Committee:
 - I. significant changes in the internal control over financial reporting during the year;
 - II. Significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - III. that there are no instances of significant fraud of which they have become aware of and involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board
Sophia Traexpo Limited

Place: Hyderabad
Date: 04th September, 2017

Sd/-
Yerrapragada Mallikarjuna Rao
Whole Time Director
(00905266)

For Sophia Traexpo Limited



Wholetime Director

INDEPENDENT AUDITOR'S REPORT

To

The Members of

M/s SOPHIA TRAEXPO LIMITED

(Formerly known as Sophia Finance Limited)

Report on the Financial Statements

We have audited the accompanying financial statements of M/s **SOPHIA TRAEXPO LIMITED** ("*the Company*") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended, Cash Flow statement and a summary of significant accounting policies and other explanatory information.

Management's Responsibility 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

For Sophia Traexpo Limited


Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (b) in the case of the Profit and Loss, the profit for the period ended on that date; and
- (c) in the case of Cash Flow Statement, cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the department of company affairs, in terms of section 143 (11) of the companies Act, 2013, and on the basis of our examination of the books and records as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure A" a statement on the matters specified in paragraph 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 purpose of our audit;

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited


(Formerly Known as Sophia Finance Limited)

- 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 dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Companies 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, 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 did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
 - iv. The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

For NSVR & ASSOCIATES LLP.,
Chartered Accountants
F R N No: 008801S/S20060

(V Gangadhara Rao N)
Partner
Mem No. 219486

Place: Hyderabad
Date: 30th May, 2017.

For Sophia Traexpo Limited

Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

Annexure A to the Auditors' Report:

Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date, we report that:

- (i) In respect of Fixed Assets, the company has no fixed assets hence it is not applicable.
- (ii) In respect of its inventory, the company has no inventory hence it is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other Parties covered in the register maintained under section 189 of the Companies Act. Thus, Clause 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has not made investments and loans hence, provisions of section 185 and 186 of the Companies act order is not applicable
- (v) According to the information and explanations given to us the company had not accepted any Public deposits, within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder. . Therefore, a provision of clause (v) of paragraph 3 of the report is not applicable to the company.
- (vi) In respect of business activities of the company, maintenance of cost records has not been specified by the central government under section 148(1) of the companies Act 2013.
- (vii) (a) According to the information and explanations given to us the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities except service tax.
(b) According to the information and explanations given to us there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess that have not been deposited on account of any dispute for a period more than six months except service tax an amount of Rs.4,99,195/-was outstanding for a period more than six months as on the last date of the financial year 2016-17.
- (viii) Based on our Audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institutions, banks or debenture holders.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by

for Sophia Traexpo Limited

M. Palliyanda
Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the company has been taken loan from directors, there were transactions with the related parties are in not compliance with Sections 177 and 188 of the Act. (xiv) According to the information and explanations given to us and based on 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.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For NSVR & ASSOCIATES LLP,
Chartered Accountants
F R N No: 008801S/S20060

(V Gangadhara Rao N)
Partner
Mem No. 219486

Place: Hyderabad
Date: 30th May, 2017.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

"Annexure B" to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s SOPHIA TRAEXPO LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting 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 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.

Auditors' Responsibility

Our Responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgement, including the assessment of the risks of material misstatement of the 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 Company's internal financial controls system over financial reporting.

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting 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 financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting 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".

For NSVR & ASSOCIATES LLP.,
Chartered Accountants
F R N No: 008801S/S20060

(V Gangadhara Rao N)
Partner
Mem No. 219486

Place: Hyderabad
Date: 30th May, 2017.

For Sophia Traexpo Limited

K. P. K. N.

Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

BALANCE SHEET AS AT 31st MARCH, 2017

(All amounts in Indian Rupees, unless otherwise stated)

Particulars	Notes	As at 31-03-2017	As at 31-03-2016
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	3	2,000,000	2,000,000
(b) Reserves and Surplus	4	192,351	183,634
Current Liabilities			
(a) Short-Term Borrowings	5	262,826	262,826
(b) Other Current Liabilities	6	624,689	614,689
(c) Short-Term Provisions	7	407,385	403,672
Total		3,487,251	3,464,822
II. ASSETS			
Current Assets			
(a) Trade receivables	8	3,080,918	3,080,918
(b) Cash and cash equivalents	9	71,631	49,202
(c) Short-term loans and advances	10	334,702	334,702
Total		3,487,251	3,464,822

Summary of significant accounting policies

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

As per our report of even date.

For NSVR & ASSOCIATES LLP.,
Chartered Accountants
Firm Reg.No. 0088015/S200060

Sd/-
V Gangadhara Rao N
Partner
Membership No. : 219486

Place : Hyderabad
Date: 30.05.2017

For and on behalf of the Board of
Sophia Traexpo Limited

Sd/-
Director

Sd/-
Director

For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2017 (All amounts in Indian Rupees, unless otherwise stated)

Particulars	Notes	For the year ended 31.03.2017	For the year ended 31.03.2016
Revenue from operations			
Other Income		117,865	108,240
Total Revenue (i)		117,865	108,240
Expenses:			
Other Administrative Expenses	11	23,464	23,040
Employee Benefit Expense		81,972	74,520
Total Expenses (ii)		105,436	97,560
Profit before exceptional and extraordinary items and tax		12,429	10,680
Prior period Expenses			
Earnings before interest, tax, depreciation and amortisation		12,429	10,680
(EBITDA)			
(1) Current tax		3,713	3,630
(2) Tax -Previous years			
Profit(Loss) from the period from continuing operations		8,716	7,050
Profit/(Loss) for the period		8,716	7,050
Earning per equity share:			
(1) Basic		0.04	0.04
(2) Diluted		0.04	0.04

For NSVR & ASSOCIATES LLP.,
Chartered Accountants
Firm Reg.No. 008801S/S200060

For and on behalf of the Board of
Sophia Traexpo Limited

Sd/-
V Gangadhara Rao N
Partner
Membership No. : 219486
Place : Hyderabad
Date: 30.05.2017

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Director

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For Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited

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Director

Sd/-
Director

For Sophia Traexpo Limited

Wholetime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

NOTES TO ACCOUNTS:

1. Corporate information

SOPHIA TRAEXPO LIMITED was incorporated as a Public Limited company on 27th April 1983 to pursue the business of financing the industrial enterprises. The company is presently listed on Delhi Stock Exchange.

2. Basis of preparation

The Financial statements have been prepared in accordance with the generally accepted accounting principles and in India (Indian GAAP) to comply with the Accounting standards specified in section 133 of the companies Act, 2013 and the relevant provisions of the Act as applicable. The Financial Statements of the company are prepared under historical cost convention using the accrual method of accounting. All assets and liabilities have been classified as current or non-current as per the operating cycle criteria set out in the Revised Schedule III to the Companies Act, 2013.

2.1 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Revenue recognition

The Company generally follows mercantile system of accounting and recognizes significant items of income on accrual basis

(c) Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rates implicit in the transaction.

(d) Dividends

The company policy is to recognize when the unit holder's right to receive dividend is established by the reporting date.

(e) Expenditure:

Expenses are accounted on the accrual basis and provisions are made for all known losses and liabilities.

(f) Income taxes

Provision for income tax is made as per the accounting standard 22 issued by the institute of chartered accountants of India.

For Sophia Traexpo Limited

Mollikya N

Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

(g) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to the equity share holders and the weighted average number of shares outstanding during the year is adjusted for the effects of dilutive potential equity shares.

(h) Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(i) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(j) Cash and cash equivalents

In the Cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short terms highly liquid investments with original maturities of three months or less.

3. Share Capital

(Rupees)

Particulars	As at March31,2017	As at March31,2016
Authorised:		
2,00,000 Equity Shares of Rs.10 each	2,000,000	2,000,000
Issued,subscribed& Paid up		
2,00,000 Equity Shares of Rs.10 each	2,000,000	2,000,000

For Sophia Traexpo Limited

Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

a) Reconciliation of number of Equity Shares

(Rupees)

Particulars	As at March31,2017		As at March31,2016	
	Amount	No. of shares	Amount	No. of shares
Balance as at the beginning of the year	2,000,000	200,000	2,000,000	200,000
Add. shares issued during the year	-	-	-	-
Balance as at the end of the year	2,000,000	200,000	2,000,000	200,000

a) Details of shares held by shareholders holding more than 5% of aggregate shares in the Company

Particulars	As at March31,2017		As at March31,2016	
	No. of Shares	%	No. of Shares	%
C Sreedhar	35,001	17.50%	35,001	17.50%
P A R Choudhary	35,000	17.50%	35,000	17.50%

4. Reserves and Surplus

a) Profit & Loss Account

Particulars	As at March31,2017	As at March31,2016
Balance as at the beginning of the year	183,634	176,584
Add: Profit during the year	8,716	7,050
Balance as at the end of the year	192,351	183,634

5. Short -Term borrowings:

Loans :

Particulars	As at March31,2017	As at March31,2016
Loan from Directors	207,826	207,826
Others	55,000	55,000
Total	262,826	262,826

6. Other Current Liabilities

Particulars	As at March31,2017	As at March31,2016
Service Tax payable	499,195	499,195
TDS payable		0
Audit Fee Payable	72,472	62,472
Other Provisions	53,022	53,022
Total	624,689	614,689

For Sophia Traexpo Limited

M. Sreedhar

Wholtime Director

Sophia Traexpo limited

(Formerly Known as Sophia Finance Limited)

7. Short -Term Provisions

Particulars	As at March31,2017	As at March31,2016
Interest provision for service tax payment	205,920	205,920
Provision for Income Tax	201,465	197,752
Total	407,385	403,672

8. Trade Receivables

Particulars	As at March31,2017	As at March31,2016
1) Outstanding for more than six months		
Secured considered Good	3,080,918	3,080,918
2) Others		
Secured considered Good		
Total	3,080,918	3,080,918

9. Cash and Cash equivalents

Particulars	As at March31,2017	As at March31,2016
Cash and Bank balances	71,631	49,202
		49,202
Total	71,631	

10. Short term Loans and advances

Particulars	As at March31,2017	As at March31,2016
Advance Income Tax /TDS	334,702	334,702
Total	334,702	334,702

for Sophia Traexpo Limited



Wholetime Director

Sophia Traexpo limited
(Formerly Known as Sophia Finance Limited)

11. Other Administrative expenses

Particulars	As at March31,2017	As at March31,2016
ROC Expenses	3200	2,800
Printing & Stationery Expenses	264	240
Auditors Remuneration	20,000	20,000
TOTAL	23,464	23,040

12. Earnings per Share

(Amount in Rs)

PARTICULARS	31.03.2017	31.03.2016
Total No. of Shares	2,00,000	2,00,000
Profit after Taxes and exceptional items	8,716	7,050
Earnings per share Basic & Diluted (₹ per share)	0.04	0.04

13. Auditors Remuneration

Audit Fee - Rs. 20,000/- p.a. for the financial year ended 31.03.2017

Particulars	Amount(Rs)
Audit Fee	20,000.00
Total	20000.00

For Sophia Traexpo Limited


Wholetime Director

SOPHIA TRAEXPO LIMITED

CIN: L01100TG1983PLC113227

Registered Office: Flat No.401, D.No. 6-3-1085'D, Dega Towers Raj Bhavan Road, Somajiguda Hyderabad TG 500082

IN

For Sophia Traexpo Limited



Wholetime Director

SOPHIA TRAEXPO LIMITED

CIN: L01100TG1983PLC113227

Registered Office: Flat No.401, D.No. 6-3-1085/D, Dega Towers Raj Bhavan Road, Somajiguda Hyderabad TG 500082

ATTENDANCE SLIPS (To be presented at the entrance)

I hereby record my presence at the 33th Annual General Meeting of the Company held at Fiat No. 810, Ayyappa society, madhapur, TG -500081, on Friday, 30th September, 2016 at 03.00 p.m.

Folio No. _____ DP.ID. No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

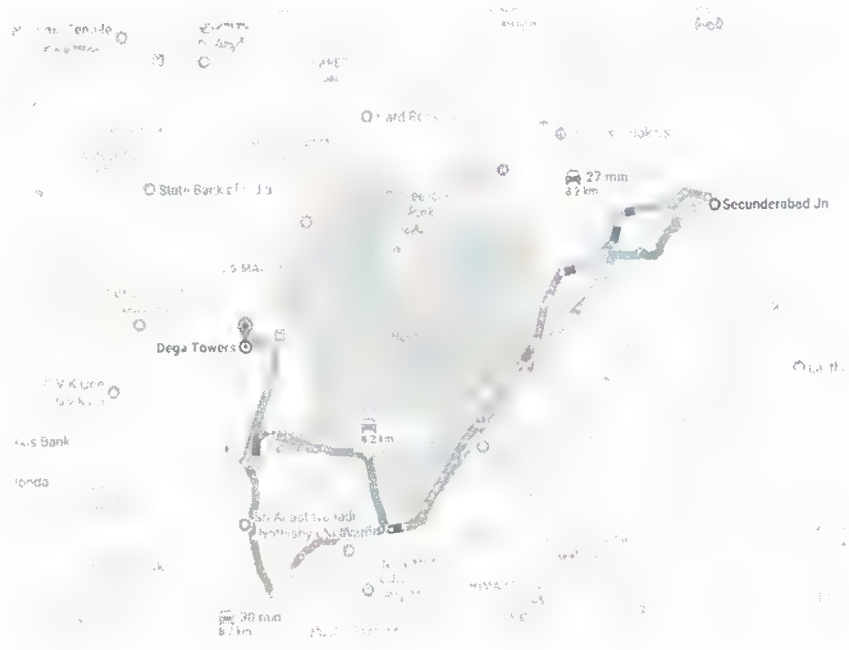
For Sophia Traexpo Limited



Wholetime Director

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ROUTE MAP AGM



For Sophia Traexpo Limited

Mallikarjuna
Wholetime Director