



Date: 28.08.2023

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited
'Exchange Plaza', C- Block -G
Bandrakurla Complex, Bandra (East)
Mumbai – 400051

SYMBOL: SONAMCLOCK

SUB: 22ND ANNUAL REPORT OF SONAM CLOCK LIMITED

Dear Sir/Madam,

Please find attached herewith a copy of 22nd Annual report of the company in compliance of regulation 34(1) of SEBI (LODR) Regulations, 2015.

Please take the same on record.

Thanking you.

Yours faithfully,

For SONAM CLOCK LIMITED,

**Milankumar
Sureshbhai
Ganatra**

Digitally signed by Milankumar
Sureshbhai Ganatra
DN: cn=Milankumar Sureshbhai Ganatra,
o=Sonam Clock Limited, ou=Compliance,
email=milansganatra@gmail.com, c=IN
Date: 2023.08.28 18:17:46 +05'30'

Milankumar Sureshbhai Ganatra
Company Secretary and Compliance officer

Sonam Clock Limited

CIN : L33302GJ2001PLC039689

Registered Office : Survey No.337/P Morbi Rajkot Highway, At Lajai, Tal. Tankara, Dist. Morbi, Gujarat - 363641.

Phone : + 91 2822 285017, 9978052717 Fax : + 91 2822 285987. email : info@sonamquartz.com, url : www.sonamquartz.com



SONAM CLOCK LIMITED

22ND ANNUAL REPORT

2022-23

SONAM CLOCK LIMITED

CORPORATE INFORMATION

<p><u>BOARD OF DIRECTORS</u> Mr. Jayesh Chhabildas Shah Mrs. Deepa Jayeshbhai Shah Mr. Harshil Jayeshbhai Shah Mr. Shreyansh Vijaybhai Vora Mr. Suresh Somnath Dave Mrs. Ashaben Vipulkumar Patel</p> <p><u>CHIEF FINANCIAL OFFICER</u> Mr. Amitbhai Jamnadas Vaghajiyani</p> <p><u>COMPANY SECRETARY AND COMPLIANCE OFFICER</u> CS Milankumar Sureshbhai Ganatra</p> <p><u>STATUTORY AUDITORS</u> M/s. SVK & Associates, Chartered Accountants FRN: 118564W</p> <p><u>SECRETARIAL AUDITOR</u> M/s. R. V. Gandhi & Co. Company Secretary ACS: 6807/CP No:7120 Peer Review Number: 2243/2022</p> <p><u>INTERNAL AUDITOR</u> M/s. D. V. Bakrania & Associates Chartered Accountants FRN: 127116W</p>	<p><u>BANKERS</u> Bank of India</p> <p><u>REGISTERED OFFICE</u> Survey No. 337/p, Morbi Rajkot Highway, Lajai. Tal. Tankara, Dist. Morbi-363641</p> <p><u>CORPORATE IDENTITY NUMBER</u> L33302GJ2001PLC039689</p> <p><u>WEBSITE</u> www.sonamquartz.com</p> <p><u>INVESTOR SERVICES EMAIL ID</u> cs@sonamquartz.com</p> <p><u>REGISTRAR AND SHARE TRANSFER AGENT</u> BIG SHARE SERVICES PRIVATE LIMITED Office No. S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093(Maharashtra) India Investor Grievance Email: investor@bigshareonline.com</p>
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2.	Directors' Report
3.	Annexure to the Directors' Report
4.	Independent Auditors' Report
5.	Balance Sheet
6.	Statement of Profit & Loss
7.	Statement of Cash flow Statement
8.	Notes forming part of the Financial Statements

SONAM CLOCK LIMITED

Registered Office: Survey No. 337/p, Morbi Rajkot Highway,

Lajai, Tal. Tankara, Dist. Morbi-363641

Email Id: info@sonamquartz.com

CIN: L33302GJ2001PLC039689

Website: www.sonamquartz.com

Contact No: +91 2822285017, Fax: +91 2822285987

NOTICE TO MEMBERS

Notice is hereby given that the 22nd Annual General Meeting of the Members of **SONAM CLOCK LIMITED** will be held on Friday, 22nd September, 2023 at 04:00 P.M. IST through video conferencing ("VC") /Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1 TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;

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

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

ITEM NO. 2 TO APPOINT MR. HARSHIL JAYESHBHAI SHAH (DIN: 07230243), DIRECTOR, WHO RETIRES BY ROTATION AS A DIRECTOR:

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Harshil Jayeshbhai Shah (DIN: 07230243) who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

ITEM NO. 3: TO CONSIDER AND APPROVE RE-APPOINTMENT OF M/S. SVK & ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 118564W), AHMEDABAD AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION:

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

“RESOLVED THAT pursuant to provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. SVK & Associates, Chartered Accountants, (FRN: 118564W), Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) years from the conclusion of this 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Director be submitted to the concerned authorities and they be requested to act upon the same.”

SPECIAL BUSINESS:

ITEM NO: 4 APPROVAL OF REMUNERATION PAID TO MR. HARSHIL JAYESHBHAI SHAH:

To consider and if thought fit, to Pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 2(78), 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and rules made there under and pursuant Regulation 17 (ca) of SEBI (LODR) Regulations, 2015 and subject to the provisions of Articles of Association of the Company, consent of members of the Company, be and is hereby accorded to approve remuneration of Mr. Harshil Jayeshbhai Shah (DIN: 07230243) maximum Rs. 10,00,000 (Rupees Ten Lakhs only) per month which includes all perquisites, however director can draw lower remuneration than maximum looking to adequacy of profit and fund if any required for expansion of the business operations and to alter and vary the terms and conditions in such manner as may be agreed be and between the Board and Mr. Harshil Jayeshbhai Shah (DIN: 07230243), subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the company in any financial year, the aforesaid remuneration shall be paid as minimum remuneration to Mr. Harshil Jayeshbhai Shah (DIN: 07230243).”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the aforesaid terms as to remuneration within the ceiling limits as mentioned aforesaid.”

“RESOLVED FURTHER THAT subject to the limits contained in Section – 197 read with Schedule V of the Companies Act, 2013, Mr. Harshil Jayeshbhai Shah (DIN: 07230243), Director, be paid remuneration as remuneration terms recommended by the Board and also mentioned below

I. REMUNERATION:

Rs. 10,00,000 (Rupees Ten Lakhs only) per month subject to revision from time to time.

II. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS:

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration which includes all incentives shall be paid subject to the maximum limits prescribed under Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT the remuneration including all benefits, amenities and perquisites shall nevertheless be paid and allowed to Mr. Harshil Jayeshbhai Shah (DIN: 07230243), as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Director be submitted to the concerned authorities and they be requested to act upon the same.”

ITEM NO: 5: CONFIRM APPOINTMENT OF MRS. ASHABEN VIPULKUMAR PATEL (DIN: 08118611) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Ashaben Vipulkumar Patel (DIN: 08118611), who was appointed as an Non-Executive Additional Director on July 14, 2023 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company be confirmed as an Non-Executive Independent Director, not liable to retire by rotation and to hold office for a term up to July 13, 2028.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Director be submitted to the concerned authorities and they be requested to act upon the same.”

ITEM NO: 6: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations (“Related Party Transactions”) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY) from FY 2023-24 to FY 2024-25 i.e. two financial years, the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm’s length basis.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby

authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

Date: 24.08.2023
Place: Lajai, Morbi

By Order of the Board of Directors,
SONAM CLOCK LIMITED

Registered Office:

Survey No. 337/p, Morbi Rajkot Highway, Lajai
Tal. Tankara, Dist. Morbi-363641

Sd/-
Milankumar Sureshbhai Ganatra
Company Secretary

NOTES:

1. Pursuant to General Circular No. 10/2022 dated December 28, 2022 in relation to “Clarification on holding AGM through VC/OAVM”, the Ministry of Corporate Affairs (‘MCA’) has allowed the companies whose AGMs were due to be held in / during the year 2023, to conduct their AGMs on or before September 30, 2023 through VC / OAVM without the physical presence of the members at a common venue. Further, on receiving various representations, the Securities and Exchange Board of India (‘SEBI’) also issued Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 providing relaxation from requirements under Regulation 36(1)(b) of Listing Regulations up to September 30, 2023 in respect to sending hard copies of Annual Reports to the shareholders.

The above MCA Circular & SEBI Circulars are to be read with the previously issued MCA General Circular Nos. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 03/2022 dated May 05, 2022, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013

("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 22nd AGM of the Company is being held through VC / OAVM.

2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM . For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In compliance to the aforementioned circulars, the Annual Report for the Financial Year 2022-2023 of the Company will be sent through electronic mode only (i.e. Email) to those Shareholders of the Company whose Email Id are registered with the RTA, i.e., Bigshare Services Private Limited. Notice of the AGM along with the Annual Report 2022-23 can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/> or Website of company www.sonamquartz.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA

Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and Circular No. 03/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022.

8. The relevant details pursuant to regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed with the notice.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csdharapatel@gmail.com (Scrutinizer), cs@sonamquartz.com (Company) and with a copy marked to evoting@nsdl.co.in.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held by them in electronic form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.sonamquartz.com. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in electronic form.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least seven days in advance to the Company at its registered office address or through email at cs@sonamquartz.com to enable the Company to collect the relevant information and answer them in the Meeting.

15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.
16. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain close from Saturday, 16th September, 2023 to Friday, 22nd September, 2023 (both days inclusive) in connection with the Annual General Meeting for the financial year ended March 31, 2023.
17. The Company or its Registrars and Transfer Agents, BIGSHARE SERVICES PRIVATE LIMITED cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
19. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
20. Non-Resident Members: Non-Resident Indian Members are requested to inform Registrar and Transfer Agents, 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, IFSC Code, MICR No. and address of the bank, if not furnished earlier
21. The Company has fixed Friday, 15th September, 2023, as the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote in the Meeting.
22. Ms. Dhara Patel, Company Secretary in Practice (M. No: 29198, COP No.:10979) has been appointed as a Scrutinizer to scrutinize the voting and process for the Annual General Meeting in a fair and transparent manner.
23. All documents referred to in the notice and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all

days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting. Also, members can send an Email to cs@sonamquartz.com.

24. The Instructions for members for remote E-Voting are As under:-

The remote e-voting period begins on Tuesday, 19th September, 2023 at 09:00 A.M. and ends on Thursday, 21st September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15th September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th September, 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-

Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as

	recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing

password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdharapatel@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.co.in

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

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@sonamquartz.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not

have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@sonamquartz.com. The same will be replied by the company suitably.

**ANNEXURE TO THE NOTICE
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/
APPOINTMENT AT THE
22ND ANNUAL GENERAL MEETING
[PURSUANT TO REGULATION 36(3) OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015]
DETAILS OF MR. HARSHIL JAYESHBHAI SHAH**

Name of Director	HARSHIL JAYESHBHAI SHAH
DIN	07230243
Date of Birth	29/11/1996
Age	26 years
Address	Tower-G, Jasmine, Flat No.202, The Garden City, S.V. Road, Rajkot-350005
Contact Number	7359700055
Email id	hjs@sonamquartz.com
Date of first appointment on the Board	30/06/2020
Education	H.S.C.
Expertise in specific Functional Areas	Having 5 years' experience in the field of Production and Design of various wall clocks
Directorships held in other companies	Director in HJS SECURITIES PRIVATE LIMITED
Listed Entities from which he has resigned as Director in past 3 years	---
Other Positions	---
Chairmanship / Membership of Committee (s) of Board of Director of the Company.	Sonam Clock Limited -Nomination and Remuneration Committee-Member -Corporate Social Responsibility Committee-Member
Membership of Committees in other unlisted Public Companies	---
Number of Board meeting attended during the year 2022-23	11
Relationship with other Directors / Key Managerial Personnel	Relative (Son) of Mr. Jayesh Chhabildas Shah, Managing Director and Mrs. Deepa Jayeshbhai Shah, Wholetime Director
Remuneration last drawn (including sitting fees, if any)	Rs. 21,60,000
Shares held in the Company as at 31 st March, 2023	200 Equity Shares

DETAILS OF MRS. ASHABEN VIPULKUMAR PATEL

Name of Director	ASHABEN VIPULKUMAR PATEL
DIN	08118611
Date of Birth	09/11/1972
Age	50 Years
Address	C-106, Greenvilla Appartment, Nr. Auda Garden, Ghatlodia, Ahmedabad-380061, Gujarat, India
Contact Number	9427529700
Email Id	1972ashapatel@gmail.com
Date of first appointment on the Board	14/07/2023
Education	Graduation
Expertise in specific Functional Areas	Having experience of more than 20 years in the field of accounting and finance.
Terms and Conditions of Appointment	As per the resolution set out in this Notice read with the Statement hereto.
Directorships held in other companies	Director in Enn Enn Corp Limited
Listed Entities from which she has resigned as Director in past 3 years	---
Other Positions	---
Chairmanship / Membership of Committee (s) of Board of Director of the Company.	---
Membership of Committees in other unlisted Public Companies	Member in Audit committee, CSR committee, Nomination and remuneration committee of Enn Enn Corp Limited
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Number of Board meeting attended during the year 2022-23	Appointed after closure of financial year
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Remuneration last drawn (including sitting fees, if any)	Appointed after closure of financial year
Shares held in the Company as at 31 st March, 2023	NIL

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATIONS 17 AND 36(5) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (INCLUDING ANY STATUTORY MODIFICATION(S) OR REENACTMENT THEREOF, FOR THE TIME BEING IN FORCE)

ITEM NO.:3

TO CONSIDER AND APPROVE RE-APPOINTMENT OF M/s. SVK & ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 118564W), AHMEDABAD AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.

At the Seventeen AGM held on August 13, 2018 the Members approved appointment of M/s. SVK & Associates, Chartered Accountants (Firm Registration No. 118564W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 22nd AGM.

The Board of Directors of the Company at their meeting held on August 24, 2023, based on the recommendation of the Audit Committee, have recommended to re- appoint of M/s. SVK & Associates, Chartered Accountants, (Firm Registration No. 118564W) as the Statutory Auditors of the Company by the Members at the 22nd AGM of the Company for a term of 5 (Five) consecutive years from the conclusion of 22nd AGM till the conclusion of 27th AGM of the Company, at an annual remuneration of 3.00 Lacs (Rupees Three Lacs) for financial year 2023-2024 besides reimbursement of travelling and out of pocket expenses incurred, if any. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

After evaluating all proposals and considering various factors such as presence at various locations, firm experience, audit fees, relationship management etc. M/s. SVK & Associates., Chartered Accountants, (Firm Registration No. 118564W) has been recommended to be reappoint as the Statutory Auditors of the Company. M/s. SVK & Associates., (the "Firm") is a firm of Chartered Accountants, registered with the Institute of Chartered Accountants ("ICAI") of India with Firm Registration No. 118564W.

The Firm was established on 1999 and is a partnership firm. It has its office at C/701-702 Titanium Square Thaltej Cross Roads, S G Road, Ahmedabad - 380 059 (Gujarat-India). The Firm has a valid Peer Review certificate issued by the ICAI. It is primarily engaged in corporates audits, due- diligence, restated, direct & indirect tax compliances etc.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. SVK & Associates., Chartered Accountants, (Firm Registration No. 118564W) and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the

appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. SVK & Associates., Chartered Accountants, (Firm Registration No. 118564W) has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members of the Company.

ITEM NO:4:

APPROVAL OF REMUNERATION PAID TO MR. HARSHIL JAYESHBHAI SHAH:

Mr. Harshil Jayeshbhai Shah was appointed as Non-executive director w. e. f. 30th June,2020. Keeping in view that Mr. Harshil Jayeshbhai Shah having more than 5 years' experience in the field of Production and Design of various wall clocks and members already approved remuneration upto Rs. 10,00,000 (Rupees Ten Lakhs Only) per months of Mr. Harshil Jayeshbhai Shah in the AGM. As per Regulation 17(ca) of SEBI (LODR) Regulations,2015 the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors. As in the company there are four non-executive directors and out of them three are non-executive independent directors to whom company is paying only sitting fees in the company. So the remuneration payable to Mr. Harshil Jayeshbhai Shah director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors and accordingly as per Regulation 17(ca) of SEBI (LODR) Regulations,2015 so the approval of shareholders by special resolution shall be obtained every year.

Mr. Harshil Jayeshbhai Shah and his relatives Mrs. Deepaben Jayeshbhai Shah, Mr. Jayesh Chhabildas Shah, Ms. Rutvi Jayeshbhai Shah are financially or otherwise, concerned or interested in the resolution being related party.

Save and except as above, none of the other Directors of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

i. GENERAL INFORMATION

1.	Nature of Industry	Wall Clock Industry		
2.	Date or Expected Date of Commencement of Commercial Production	The Commercial production is already started.		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus.	Not Applicable		
4.	Financial performance based on given indicators.	Particulars	2022-23 (Rs. In Lacs)	2021-22 (Rs. In Lacs)
		Total Income	8324.95	8793.25
		Profit Before Tax, Financial Cost and Depreciation	950.23	875.35
		Depreciation	214.13	228.20
		Finance Cost	247.86	228.44
		Profit Before Tax	488.24	418.72
		Tax	88.08	79.03
		Profit After Tax	400.16	339.68
		Equity Capital	2001.60	1000.80
		Earnings per share (Rs.)*	2	1.70
5.	Export performance based on given indicators.	Particulars	2022-23 (Rs. In Lacs)	2021-22 (Rs. In Lacs)
		Foreign Exchange Earning	1,933.87	2,212.74
		Foreign Exchange Outgo	--	--
6.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign Investments or collaborations.		

**Pursuant to approval being accorded by the Shareholders in 21st AGM held on 06th July, 2022; the Company issued 1,00,08,000 Equity Shares as fully paid-up Bonus Shares in the ratio of 1:1 by capitalization of Surplus in Profit & Loss, with record date being 16th July, 2022 and the allotment done on 18th July, 2022. Accordingly, the Earning Per Share*

(EPS) has been adjusted for previous periods and presented in accordance with Ind AS 33, Earning Per Share.

ii. INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

Mr. Harshil Jayeshbhai Shah has completed his higher secondary education. He has invested his efforts, dedication, Knowledge, and experience in the clock industry. He is one of the member promoter group of the company. He has 5 years' experience in the clock industry. He is a visionary entrepreneur who is well versed with industry.

2. Recognition or awards:

Mr. Harshil Jayeshbhai Shah is well recognized for his visionary and entrepreneur skill in managing business activities and has been efficiently managing overall affairs of the Company.

3. Job Profile and his suitability:

In the capacity of Director of the Company Mr. Harshil Jayeshbhai Shah shall be responsible for handling production department and providing overall handling of affairs of the Company's as well as operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

4. Remuneration proposal:

Remuneration upto Rs. 10,00,000/- (Rupees Ten lakhs only) per month inclusive of all perks and facilities.

5. Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person.

Since the Company is involved in variety of products, it would not be possible to compare the remuneration in similar type of Industry.

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Harshil Jayeshbhai Shah along with his relatives holding more than 70% of the equity shares capital of the company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the company.

iii. OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits:

Company is primarily engaged in clock industry for dealing in securities wherein margins remain stretched.

2. Step taken or proposed to be taken for improvement:

Focus has been placed to increase more customers so as to increase the sales turnover of the Company and this will result into increase in the profit of the Company.

3. Expected increase in productivity and profit in measurable terms:

Looking at the past performance and efforts being made during the year, the Company is expecting to achieve at least current growth.

ITEM NO.:5

CONFIRM APPOINTMENT OF MRS. ASHABEN VIPULKUMAR PATEL (DIN: 08118611) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) had approved the appointment of Mrs. Ashaben Vipulkumar Patel (DIN: 08118611), as a Non-Executive Additional Independent Director of the Company with effect from July 14, 2023.

Mrs. Ashaben Vipulkumar Patel (DIN: 08118611) is qualified to be appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a director. The Company has also received declaration from Mrs. Ashaben Vipulkumar Patel that she meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Listing Regulations.

In the opinion of the Board, Mrs. Ashaben Vipulkumar Patel (DIN: 08118611) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Ashaben Vipulkumar Patel (DIN: 08118611) is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mrs. Ashaben Vipulkumar Patel in various sector, having experience of more than 20 years in the field of accounting and finance and as well as considering her educational background, confirm appointment of Mrs. Ashaben Vipulkumar Patel (DIN: 08118611) as a Non-Executive Independent Director is in the interest of the Company.

Details of Mrs. Ashaben Vipulkumar Patel (DIN: 08118611) are provided in the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Mrs. Ashaben Vipulkumar Patel (DIN: 08118611) setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to cs@sonamquartz.com.

Save and except Mrs. Ashaben Vipulkumar Patel (DIN: 08118611), None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution set out at Item No.5 of the Notice for approval by the Members of the Company.

ITEM NO:6

TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:

Under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Material related party transactions require shareholder's approval by way of a Resolution. The said Regulation defines the term "material" as follows:

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1000 Crore or ten percent of the annual turnover of the listed entity as per the last audited financial statements of the listed entity whichever is lower.

The Board at its meeting held on 24th August,2023 had accorded an approval for the material transactions with related parties in the ordinary course of business and at arm's length for FY 2023-24 and FY 2024-25. Your company hereby proposes limits for following material related party transactions limits that to be enter into between company and related party for approval of members.

Name of the related party	Sonam Tradelink LLP
Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Entities owned / significantly influenced by directors
Type of the proposed transaction	Purchase
Material terms and particulars of the proposed transaction	Goods are purchased at arm's length price
Tenure of the proposed transaction (particular tenure shall be specified);	2 year
Value of the proposed transaction;	Upto 150 Lakhs per year
The percentage of the listed entity's annual	1.81% of the turnover of the company per

consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	annum (F.Y. 2022-23)
<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	NA
Justification as to why the RPT is in the interest of the listed entity;	The Company purchased the goods from related as well as unrelated entities in the ordinary course of business.
A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
Any other information that may be relevant	--

Name of the related party	Sonam Tradelink LLP
Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Entities owned / significantly influenced by directors
Type of the proposed transaction	<p>Sale of Goods</p> <p>Annual Discount on sales</p>
Material terms and particulars of the proposed transaction	Goods are sold at arm's length price
Tenure of the proposed transaction	2 year

(particular tenure shall be specified);	
Value of the proposed transaction;	Sales: Upto Rs. 500 Lakhs per year Annual Discount on sales: Upto Rs. 50 Lakhs per year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Sales: 6.05 % of the turnover of the company per annum (F.Y. 2022-23) Annual Discount on sales: 0.60 % of the turnover of the company per annum (F.Y. 2022-23)
<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	NA
Justification as to why the RPT is in the interest of the listed entity;	The Company sold the goods and given discount to related as well as unrelated entities in the ordinary course of business.
A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
Any other information that may be relevant	--

Name of the related party	Shree Ansuyaben Chhabildas Shah Charitable Trust
Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Entities owned / significantly influenced by directors
Type of the proposed transaction	Donation
Material terms and particulars of the proposed transaction	NA
Tenure of the proposed transaction (particular tenure shall be specified);	2 year
Value of the proposed transaction;	Upto 25 Lakhs per year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	0.30 % of the turnover of the company per annum (F.Y. 2022-23)
<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	NA
Justification as to why the RPT is in the interest of the listed entity;	Mr. Jayeshbhai C. Shah, Managing Director is Chairperson and Mrs. Deepaben

	Jayeshbhai Shah, Whole time Directors being trustee of this trust, company donating certain amount as donation every year.
A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
Any other information that may be relevant	--

Name of the related party	JAYESH CHHABILDAS SHAH
Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Managing Director and Promoter
Type of the proposed transaction	Loan taken and repayment
Material terms and particulars of the proposed transaction	NA
Tenure of the proposed transaction (particular tenure shall be specified);	2 year
Value of the proposed transaction;	Upto 1500 Lakhs per year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	18.15 % of the turnover of the company per annum (F.Y. 2022-23)
<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if</p>	The Company taken loan from Mr. Jayesh Chhabildas Shah for business purpose.

secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
Justification as to why the RPT is in the interest of the listed entity;	Mr. Jayeshbhai C. Shah is promoter and Managing director of the company.
A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
Any other information that may be relevant	--

Name of the related party	DEEPA JAYESHBHAI SHAH
Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Whole time Director and Promoter
Type of the proposed transaction	Loan taken and repayment
Material terms and particulars of the proposed transaction	NA
Tenure of the proposed transaction (particular tenure shall be specified);	2 year
Value of the proposed transaction;	Upto 25 Lakhs per year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	0.30 % of the turnover of the company per annum (F.Y. 2022-23)
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	The Company taken loan from Mrs. Deepa Jayeshbhai Shah for business purpose.

iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
Justification as to why the RPT is in the interest of the listed entity;	Mrs. Deepa Jayeshbhai Shah is promoter and Wholetime director of the company.
A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
Any other information that may be relevant	--

Mr. Jayesh Chhabildas Shah, Mr. Harshil Jayeshbhai Shah, Mrs. Deepaben Jayeshbhai and Ms. Rutvi Jayeshbhai Shah are financially or otherwise, concerned or interested in the resolution being related party.

The Board of Directors recommends the Resolution set out at Item No. 6 of the Notice for approval by the Members of the Company.

Date: 24.08.2023

Place: Lajai, Morbi

Registered Office:

Survey No. 337/p, Morbi Rajkot Highway,
Lajai, Tal. Tankara, Dist. Morbi -363641

By Order of the Board of Directors,
SONAM CLOCK LIMITED

Sd/-
Milankumar S. Ganatra
Company Secretary

BOARD OF DIRECTORS' REPORT

To,
The Members,
SONAM CLOCK LIMITED

With an immense pleasure, the Board of Directors of your Company "SONAM CLOCK LIMITED" are delighted to present the 22nd Annual Report on business and operations of the Company together with the Audited Standalone Financial Statements for the Financial Year ended 31st March, 2023.

FINANCIAL PERFORMANCE FOR THE FINANCIAL YEAR 2022-23:

The summarized comparison of Audited Standalone Financial Performance of the Company for the Financial Year 2022-2023 and the Financial Year 2021-2022 is given below:

(Rs. In Lakhs)

Particulars	Standalone	
	Financial Year	Financial Year
	2022-23	2021-22
	(FY 2023)	(FY 2022)
Revenue from Operations	8260.73	8741.25
Other Income	64.22	52.00
Total revenue	8324.95	8793.25
Operating Profit (Before Finance Cost, Depreciation & Amortisation and Exceptional items and Tax Expense)	950.23	875.36
Less: Finance Cost	247.86	228.44
Profit before Depreciation & Amortisation and Exceptional items and Tax Expense	702.37	646.92
Less: Depreciation & Amortisation	214.13	228.20
Profit before Exceptional and Extraordinary item and Tax	488.24	418.72
Less: Exceptional items (Impairment Loss)	0.00	0.00
Profit before Tax	488.24	418.72
Less: Net Current Tax Expense pertaining to current year	102.11	91.27
Less/(Add): Tax Adjustments of earlier year	(0.31)	(0.74)
Less/(Add): Deferred Tax	(13.72)	(11.49)
Profit after Tax	400.16	339.68
Other Comprehensive income/(loss) Net of tax	--	--
Total Comprehensive income/(loss) Net of tax	400.16	339.68
Earnings per share for continuing operation		
Basic	2.00	1.70
Diluted	2.00	1.70

DIVIDEND:

In order to conserve the reserve, your directors do not recommend any dividend for the financial year ended, 31st March, 2023.

UNPAID DIVIDEND:

The Total unpaid amount of dividend is Rs. 16,550 including Rs.6000 Interim dividend. The details of unclaimed dividend available on the website of the company at www.sonamquartz.com.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to Sections 123 and 125 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 ('the Rules'); the relevant amounts which have remained unclaimed and unpaid for a period of seven (7) years from the date they became due for payment has to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. During the year under review, there was no amount liable or due to be transferred to Investor Education and Protection Fund.

TRANSFER TO RESERVE& SURPLUS:

The standalone net profit of the company for F.Y. 2022-23 is Rs. 400.16 Lakhs. The profit of F.Y. 2022-23 has been transferred to the Surplus accounts.

COMPANY'S PERFORMANCE AND STATE OF AFFAIRS:

On a standalone basis, the revenue from operations for FY 2022-23 was Rs. 8260.73 Lakhs over the previous year's revenue from operations of Rs.8741.25 Lakhs. Net Profit after tax for FY 2022-23 was Rs. 400.16 Lakhs against the previous year's Net Profit after tax of Rs. 339.68 Lakhs.

On standalone basis Earnings per Share for FY 2022-23 was Rs. 2.00 against the previous year's Earnings per Share of Rs. 1.70.

The Company definitely provide better results to the shareholders in upcoming year via better performance.

BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The Annual Standalone Audited Financial Statements for the Financial Year 2022-2023, forming part of this Annual Report, have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015 and requirements of Schedule III of Companies Act, 2013 and applicable Rules (hereinafter referred to as "the Act") and in accordance with applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 (hereinafter referred to as the "Listing Regulations").

In accordance with the provisions of Section 136(1) of the Act, the Company has placed on its website www.sonamquartz.com the below:

- Annual Report of the Company including Standalone Financial Statements for the Financial Year 2022-2023

These documents will also be available for inspection during working hours at the Registered Office of the Company at Lajai, Morbi, Gujarat. Any member interested in obtaining such documents may write to the Company Secretary and the same shall be furnished on request.

CODES OF CONDUCT:

The Board of Directors has formulated, implemented and has in place a comprehensive “Code of Fair Disclosure of Unpublished Price Sensitive Information” & “Code of Conduct for Prevention of the Insider Trading” (hereinafter known as “Codes of Conduct”) for regulating, monitoring and reporting the trading by Designated persons of the Company which exemplifies the spirit of good ethics and governance and is applicable to the Designated personnel’s of the Company which includes Promoters, Promoter Group, KMPs, Directors, Heads and such other employees of the Company and others as may be approved by the Board of Directors from time to time based on the fact of who are expected to have access to unpublished price sensitive information. The Codes of Conduct of the Company lays down guidelines advising the Designated Personnel’s on procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them of consequences of violations Further, the Board Members and Senior Management personnel have affirmed compliance with the code of conduct. A declaration in regard to compliance with the Codes of Conduct for the Financial Year 2022-23 has been received by the Company from the Managing Director and is duly annexed to the Corporate Governance Report, which forms part of this Annual Report. The Codes of Conduct are placed on the website of the Company www.sonamquartz.com.

QUALITY INITIATIVE:

The Company continues to sustain its commitment to the highest levels of quality, superior product management and mature business continuity management. Our customer-centricity, process rigor and focus on delivery excellence have resulted in consistent improvements in customer satisfaction levels.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

SHARE CAPITAL:

During the period under review, there has been change in the authorised share capital and paid-up share capital of the Company which stands at Rs. 21,00,00,000/- (Rupees Twenty-One Crores) divided into 2,10,00,000 (Two Crore ten lakhs only) equity shares of Rs. 10/- each and Rs. 20,01,60,000 /- (Rupees Twenty Crore one lakhs sixty thousand only) divided into 2,00,16,000 (Two Crore sixteen thousand) equity shares of Rs. 10/- each respectively.

The authorised share capital is increased from Rs. 11,00,00,000 to Rs. 21,00,00,000 by passing resolution at Annual general meeting of members held on 6th July, 2022.

The paid share capital is increased from Rs. 10,00,80,000 to Rs. 20,01,60,000 by allotment of 1:1 bonus shares on 18th July, 2022.

LISTING INFORMATION:

The Equity Shares in the Company are continued to be listed with NSE Platform and in dematerialized form. The ISIN No. of the Company is INE00LM01011.

MIGRATION FROM NSE SME EXCHANGE TO MAIN BOARD:

The Company obtained shareholders approval for migration of SME exchange to main board on 30th December, 2021 through postal ballot. The Company migrated from NSE Emerge to main board of NSE w.e.f. 7th April, 2022.

STATEMENT PURSUANT TO LISTING AGREEMENT:

The Equity Shares are listed at National Stock Exchange India Limited. The Annual Listing fees for the year 2023-24 has been paid.

DEPOSITS FROM PUBLIC:

The Company has neither accepted nor renewed any deposits covered under section 73 to 76 of the Companies Act, 2013 during the year under review. The company had accepted unsecured loans from its directors at the end of year under report, outstanding unsecured loans of Rs. 35.19 Lakhs. The Company had obtained required declaration as referred to in proviso to Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The Company has not given any loans, guarantees or made investment covered under the provisions of section 186 of the Companies Act, 2013 during the year 2022-23.

CHANGE IN THE NATURE OF BUSINESS:

There is no Change in the nature of the business of the Company done during the year.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Company implemented suitable controls to ensure its operational, compliance and reporting objectives. The Company has adequate policies and procedures in place for its current size as well as the future growing needs. These policies and procedures play a pivotal role in the deployment of the internal controls. They are regularly reviewed to ensure both relevance and comprehensiveness and compliance is ingrained into the management review process.

Adequacy of controls of the key processes is also being reviewed by the Internal Audit team. Suggestions to further strengthen the process are shared with the process owners and changes are suitably made. Significant findings, along with management response and status of action plans are also periodically shared with and reviewed by the Audit Committee. It ensures adequate internal financial control exist in design and operation.

M/s. D. V. Bakrania & Associates (FRN:127116W) is the internal auditor of the Company for the F.Y. 2022-23 who conducts Internal audit and submit reports to the Audit Committee. The Internal Audit is processed to design to review the adequacy of internal control checks in the system and covers all significant areas of the Company's operations. The Audit Committee reviews the effectiveness of the Company's internal control system.

DETAILS OF HOLDING, SUBSIDIARY AND ASSOCIATES:

The Company does not have any holding, subsidiary and associate Company during the period of Reporting.

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

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are as under:

Sr. No.	Particulars	Comments						
(A)	Conservation of energy							
(i)	The steps taken or impact on conservation of energy;	<p>Energy conservation is very important for the company and therefore, energy conservation measures are undertaken wherever practicable in its plant and attached facilities. The Company is making every effort to ensure the optimal use of energy, avoid waste and conserve energy by using energy efficient equipment's with latest technologies. Impact on conservation of energy was that the electricity load expenses reduced.</p> <table><tr><td>Particulars</td><td>F.Y. 2022-23</td></tr><tr><td>Consumption of Diesel/ Gas</td><td>3.95 Lakhs</td></tr><tr><td>Consumption of Electricity</td><td>82.39 Lakhs</td></tr></table>	Particulars	F.Y. 2022-23	Consumption of Diesel/ Gas	3.95 Lakhs	Consumption of Electricity	82.39 Lakhs
Particulars	F.Y. 2022-23							
Consumption of Diesel/ Gas	3.95 Lakhs							
Consumption of Electricity	82.39 Lakhs							
(ii)	The steps taken by the Company for utilizing alternate sources of energy;	Nil						
(iii)	The capital investment on energy conservation equipment	Nil						
(B)	Technology absorption							
(i)	The efforts made towards technology absorption	Your Company firmly believes that adoption and use of technology is a fundamental business requirement for carrying out business effectively and efficiently. While the industry is labour intensive, we believe that mechanization of development through technological innovations is the way to address the huge demand supply gap in the industry. We are constantly upgrading our technology to reduce costs and achieve economies of scale. Innovation and focus of continuously launching a new offering drive differentiation and creating value has become a norm for the Industry, Thus a robust focus on developing new						

		features and technology solutions to capture the consumer's imagination and fuel the desire for enhanced experiences continues to be critical for Organizations.	
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	Nil	
(iii)	In case of imported technology (import during the last three years reckoned from the beginning of the financial year:		
	(a) the details of technology imported	Nil	
	(b) the year of import	N.A.	
	(c) whether the technology been fully absorbed	N.A.	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.	
(iv)	The expenditure incurred on Research and Development	Nil	
(C)	Foreign exchange earnings and Outgo	Inflow (Rs. in Lakhs)	Out Flow (Rs. in Lakhs)
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows	1933.87	--

INDUSTRIAL RELATION:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As per Provisions of Section 152 of the Companies Act, 2013 Mr. Harshil Jayeshbhai Shah is liable to retire by rotation and is eligible for re-appointment.

At the core of corporate governance practices is the Board of Directors who oversees how the management serves and protects the long-term interests of all the stakeholders of the company. The Board of Directors of your Company are fully committed to steer the organization for long-term success through setting of strategies, delegating responsibilities and providing an overall direction to the business, while effectively managing risks and ensuring high quality of governance by keeping the Company on the path of sustainable growth and development.

The details of size and composition of the Board is provided in Corporate Governance Report, which forms part of this Annual Report.

During the year under review, following changes took place in the Board Structure of the Company:

(a) On recommendations of Nomination and Remuneration committee and further approval of Board of Directors at their meeting held on 9th June,2022, the shareholders of the Company has considered and approved the re-appointment of Mr. Jayesh Chhabildas Shah (DIN: 00500814) as the Managing Director of the Company for another term of 5 (Five) years i.e. w.e.f. 29th January, 2023 to 28th January,2028 by passing the Special Resolution in the Annual General Meeting held on 6th July, 2022.

(b) On recommendations of Nomination and Remuneration committee and further approval of Board of Directors at their meeting held on 9th June,2022, the shareholders of the Company has considered and approved the re-appointment of Mrs. Deepa Jayeshbhai Shah (DIN: 01981533) as the Wholetime Director of the Company for another term of 5 (Five) years i.e. w.e.f. 29th January, 2023 to 28th January,2028 by passing the Special Resolution in the Annual General Meeting held on 6th July, 2022.

(c) On recommendations of Nomination and Remuneration committee and further approval of Board of Directors at their meeting held on 9th June,2022, the shareholders of the Company has considered and approved the re-appointment of Mr. Shreyansh Vijaybhai Vora (DIN: 08034487) as the Independent Director of the Company for another term of 5 (Five) years i.e. w.e.f. 30th December, 2022 to 29th December, 2027 by passing the Special Resolution in the Annual General Meeting held on 6th July, 2022.

(d) On recommendations of Nomination and Remuneration committee and further approval of Board of Directors at their meeting held on 9th June,2022, the shareholders of the Company has considered and approved the re-appointment of Mr. Jigar Dipakbhai Mehta (DIN: 08051320) as the Independent Director of the Company for another term of 5 (Five) years i.e. w.e.f. 26th February,2023 to 25th February,2028 by passing the Special Resolution in the Annual General Meeting held on 6th July, 2022.

Mr. Jigar Dipakbhai Mehta resigned as independent director w.e.f. 14th July,2023.

(e) In order to enhance the involvement of the professionalized personnel in Management of the Company, to create enduring guidance for the Company and to continue maintaining the diverse and independent Board for ensuring good governance practices, on recommendations of Nomination and Remuneration committee and Board of Directors at their meeting held on 14th July,2023 has considered and approved the appointment of Mrs. Ashaben Vipulkumar Patel as an Non-Executive additional Independent Director of the Company to hold office for the term for the period of 5 years w.e.f 14th July,2023 to 13th July,2028 subject to approval of members. The resolution placed in this annual general meeting to confirm appointment of Mrs. Ashaben Vipulkumar Patel as independent director. In the opinion of the Board, Mrs. Ashaben Vipulkumar Patel is a person of integrity, possess requisite qualifications, expertise, experience (including the proficiency) and fulfils requisite conditions as per applicable laws and is independent of the management of the Company.

Further, all the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Also, pursuant to Schedule V(C)(10)(i) of SEBI (LODR) Regulation, 2015; the Company has received a certificate from Practicing Company Secretary stating that the Directors of the Company are not debarred or disqualified by the SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Director of the Company.

Further, all the Independent Directors of the Company have given declarations as required under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (LODR) Regulations, 2015.

In compliance to the aforesaid MCA Notification No. G.S.R. 804(E) dated 22nd October, 2019 which was effective from 01st December, 2019, all the Independent Directors of your Company have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration of their names in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). They have also submitted a copy of registration certificate to the Company as a proof of registration.

The Independent Director of the Company Mr. Suresh Somnath Dave are exempted from passing the proficiency self-assessment test pursuant to the applicable rules thereupon and have duly submitted exemption certificate to the Company. Mr. Shreyansh Vijaybhai Vora, Mr. Jigar Dipakbhai Mehta and Mrs. Ashaben Vipulkumar Patel have Confirmed that they passed the proficiency self-assessment test in due course of time in accordance to the said Rules.

In accordance with the provisions of the Companies Act, 2013 read with Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2 as issued by the Institute of Company Secretaries of India and in terms of the Memorandum and Articles of Association of the Company, the brief resume, nature of expertise, details of directorships held in other companies of the Directors concerned to the agenda items along with their shareholding in the Company, is stated in the Notice convening the 22nd Annual General Meeting of your Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Act, with respect to Director Responsibility Statement, the Board of Directors, to the best of its knowledge and ability, confirm that:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made thereunder for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis;

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NUMBER OF BOARD MEETINGS AND ATTENDANCE:

During the Financial Year under review, the Board of Directors of the Company met for 11 (Eleven) times for various agenda items of the Company, the same which were circulated well in advance to the Board. These were held on April 18, 2022, May 26, 2022, June 09, 2022, June 21, 2022, July 07, 2022, July 18, 2022, August 10, 2022, November 10, 2022, January 19, 2023, February 09, 2023, and March 25, 2023. The interval between any two meetings was well within the maximum allowed gap of 120 days.

The Composition of Board of directors and the details of meetings attended by the directors during the year are given below.

Name of the director	Category	No. of Board Meetings Held & Entitled to Attend	No. of Board Meetings Attended
Mr. Jayesh Chhabildas Shah	Chairman & Managing Director	11	11
Mrs. Deepa Jayeshbhai Shah	Whole-time Director	11	11
Mr. Harshil Jayeshbhai Shah	Director	11	11
Mr. Shreyansh Vijaybhai Vora	Independent Director	11	11
Mr. Jigar Dipakbhai Mehta	Independent Director	11	10
Mr. Suresh Somnath Dave	Independent Director	11	7

COMMITTEES OF THE BOARD:

Matters of policy and other relevant and significant information are furnished regularly to the Board. To provide better Corporate Governance & transparency, currently, your Board has Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee to

look into various aspects for which they have been constituted. The Board fixes the terms of reference of Committees and also delegate powers from time to time.

AUDIT COMMITTEE:

The Audit Committee comprises of non-executive Independent Director and Director as its Member. The Chairman of the committee is Independent Director.

During the Financial year 2022-23, Seven (7) meeting of audit committee held on April 18, 2022, May 26, 2022, June 09, 2022, June 21, 2022, August 10, 2022, November 10, 2022 and February 09, 2023.

The Composition of Audit Committee and the details of meetings attended by the members during the year are given below.

Sr. No.	Name of the Director	Status in Committee Nature	Nature of Directorship	No of Meetings Held & Entitled to Attend	No of Meetings attended
1	Mr. Shreyansh Vijaybhai Vora	Chairman of committee	Non-Executive and Independent Director	7	7
2	Mr. Jigar Dipakbhai Mehta	Member	Non-Executive and Independent Director	7	7
3	Mr. Jayeshbhai Chhabildas Shah	Member	Managing Director	7	7

RECOMMENDATIONS BY THE AUDIT COMMITTEE WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS:

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises of non-executive Independent Director and Director as its members. The Chairman of the Committee is an Independent Director.

During the Financial year 2022-23, One meeting of the Nomination and Remuneration Committee met on June 09, 2022.

Sr. No.	Name of the Director	Status in Committee Nature	Nature of Directorship	No of Meetings Held & Entitled to Attend	No of Meetings attended
1	Mr. Shreyansh Vijaybhai Vora	Chairman of committee	Non-Executive and Independent Director	1	1
2	Mr. Jigar Dipakbhai Mehta	Member	Non-Executive and Independent Director	1	1
3	Mr. Harshil Jayeshbhai Shah	Member	Non-Executive Director	1	1

The Nomination and remuneration policy available on the website of the company at www.sonamquartz.com.

STAKEHOLDER RELATIONSHIP COMMITTEE:

The stakeholder relationship committee comprises non-executive Independent Director and Director as its members. The Chairman of the Committee is an Independent Director.

During the Financial year 2022-23, four (4) meeting of Stakeholder Relationship Committee were held on April 18,2022, July 18, 2022, October 13,2022 and February 09,2023.

The Composition of Stakeholder and Relationship Committee and the details of meetings attended by the members during the year are given below:

Sr. No.	Name of the Director	Status in Committee Nature	Nature of Directorship	No. of Meetings Held & Entitled to Attend	No. of Meetings attended
1	Mr. Shreyansh Vijaybhai Vora	Chairman of committee	Non-Executive and Independent Director	4	4
2	Mr. Jigar Dipakbhai Mehta	Member	Non-Executive and Independent Director	4	4
3	Mrs. Deepaben Jayeshbhai Shah	Member	Wholetime director	4	4

ANNUAL RETURN:

In accordance with section 134(3)(a) of the Companies Act, 2013 Annual Return is available on the Website of the Company after conclusion of the AGM at www.sonamquartz.com.

CORPORATE GOVERNANCE REPORT:

SONAM CLOCK LIMITED is committed to ensuring the highest levels of ethical standards, professional integrity, corporate governance and regulatory compliance. The Company understands and respects its fiduciary duty to all stakeholders and strives to meet their expectations. The core principles of independence, accountability, responsibility, transparency, fair and timely disclosures serve as the basis of the Company's approach to Corporate Governance.

A separate section on report on Corporate Governance for the Financial Year 2022-23 as stipulated under the Chapter IV, Regulation 34(3) read with Schedule V of SEBI (LODR) Regulations, 2015 forms part of this Annual Report along with a certificate of compliance from M/s. R. V. Gandhi & Co., Company Secretary in practice.

Report on Corporate Governance is annexed in annexure-I and forms an integral part of this Annual Report. Certificate from M/s. R. V. Gandhi & Co., Company Secretary in practice, regarding compliance of conditions of Report on Corporate Governance as stipulated in the Listing Regulations is also appended to the Report on Corporate Governance.

CERTIFICATE BY CHIEF FINANCIAL OFFICER OF THE COMPANY:

Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015 Compliance certificate as per Part B of Schedule –II is annexed in annexure-II.

AUDITORS:

1. STATUTORY AUDITOR:

At the Seventeen AGM held on August 13, 2018 the Members approved appointment of M/s. SVK & Associates., Chartered Accountants (Firm Registration No. 118564W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 22nd AGM.

Accordingly, on completion of term of appointment of Statutory Auditors at the conclusion of the 22nd AGM and pursuant to provisions of Sections 139, 141 & 142 of the Act and applicable Rules and other applicable provisions of the Act, the Board of Directors at its meeting held on August 24, 2023 has approved the appointment of M/s. SVK & Associates., Chartered Accountants as Statutory Auditors for a consecutive term of 5 (Five) years from the conclusion of this 22nd AGM till the conclusion of 27th AGM and to conduct the statutory audit subject to the approval of shareholders of the Company at this ensuing AGM.

Further the Company has received written consent(s) and certificate(s) of eligibility from the proposed Statutory Auditors M/s. SVK & Associates, Chartered Accountant in accordance with Sections 139 and 141 of the Act and applicable Rules and other provisions of the Act. Further, the Company has received confirmation from the proposed firm that they have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Act and Rules made thereunder.

2. SECRETARIAL AUDITOR:

The Board of directors pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has appointed M/s. R. V. Gandhi & Co. (CP. No. 7120), Practicing Company Secretary, Ahmedabad as Secretarial Auditor of the Company to conduct the Secretarial Audit as per the provisions of the said Act for the Financial Year 2022-23.

The Report of the Secretarial Auditor is annexed as Annexure-III which forms part of this Board of Directors' Report with no secretarial audit qualifications, reservations, adverse remarks or disclaimer therein for the Financial Year 2022-23 which call for explanation. Further, the Board has re-appointed M/s. R. V. Gandhi & Co., Company Secretary, Ahmedabad as Secretarial Auditor of the Company for the Financial Year 2023-24. The consent of which has been duly received by the Company from the said secretarial auditor to act as the secretarial auditor of the Company, on such terms & conditions as may be mutually agreed upon by the Auditor and by the Board from time to time.

3. INTERNAL AUDITOR:

M/s. D.V. Bakrania & Associates., Chartered Accountant, Ahmedabad has conducted Internal Audit for the Financial Year 2022-23. Further, the Board has re-appointed M/s. D.V. Bakrania & Associates., Chartered Accountants, Ahmedabad as Internal Auditor of the Company for the Financial Year 2023-24; the consent of which has been duly received by the Company from the said Auditor to act as the Internal Auditor of the Company, on such terms & conditions as may be mutually agreed upon by the Auditors and by the Board from time to time. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time.

4. COST AUDITOR:

As per provision of section 148(3) of Companies Act, 2013 and rule 6(2) of Companies (Cost records and audit) Rules, 2014, the company is not required to appoint a cost auditor to maintain / audit the cost records of the company for cost audit report.

REVIEW OF STATUTORY AUDITORS REPORT:

There are no qualifications, reservations or adverse remarks made by Statutory Auditors M/s. SVK & Associates (FRN: 118564W), Chartered Accountants, in their Auditor's report for the Financial Year ended March 31, 2023.

REVIEW OF SECRETARIAL AUDITORS REPORT:

There are no qualifications, reservations or adverse remarks made by Secretarial Auditors M/s. R. V. Gandhi & Co. Ahmedabad, (CP. No. 7120), Practicing Company Secretary, in their Secretarial Audit Report for the Financial Year ended March 31, 2023.

REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the Statutory nor the Secretarial Auditors has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") the Management Discussion and Analysis of the Company for the year under review is presented in a separate section forming the part of the Annual Report is attached here with as Annexure IV.

DEMATERIALISATION OF SHARES:

During the year under review, all the equity shares were dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited,

which represents 100% of the total paid-up capital of the Company. The Company ISIN No. is INE00LM01011 and Registrar and Share Transfer Agent is BIG SHARE SERVICES PRIVATE LIMITED.

DIRECTOR REMUNERATION AND SITTING FEES:

Member's attention is drawn to Financial Statements wherein the disclosure of remuneration and sitting fees paid to directors is given during the year 2022-23.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the company with related parties which may have potential conflict with the interest of the company at large. Your Directors draw your attention to notes to the financial statements for detailed related parties' transactions entered during the year.

Accordingly, as per third proviso to Section 188(1) of the Act, no approval of the Board or Members / Shareholders is required for such transactions. However, as part of good corporate governance, all related party transactions covered under Section 188 of the Act are approved by the Audit committee. The FORM AOC- 2 is attached as Annexure - V with this report.

Pursuant to SEBI Listing Regulations, the resolution for seeking approval of the shareholders on material related party transactions is being placed at the AGM.

CREDIT RATING:

The company has not obtained any rating from any Credit Rating Agency during the year.

MEETING OF INDEPENDENT DIRECTORS:

During the year under review, the Independent Directors met on March 25, 2023 inter alia, to discuss:

1. Review the performance of the Non- Independent Directors and the Board of Directors as a whole.
2. Review the performance of the Chairman of the Company, taking into account of the views of the Executive and Non- Executive Directors.
3. Assess the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present in the meeting.

1. DECLARATION FROM INDEPENDENT DIRECTORS:

The Independent Directors of the Company have given declarations stating that they meet the criteria of independence as prescribed under the Section 149(6) of the Companies Act, 2013 read with the rules made there under and read with Regulation 16(1)(b) of the Listing Regulations and in the opinion of the Board, the Independent Directors meet the said criteria.

Further, the Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience (including the proficiency) and expertise in their respective fields and that they hold highest standards of integrity. In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

2. CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS:

An Independent Director shall be a person of integrity and possess appropriate balance of skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing

and technical operations or any other discipline related to the Company's business. The Company did not have any pecuniary relationship or transactions with non-executive independent Directors during the year ended March 31, 2023.

3. FORMAL ANNUAL EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 the nomination and remuneration committee has laid down the evaluation of the performance of Individual Directors and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through the structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings, etc. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Director. The performance of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated). The Director expressed their satisfaction with the evaluation process.

POLICIES OF THE COMPANY:

- **REMUNERATION AND APPOINTMENT POLICY:**

The Company follows a policy on remuneration of Directors and senior management employees, details of the same are given in the website of the Company www.sonamquartz.com.

The committee must ensure that:

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and key managerial personnel of the quality required to run the company successfully.
- b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

- **POLICY ON MATERIALITY OF RELATED PARTY TRANSACTION:**

Your Company has adopted the policy on Materiality of Related Party Transaction to set out the dealing with the transaction between the Company and its related parties. The Policy on Materiality of Related Party Transaction has been available on the website of the Company www.sonamquartz.com.

- **POLICY OF CODE OF CONDUCT FOR DIRECTOR AND SENIOR MANAGEMENT:**

Your Company has adopted the policy of code of Conduct to maintain standard of business conduct and ensure compliance with legal requirements. The Policy on Code of Conduct for Director and Senior Management has been available on the website of the Company www.sonamquartz.com.

- **PREVENTION OF INSIDER TRADING:**

Pursuant to provisions of the regulations, the Board has formulated and implemented a Code of Conduct to regulate, monitor and report trading by employees and other connected persons and code of practices and procedure for fair disclosure of unpublished price Sensitive Information. The same has been available on the website of the Company www.sonamquartz.com.

- **POLICY ON THE PRESERVATION OF DOCUMENTS AND ARCHIVE POLICY:**

Pursuant to provision of the regulations, the board has formulated the policy on the Preservation of Documents & Archive policy. The same has been available at the website of company at www.sonamquartz.com.

- **BUSINESS RISK MANAGEMENT:**

The Company has taken various steps in connection with the implementation of Risk Management measures in terms of provisions contained in the Companies Act, 2013, after identifying the elements of risks which in the opinion of the Board may threaten the very existence of the Company. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by Board from time to time. Key risks identified are methodically addressed through mitigating actions on a continuing basis. The policy of risk management is made available on the website of the company at www.sonamquartz.com.

- **VIGIL MECHANISM/WHISTLE BLOWER MECHANISM:**

Your Company believes in conducting business affairs in a fair and transparent manner to foster professionalism, honesty, integrity and ethical behaviour via Vigil Mechanism/Whistle Blower Policy. Sonam Clock has established a robust Vigil Mechanism and adopted a Whistle Blower Policy in accordance with provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

The Vigil Mechanism has been available on the website of the Company at www.sonamquartz.com.

- **POLICY ON IDENTIFICATION OF GROUP COMPANIES, MATERIAL CREDITORS AND MATERIAL LITIGATIONS:**

Your Company has adopted a policy on identification of group companies, material creditors and material litigations. The policy on identification of group companies, material creditors and material litigations has been available on the website of the Company at www.sonamquartz.com.

- **POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION:**

Your Company has adopted a Policy on Determination and Disclosure of Materiality of Events and Information. The Policy on Determination and Disclosure of Materiality of Events and Information has been available on the website of the Company at www.sonamquartz.com.

CORPORATE SOCIAL RESPONSIBILITY:

As per section 135 of the Companies act, 2013 expenditure of CSR is not applicable to the company for f. y. 2022-23 since the company is not meeting with the criteria of net-worth, turnover or net profits mentioned therein.

PARTICULARS REGARDING EMPLOYEES REMUNERATION:

During the year under review, there are no employees drawing remuneration which is in excess of the limit as prescribed under Section 197 of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The information pertaining to section 197 read with rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 is annexed herewith as Annexure-VI.

DISCLOSURES BY DIRECTORS:

The Board of Directors have submitted notice of interest in Form MBP 1 under Section 184(1) as well as information by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Companies Act, 2013.

DISQUALIFICATIONS OF DIRECTORS:

During the financial year 2022-23 under review the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified; to hold office as director disqualified as per provision of Section 164(2) of the Companies Act, 2013 and debarred from holding the office of a Director pursuant to any order of the SEBI or any such authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated 20th June 2018 on the subject "Enforcement of SEBI orders regarding appointment of Directors by Listed Companies".

The Directors of the Company have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECRETARIAL STANDARD:

Your Directors states that they have devised proper systems to ensure compliance with the Secretarial Standards and that such system are adequate and operating effectively.

OTHER REGULATORY REQUIREMENT:

The Company has been complied with all regulatory requirements of central government and state government and there were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the Company's operations in future.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2022-23.

INVESTOR GRIEVANCES REDRESSAL STATUS:

During the Financial Year 2022-23, there were no complaints or queries received from the shareholders of the Company. Company Secretary, acts as the Compliance Officer of the Company is responsible for complying with the provisions of the Listing Regulations, requirements of securities laws and SEBI Insider Trading Regulations. The Investor can be sent their query at cs@sonamquartz.com.

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

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules there under.

ACKNOWLEDGEMENT:

The Directors thank the Company's employees, customers, vendors, investors and academic partners for their continuous support. The Directors also thank the Government of India, Governments of various states in India, concerned Government departments and agencies for their co-operation. The Directors appreciate and value the contribution made by every member of the Sonam Clock Family.

Registered Office:
Survey No. 337/p, Morbi
Rajkot Highway, Lajai, Tal.
Tankara, Dist. Morbi -
363641

For and on behalf of the Board,
SONAM CLOCK LIMITED

Date: 24.08.2023
Place: Lajai, Morbi

Sd/-
Jayesh C. Shah
Chairman & Managing
Director
DIN: 00500814

Sd/-
Deepa J. Shah
Whole-Time Director
DIN: 01981533

ANNEXURE-I

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2023

Pursuant to Regulation 34 read with Schedule V and Regulation 17 to 27 and 46 of SEBI (LODR) Regulations 2015 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is as follows:

- The company developed belief that Corporate Governance is integral to the existence of the company. Corporate governance is all about compliance with all the moral & ethical values, legal framework and voluntarily adopted practices. We feel that corporate governance and ethics go hand in hand. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world.

Quote:

“Corporate Governance is the application of best management practices, compliance of law in true letter and spirit and adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.”

Institute of Company Secretaries of India

BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

SONAM CLOCK LIMITED's Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. The company is committed to achieve highest standards of corporate governance.

The Company has a well-defined structure for ensuring that business conduct is fair and ethical and has put in place mechanism for reporting illegal and unethical behaviour.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as applicable, with regard to corporate governance.

BOARD OF DIRECTORS AND ITS COMPOSITION:

- As on March 31, 2023, the strength of the Board was Six Directors. Out of the six Directors, four (i. e. 67% percent) are Non-Executive Directors out of which three are Independent Directors. The Board Members consists of persons with professional expertise and experience in various fields of Industries, Marketing, Finance, Management, Accountancy, etc. The Chairman of the Company is Managing Director.
- A person shall not be a director in more than seven listed entities. None of the Independent Directors serves as an Independent Director in more than seven Listed Companies. None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified under Regulation 26 (1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, across all the companies in which they are Directors. Necessary disclosures regarding Committee positions have been made by the Directors.
- Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.
- Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

- The meetings of the Board of Directors are generally held at the Corporate Office. Meetings are scheduled well in advance. The Board meets at regular intervals to review the quarterly performance and the financial results of the Company. The Members of the Board have access to all information on the Company and are free to recommend inclusion of any matter in the agenda for discussion. Senior Management persons are also invited to attend the Board meetings and provide clarifications as and when required. The necessary quorum was present for all the meetings.

a. Attendance record of Board meetings:

During the Financial Year, 2022-23, 11 (Eleven) Board meeting were held on April 18, 2022, May 26, 2022, June 09, 2022, June 21, 2022, July 07, 2022, July 18, 2022, August 10, 2022, November 10, 2022, January 19, 2023, February 09, 2023 and March 25, 2023.

The time gap between two Board Meetings was less than 120 days.

Details regarding attendance of Board Meetings held during Financial Year 2022-23 and the Last Annual General Meeting held on the 6th July, 2022.

Name of Director	DIN	Total Meetings Attended/Total Meetings during the year	Attended Last AGM
JAYESH CHHABILDAS SHAH	00500814	11 (Out of 11)	Yes
DEEPABEN JAYESHBHAI SHAH	01981533	11 (Out of 11)	Yes
HARSHIL JAYESHBHAI SHAH	07230243	11 (Out of 11)	Yes
SHREYANSH VIJAYBHAI VORA	08034487	11 (Out of 11)	Yes
JIGAR DIPAKBHAI MEHTA	08051320	10 (Out of 11)	Yes
SURESH SOMNATH DAVE	08111653	7 (Out of 11)	Yes

b. Details regarding Directorship(s) and Committee Membership(s) in Other Companies:

Sr. No.	Name of Director	Category	Directorship in other companies *		No of Committee position held in other Companies*		Directorship in other listed entity- Category of Directorship
			Chairman	Member	Chairman	Member	
1)	Jayesh Chhabildas Shah (Chairman cum Managing Director)	Non independent- Executive	Nil	Yes	Nil	Yes- SKSE Securities Limited- Member -Audit committee	Nil
2)	Deepa Jayeshbhai Shah (Whole-time director)	Non independent- Executive	Nil	Yes	Nil	Nil	Nil
3)	Harshil Jayeshbhai Shah (Director)	Non- Independent- Non- Executive	Nil	Nil	Nil	Nil	Nil
4)	Shreyansh Vijaybhai Vora (Independent Director)	Independent - Non- Executive	Nil	Nil	Nil	Nil	Nil
5)	Jigar Dipakbhai Mehta (Independent Director)	Independent - Non- Executive	Nil	Nil	Nil	Nil	Nil
6)	Suresh Somnath Dave (Independent Director)	Independent -Non- Executive	Nil	Yes	Nil	Yes -Enn Enn Corp Limited -Member in Audit committee	Yes- Independent - Non- Executive Director -A-1 Acid Limited

*Other Directorship do not include directorship of Pvt. Ltd. companies, foreign companies and companies registered under Section 8 of the Act, Further, None of them is a member of more than ten Committees or Chairman of five Committees across all the public companies in which he/she is Director.

*For the purpose of determination of limits of the Board Committees, Chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been Considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

C. Details of Share Holdings of Executive and Non-Executive Directors as on 31st March 2023:

Name of Directors	Nature of Directorship	Relationship with each other	No. of Share Held as on 31st March 2023	% holding as on 31st March 2023
Jayesh Chhabildas Shah	Executive Chairman-Managing Director	Husband of Deepaben Jayeshbhai Shah & Father of Harshil Jayeshbhai Shah	12737595	63.64
Deepa Jayeshbhai Shah	Executive - Whole Time Director-Executive	Wife of Jayesh Chhabildas Shah & Mother of Harshil Jayeshbhai Shah	1253021	6.26
Harshil Jayeshbhai Shah	Non-Executive Director	Son of Jayesh Chhabildas Shah & Deepaben Jayeshbhai Shah	200	0.0001%
Shreyansh Vijaybhai Vora	Non-Executive Independent Director	Not related to any person of the company	Nil	Nil
Jigar Dipakbhai Mehta	Non-Executive Independent Director	Not related to any person of the company	Nil	Nil
Suresh Somnath Dave	Non-Executive Independent Director	Not related to any person of the company	Nil	Nil

d. Code of Conduct

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company as per Regulation 17(5) of the SEBI (LODR) Regulations, 2015 and subsequent amendments as SEBI (LODR) Amendments Regulations, 2018. The Company has received confirmation from the Directors and Senior Management regarding compliance with the code for the financial year ended March 31, 2023. A declaration to this effect duly signed by Managing Director of the Company is attached herewith in annexure- A and forms a part of Corporate Governance Report. The code has been displayed on the Company's website www.somamquartz.com.

MATRIX OF CORE SKILLS/ EXPERTISE/ COMPETENCIES OF DIRECTORS IN CONTEXT OF BUSINESS OF THE COMPANY:

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Financial	:	Understanding the financial statements, financial controls, risk management, mergers and acquisitions, etc.
Global Business	:	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks, and a board perspective on global market opportunities.
Leadership	:	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organisations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, driving change and long-term growth.
Technical	:	Technical, professional skills and knowledge including legal and regulatory aspects.
Board Service and Governance	:	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
Sales and Marketing	:	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.

Sr. No.	Name of Director	Financial	Global Business	Leadership	Technical	Board Service and Governance	Sales and Marketing
1)	Jayesh Chhabildas Shah	✓	✓	✓	✓	✓	✓
2)	Deepaben Jayeshbhai Shah	✓		✓		✓	✓

3)	Harshil Jayeshbhai Shah	✓	✓	✓	✓	✓	✓
4)	Shreyansh Vijaybhai Vora	✓	✓	✓	✓	✓	
5)	Jigar Dipakbhai Mehta	✓	✓	✓	✓	✓	
6)	Suresh Somnath Dave	✓	✓	✓	✓	✓	

Board of Directors hereby confirm, in the opinion of the Board, that the Independent Directors fulfil the conditions specified in LODR regulations and are independent of the management.

COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committee(s) informs the Board about the summary of the discussions held in the Committees Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

The Board has established the following statutory Committees:

AUDIT COMMITTEE:

The Company has an adequately qualified Audit Committee and its composition meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015. The quorum of the said Audit Committee Meetings is 2 (Two) members or one third (1/3) of the members of the Audit Committee, whichever is greater, with at least two Independent Directors.

The recommendations of the Audit Committee were accepted by the Board of Directors of the Company from time to time. CS Milankumar Sureshbhai Ganatra is Company Secretary to the Meeting.

The primary objective is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate timely and proper disclosures and transparency integrity and quality financial reporting.

The Chief Financial Officer are Invitees to the meetings of the committee. All the members of the audit committee are financially literate and have accounting and related financial management expertise.

a. Brief description of Terms of Reference:

The terms of reference of Audit Committee, as approved by the Board and amended from time to time, The Role of the Audit Committee includes the following:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. To review the functioning of the whistle blower/Vigil mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - f) Statement of deviations:
-
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

b. Composition, name of members, chairperson, meeting and attendance during the year:

During the year under review, the Audit Committee met Seven times on April 18, 2022, May 26, 2022, June 09, 2022, June 21, 2022, August 10, 2022, November 10, 2022 and February 09, 2023.

Name of Member	Category & Designation as on March 31, 2023	Attendance at the Meetings held on							Total No. of Meetings Attend/ Total Number of Meetings during the year
		18.04.2022	26.05.2022	09.06.2022	21.06.2022	10.08.2022	10.11.2022	09.02.2023	
Mr. Shreyansh Vijaybhai Vora	ID-NED Chairman	Yes	Yes	Yes	Yes	Yes	Yes	Yes	7/7
Mr. Jigar Dipakbhai Mehta	ID-NED Member	Yes	Yes	Yes	Yes	Yes	Yes	Yes	7/7
Mr. Jayeshbhai Chhabildas Shah	ED Member	Yes	Yes	Yes	Yes	Yes	Yes	Yes	7/7

ID - Independent Director, NED-Non-Executive Director and ED- Executive Director;

NOMINATION AND REMUNERATION COMMITTEE:

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Nomination and Remuneration Committee Meetings are generally held responsible for identifying the persons who are qualified to become Directors, their remuneration and appointment of personnel at senior level management and their removal. The Composition of the Committee is as under:

The recommendations of the Nomination and Remuneration Committee were accepted by the Board of Directors of the Company from time to time. CS Milankumar Sureshbhai Ganatra is Company Secretary to the Meeting.

a. Brief description of terms of reference:

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors;

4. Devising a policy on diversity of board of directors;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
7. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
9. Decide the amount of Commission payable to the Whole time Directors.
10. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
11. To formulate and administer the Employee Stock Option Scheme.

b. Composition, name of members, chairperson, meeting and attendance during the year:

During the year under review, the Nomination and remuneration committee meeting met One time on June 09, 2022.

Name of Members	Category & Designation as on March 31, 2023	Attendance at the Meetings held on	Total No. of Meetings Attend/Total Number of Meetings during the year
		09.06.2022	
Mr. Shreyansh Vijaybhai Vora	ID-NED Chairman	Yes	1/1
Mr. Jigar Dipakbhai Mehta	ID-NED Member	Yes	1/1
Mr. Harshil Jayeshbhai Shah	NED Member	Yes	1/1

ID - Independent Director, NED-Non-Executive Director

c. Performance evaluation criteria for independent director:

Pursuant to the provisions of the Companies Act, 2013 the nomination and remuneration committee has laid down the evaluation of the performance of Individual Directors and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through the structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings, etc. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Director. The performance of

the Independent Directors was carried out by the entire Board (excluding the Director being evaluated). The Director expressed their satisfaction with the evaluation process.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Company has constituted Stakeholder's Relationship Committee in compliance with the requirements of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The recommendations of the Stakeholders Relationship Committee were accepted by the Board of Directors of the Company from time to time. CS Milankumar Sureshbhai Ganatra is Company Secretary to the Meeting.

Further, during the year under review No Investor Complaints had been received

a. Brief description of terms of reference:

The terms of reference of Stakeholders Relationship Committee, as approved by the Board and amended from time to time, includes the following:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time."

b. Composition, name of members, chairperson, meeting and attendance of the stakeholder's relationship committee during the year:

During the year under review, the stakeholder's relationship committee meeting met four times on April 18,2022, July 18, 2022, October 13,2022 and February 09,2023.

Name of Members	Category & Designation as on March 31, 2023	Attendance at the Meetings held on				Total No. of Meetings Attend/ Total Number of Meetings during the year
		18.04.2022	18.07.2022	13.10.2022	09.02.2023	
Mr. Shreyansh Vijaybhai Vora	ID-NED Chairman	Yes	Yes	Yes	Yes	4/4
Mr. Jigar Dipakbhai Mehta	ID-NED Member	Yes	Yes	Yes	Yes	4/4
Mrs. Deepaben Jayeshbhai Shah	ED Member	Yes	Yes	Yes	Yes	4/4

ID - Independent Director, NED-Non-Executive Director, ED- Executive Director

Name, Designation, Address and Contact details of the Compliance Officer:

Mr. Milankumar Sureshbhai Ganatra
Company secretary and compliance officer
SONAM CLOCK LIMITED
Survey No. 337/p, Morbi Rajkot Highway, Lajai,
Tal. Tankara, Dist. Morbi-363641
Email id: cs@sonamquartz.com

Details of Shareholders'/Investors' Complaints during the 2022-23

Big Share Services Private Limited (RTA) the Company, and SCORES- the official website of SEBI received shareholders'/investors complaints and the details for f. y. 2022-23 are as follows:

Particulars	Figures
Number of shareholders' complaints received during the financial year	0
Number of complaints not solved to the satisfaction of shareholders	0
Number of pending complaints	0

RISK MANAGEMENT COMMITTEE:

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, composition of Risk management Committee shall be applicable to top 1000 listed entities, determined on the basis of market capitalization, as at the end of immediate previous financial year. The company does not come under the purview of the above regulation and accordingly does not constitute a committee.

INDEPENDENT DIRECTORS:

During the year under review, one meeting of Independent Directors of the Company without the presence of Non- Independent Directors and Members of Management was held on 25th March, 2023 as required under Schedule IV of the Act (Code of Independent Directors) and Regulation 25(3) of the Listing Regulations. The meeting was attended by all the Independent Directors and Mr. Shreyansh Vijaybhai Vora chaired the said meeting.

The Independent Directors reviewed following matter in their Meeting:

1. Review the performance of the Non- Independent Directors and the Board of Directors as a whole.
2. Review the performance of the Chairman of the Company, taking into account of the views of the Executive and Non- Executive Directors.
3. Assess the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In compliance to the aforesaid MCA Notification No. G.S.R. 804(E) dated 22nd October, 2019 which was effective from 01st December, 2019, all the Independent Directors of your Company have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration of their names in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). They have also submitted a copy of registration certificate to the Company as a proof of registration.

The Independent Director of the Company Mr. Suresh Somnath Dave are exempted from passing the proficiency self-assessment test pursuant to the applicable rules thereupon and have duly submitted exemption certificate to the Company. Mr. Shreyansh Vijaybhai Vora, Mr. Jigar Dipakbhai Mehta and Mrs. Ashaben Vipulkumar Patel have Confirmed that they passed the proficiency self-assessment test in due course of time in accordance to the said Rules.

FAMILIARISATION PROGRAMME:

Pursuant to the Code of Conduct for Independent Directors specified under the Act and the SEBI Listing Regulations, the Company has in place a familiarization programme for all its Independent Directors. Such familiarization programmes help the Independent Directors to understand the Company's strategy, business model, operations, markets, organization structure, risk management etc. and such other areas as may arise from time to time. The

Familiarization Programmes imparted to Independent Directors of the Company has been disclosed on its website at <https://sonamquartz.com>.

REMUNERATION OF DIRECTORS:

a. Pecuniary Transactions:

There are no pecuniary relationships or transactions of Non-Executive Directors vis-a-vis the Company that have a potential conflict with the interests of the Company.

b. Criteria of making payments to Non-Executive/ Independent Director(s):

The criteria of making payments to Non-Executive Director/Independent Director(s) is appearing on the website of the Company and the web link of the same is as under:

<https://sonamquartz.com/investors/policy>

c. Details of the Remuneration for the year ended March 31, 2023:

- **Non-Executive Directors:**

Name	Designation	Remuneration	Sitting Fees
Mr. Harshil Jayeshbhai Shah	Director	Rs. 21.60 Lakhs	--
Mr. Shreyansh Vijaybhai Vora	Independent Director	--	Rs. 0.33 Lakhs
Mr. Jigar Dipakbhai Mehta	Independent Director	--	Rs. 0.30 Lakhs
Mr. Suresh Somnath Dave	Independent Director	--	Rs. 0.21 Lakhs

- **Executive Directors:**

Name	Designation	Remuneration	Sitting Fees
Mr. Jayesh Chhabildas Shah	Managing Director	Rs. 75.60 Lakhs	--
Mrs. Deepa Jayeshbhai Shah	Wholetime Director	Rs. 75.60 Lakhs	--

The appointment of Executive Directors, Key Managerial Personnel and other employees is by virtue of their employment with the Company therefore, their terms of employment vis-a-vis salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies at the relevant point in time.

GENERAL BODY MEETINGS:**a. Annual General Meeting ("AGM"):****Location and time, where last three annual general meetings held:**

Date of AGM	Financial Year	Venue/Locations where held	Time	Whether any special resolution was passed
08/08/2020	2019-20	Meeting conducted through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM") pursuant to the MCA Circular	11:30 a.m.	Yes
14/09/2021	2020-21	Meeting conducted through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM") pursuant to the MCA Circular	04:00 p.m.	Yes
06/07/2022	2021-22	Meeting conducted through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM") pursuant to the MCA Circular	04:00 p.m.	Yes

b. Extraordinary General Meeting:

No extraordinary general meeting of the members was held during FY 2022-23.

c. Details of the Special Resolution Passed at the previous three Annual General Meeting:

Sr. No.	Date of AGM	Details of Special Resolutions Passed
2.	08/08/2020	<ul style="list-style-type: none">Confirm appointment of Mr. Harshil Jayeshbhai Shah as Director and approve remuneration
3.	14/09/2021	<ul style="list-style-type: none">Increase remuneration of Mr. Harshil Jayeshbhai Shah
3.	06/07/2022	<ul style="list-style-type: none">To Re-appoint Mr. Jayesh Chhabildas Shah as Managing DirectorTo Re-appoint Mrs. Deepaben Jayeshbhai Shah as Wholetime DirectorApproval of Remuneration paid to Mr. Harshil Jayeshbhai Shah

		<ul style="list-style-type: none"> • Re-Appointment of Mr. Shreyansh Vijaybhai Vora as an independent director of the company for second term for period of five years • Re-Appointment of Mr. Jigar Dipakbhai Mehta as an independent director of the company for second term for period of five years
--	--	---

Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated January 19,2023 for giving loan or guarantee or providing security in connection with loan availed by other body corporate(s) or any other person specified under section 185 of the companies act, 2013 which was duly passed and the results of which were announced on February 23,2023. Dhara R. Patel (Membership No. ACS 29198), Practising Company Secretaries, Ahmedabad was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner.

Approval for giving Loan or Guarantee or providing security in connection with loan availed by other body corporate(s) or any other person specified under section 185 of the Companies Act, 2013.

Details of the voting pattern are provided below:

Voted in favour of the resolution			Voted against the resolution			Invalid votes		
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
55	3498162	99.99	1	2	0.01	--	--	--

Procedure for postal ballot: The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular nos. Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and 10/2021 dated June 23, 2021, 20/2021 dated December 08,2021 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs.

Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

MEANS OF COMMUNICATION:**Publication of Quarterly / Half-yearly / Annual Results:**

The Company has always promptly reported to the Stock Exchanges where the securities of the Company are listed, all material information including declaration of quarterly, half yearly and annual financial results in the prescribed formats etc.

The financial results and other statutory information are communicated to the shareholders by way of advertisement in The Economic times in English newspaper and Navgujarat Samay in Gujarati newspaper as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said results are also made available on the Company's website: www.sonamquartz.com. The Company information, Annual Reports are also displayed on the Company's website.

Results were announced During 2022-23 (April 1, 2022 to March 31, 2023)*

Sr. No.	Particulars	Date of Meeting
1.	Audited Financial Results for the financial year ended 31 st March 2022	26.05.2022
2.	Unaudited results for the quarter ended on 30 th June,2022	10.08.2022
3.	Unaudited results for the quarter ended on 30 th September,2022	10.11.2022
4.	Unaudited results for the quarter ended on 31 st December,2022	09.02.2023

** The company migrated from SME board to main board on 7th April,2022.*

GENERAL SHAREHOLDER INFORMATION:

Sr. No.	Item of Interest	Particulars
1.	Annual General Meeting (AGM) Date, Time, and Venue	Friday, 22 nd September, 2023 through video conferencing ("VC") /Other Audio-Visual Means ("OAVM") at 04:00 p.m.
2.	Financial Year	1 st April, 2022 to 31 st March, 2023 (consisting of 12 months)
3.	Dividend payment date	The Board has not Recommended any dividend for the year.
4.	Date of Book Closure	As mentioned in the Notice of this AGM
5.	Listing of Shares on Stock Exchanges	NSE
6.	Payment of Listing Fees	Annual Listing fees as applicable have been duly paid.
7.	Stock Code/ISIN	Symbol: SONAMCLOCK ISIN : INE00LM01011
8.	CIN	L33302GJ2001PLC039689
9.	in case the securities are suspended from trading, the directors report shall explain the reason thereof	N.A.
10.	Registrar & Share transfer Agent	Bigshare Services Private Limited Office No. S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093,(Maharashtra) India E Mail ID: investor@bigshareonline.com Phones: 022-6263 8200
11.	Share Transfer System	All shares of the company in demat mode so the transfer through demat mode takes place instantaneously between the transferor, transferee, and the Depository.
12.	Dematerialisation of shares and liquidity	2,00,16,000 shares were held in dematerialised mode, as at March 31, 2023. The Company's equity shares are actively traded on NSE.
13.	Outstanding GDRs /ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity	Not applicable
14.	commodity price risk or foreign exchange	The Company does not have material exposure of any commodity and accordingly, no hedging activities for the

	risk and hedging activities	same are carried out. Further, the Company takes suitable steps from time to time for protection against foreign exchange risk(s).
15.	Credit Rating	Not Applicable
16.	Plant Location	SONAM CLOCK LIMITED Survey No. 337/p, Morbi Rajkot Highway, Tal. Tankara, Dist. Morbi-363641(Gujarat) India
17.	Address of Correspondence	Survey No. 337/p, Morbi Rajkot Highway, Tal. Tankara, Dist. Morbi-363641(Gujarat) India Email id: cs@sonamquartz.com Website: https://sonamquartz.com
18.	Compliance Officer / Company Secretary	MILANKUMAR SURESHBHAI GANATRA Survey No. 337/p, Morbi Rajkot Highway, Tal. Tankara, Dist. Morbi-363641(Gujarat) India Email id: cs@sonamquartz.com
19.	Bank details for Electronic Shareholding	Members are requested to notify their Depository Participant (DP) about the changes in bank details. Members are requested to furnish complete details of their bank account, including the MICR codes of their bank
20.	Change in Shareholders details / Investors Communication	As all Shares of the company in demat mode, communication regarding change in address, bank account details, change in nomination or other inquiries should be addressed to your DP where you have opened your Demat Account, quoting your client ID number.
21.	Nomination Facility	It is in the interest of the shareholders to appoint nominee for their investments in the Company.

MARKET PRICE DATA: HIGH/LOW DURING EACH MONTH OF 2022-23 ON THE EXCHANGE:

	National Stock Exchange of India Limited			
MONTH	HIGH	LOW	NO. OF SHARES	VOLUME TOTAL TURNOVER (RS.)
April	94.25	83	20,73,450	18,45,43,551.45
May	98	73	19,93,666	17,53,58,112.35
June	94.2	71.85	2,34,368	2,04,82,705.80
July	93.05	40	4,77,218	2,32,77,147.40
August	47.8	38.55	2,83,726	1,22,02,152.25
September	50.6	35.8	2,61,797	1,09,19,952.40
October	41.5	36.1	1,72,164	66,53,653.30
November	45.95	33.5	5,86,815	2,46,69,743.80
December	54.95	40.5	35,37,576	17,63,10,490.35
January	52.2	45	3,33,514	1,63,31,299.70
February	53.95	40.25	4,26,298	1,97,76,455.25
March	49.7	36.5	9,57,755	3,84,80,254.10

Distribution of Shareholdings by Ownership:

Sr. No.	Category	No. of shareholders	No. of shares held	% to capital
1	Promoter & Promoters Group	7	14665291	73.27
2	Non-Institutional Individual Shareholders holding Nominal Share Capital Up to 2 Lakhs	919	658451	3.29
3	Non-Institutional Individual Shareholders holding Nominal Share Capital Above 2 Lac	41	3191005	15.94
4	Bodies Corporate	6	19556	0.1
5	Non-Resident Indians	7	7941	0.04
6	Resident Indian HUF	16	662682	3.31
7	Clearing Members/House	7	811074	4.05
	Total	1003	20016000	100

Distribution of Shareholdings by Number of Shares Held:**Top ten equity shareholders of the Company as on March 31, 2023:**

Sr. No.	Name of the shareholders	Number of equity shares held	Percentage of holding
1)	JAYESHBHAI CHHABILDAS SHAH	12737595	63.6370
2)	DEEPABEN JAYESHBHAI SHAH	1253021	6.2600
3)	ARCADIA SHARE AND STOCK BROKERS PVT LTD-PROPRIETARY A/C	810000	4.0467
4)	JAYESH CHHABILDAS SHAH HUF	673875	3.3666
5)	MILAN JAYVANTLAL MITHANI(HUF)	268000	1.3389
6)	CHETNA MILAN MITHANI	243000	1.2140
7)	NILESHKUMAR SURYAKANTBHAI GHOGHANI	240000	1.1990
8)	HARDIK MILAN MITHANI (HUF)	234000	1.1690
9)	PUNAMBEN NILESHKUMAR GHOGHANI	204000	1.0191
10)	MEHUL MULVANTRAI SHAH	168000	0.8393

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's shares are compulsorily traded in dematerialized form NSE. Equity shares of the Company representing 100 percent of the Company's equity share capital are dematerialized as on March 31, 2023. The International Securities Identification Number (ISIN) allotted to the Company's shares is INE00LM01011.

Particulars	As on 31 st March, 2023		As on 31 st March, 2022	
Demat	Number of shares	Percentage	Number of shares	Percentage
NSDL	540466	2.70	204100	2.04
CDSL	19475534	97.30	9803900	97.96
Total	20016000	100	10008000	100

OTHER DISCLOSURES:

Particulars	Statutes	Details	Website link for details/policy
Related party transactions	Regulation 23 of SEBI (LODR) Regulations, 2015 and as defined under the Act	<p>All transaction entered into by the Company with related parties, during the Financial Year 2022-23, were in ordinary course of business and on arm's length basis. The Disclosure of the Related Party Transactions as per IND AS 24 are set out in Notes to Standalone Financial Statements which forms part of this Annual Report. Also, the Related Party Transactions undertaken by the Company were in compliance with the provisions set out in the Companies Act, 2013 read with the Rules issued thereunder and Regulation 23 of the SEBI (LODR) Regulations, 2015.</p> <p>As required under Regulation 23(1) of the SEBI (LODR) Regulations, 2015, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. www.sonamquartz.com</p>	www.sonamquartz.com
Details of non-compliance by the listed entity, penalties, strictures imposed on the	Schedule V (C) 10(b) to the	Your Company has been regular in compliance with all the laws, regulations and provisions of	

listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years	SEBI (LODR) Regulations, 2015	the Stock Exchange(s), SEBI, ROC, MCA and all other statutory authorities, and accordingly there exist no non-compliance by the Company during the Financial Year under review. During the Financial Year under review, no such penalties and strictures were imposed on the Company.	
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI (LODR) Regulations, 2015	In compliance with provisions of section 177(9) and (10) of the Act and Rules made thereunder and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has established vigil mechanism and framed Whistle Blower Policy for Directors, employees and stakeholders to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015. The Whistle Blower Policy is displayed on the Company's website.	www.sonamquartz.com
Mandatory Requirements and Non-Mandatory Requirements	Schedule V (C) 10(d) to the SEBI (LODR) Regulations, 2015	The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance. Adoption of non-mandatory requirements of SEBI (LODR) Regulations, 2015 is being reviewed by the Board from time to time.	
Policy on Determination of Materiality for Disclosures	Regulation 30 of SEBI (LODR) Regulations, 2015	The Company has adopted this policy.	www.sonamquartz.com

Policy on Archival and Preservation of Documents	Regulation 9 of SEBI (LODR) Regulations, 2015	The Company has adopted this policy.	www.sonamquartz.com
Certificate from practicing company secretary	Schedule V (C) 10(i) of SEBI (LODR) Regulations, 2015	A certificate has been received from M/s. R. V. Gandhi & Co., Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority and certificate attached in annexure-B	
Confirmation by the Board of Directors' acceptance of recommendations of Committees	Schedule V (C) 10(j) of SEBI (LODR) Regulations, 2015	In terms of the amendments made to the Listing Regulations, the Board of Directors confirms that during the year, it has accepted all recommendations received from all its Committees.	
Payment to statutory Auditor	Schedule V (C) 10(k) of SEBI (LODR) Regulations, 2015	The particulars of payment of Statutory Auditors' fees, on consolidated basis for FY 2022-23 is given below: Statutory Audit Fees FY 2022-23 : Rs. 3 Lakhs	
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations,	A practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total	

	2018 and SEBI Circular No. D&CC/FITTC/ Cir-16/2002 dated December 31, 2002.	number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.	
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018	Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014	a. Number of complaints filed during the financial year -Nil b. Number of complaints disposed of during the financial year -Nil c. Number of complaints pending as on end of the financial year -Nil	
Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount	Schedule V (C) 10(m) of SEBI (LODR) Regulations, 2015	No Loans and advances in the nature of loans to firms/companies in which directors are interested.	
Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed	Schedule V (C) 10(11) of SEBI (LODR) Regulations, 2015	Nil	
Discretionary requirements	Schedule II Part E of the SEBI (LODR) Regulations, 2015	<ul style="list-style-type: none"> • The Company has Executive Chairman. • The Company does not send Half-yearly financial performance to each shareholders, as it is displayed on Company's website; • The auditors' report on financial statements of the Company are unmodified. • The Internal Auditor of the Company directly 	

		reports to the Chairman of the Audit Committee.	
The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report	Schedule V (C) 10(13) of SEBI (LODR) Regulations, 2015	Corporate Governance Compliance Certificate attached in Annexure-C	

ANNEXURE-A
Certificate of Compliance with the Code of Conduct for Board of Directors and Senior Management Personnel

As required under Regulation 17 read with Schedule V (D) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchange, I, Jayesh Chhabildas Shah, Managing Director of SONAM CLOCK LIMITED, hereby declare that all the Members of Board of Directors and the senior management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulations 26(3) of SEBI (LODR) Regulations, 2015 for the year ended March 31, 2023.

Sd/-
Jayesh Chhabildas Shah
Managing Director
DIN: 00500814

Date: 24.08.2023
Place: Lajai, Morbi

ANNEXURE-B
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause 10 (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
SONAM CLOCK LIMITED
CIN: L33302GJ2001PLC039689
Reg. office: Survey No. 337/p, Morbi Rajkot Highway, Lajai,
Tal. Tankara, Dist. Morbi- 363641

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SONAM CLOCK LIMITED**, having **CIN L33302GJ2001PLC039689** and having registered office at Survey No. 337/p, Morbi Rajkot Highway, Lajai, Tal. Tankara, Dist. Morbi- 363641 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Jayesh Chhabildas Shah	00500814	21/06/2001
2.	Deepaben Jayeshbhai Shah	01981533	21/06/2001
3.	Shreyansh Vijaybhai Vora	08034487	30/12/2017
4.	Jigar Dipakbhai Mehta	08051320	26/02/2018
5.	Harshil Jayeshbhai Shah	07230243	30/06/2020
6.	Suresh Somnath Dave	08111653	10/11/2021

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

For R. V. Gandhi & Co.,

Sd/-

Rashmikan V. Gandhi

Company Secretary

FCS: 6807/C.P. No: 7120

UDIN: F006807E000857272

Place: Ahmedabad

Date:24.08.2023

ANNEXURE C
CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Paid up Capital: Rs. 20,01,60,000

To,
The Members,
SONAM CLOCK LIMITED
CIN: L33302GJ2001PLC039689
Reg. office: Survey No. 337/p, Morbi Rajkot Highway, Lajai,
Tal. Tankara, Dist. Morbi- 363641 I

We have examined the compliance of conditions of corporate governance by SONAM CLOCK LIMITED for the year ended on 31st March 2023 as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19, we certify that the Company has complied with the conditions as stipulated in abovementioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the Listing Agreement of the said Company with stock exchanges.

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

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For R. V. Gandhi & Co.,
Sd/-
Rashmikant V. Gandhi
Company Secretary
FCS: 6807/C.P. No: 7120
UDIN: F006807E000857316

Place: Ahmedabad
Date: 24.08.2023

ANNEXURE-II
CERTIFICATE BY THE CFO OF THE COMPANY

(As per Regulation 17(8) Part B of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
(FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023))

To,
The Board of directors,
SONAM CLOCK LIMITED

I, Amitbhai Jamnadas Vaghajiyani, Chief Financial Officer of SONAM CLOCK LIMITED., to the best of our knowledge and belief certify that;

1. We have reviewed the Balance Sheet, Profit & Loss Account, its schedule and notes to accounts and cash flow statement for the year ended **31st March 2023** and that to the best of our knowledge and belief:

(a) these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
(b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. We also certify, 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.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee:-

(a) significant changes in internal control over financial reporting during the year;
(b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
(c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Amitbhai J. Vaghajiyani
Chief Financial Officer

Date: 24.08.2023

Place: Lajai, Morbi

ANNEXURE –III
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SONAM CLOCK LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SONAM CLOCK LIMITED (hereinafter called the company) Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the SONAM CLOCK LIMITED (hereinafter called the company) 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 and as per the explanations given to us and representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by SONAM CLOCK LIMITED (“the Company”) for the financial year ended on 31st March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

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

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during Audit Period);

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during Audit Period);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during Audit Period);

(h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (Not applicable to the Company during Audit Period); and

(i) The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015;

(vi) Other laws as applicable to the company as per the representations made by the management.

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

(i) Secretarial Standard issued by the Institute of Company Secretaries of India.

(ii) The listing agreement entered into by the company with National Stock Exchanges.

3. During the period under review and as per the explanations and clarifications given to us and the representations made by the management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

4. We further report that as far as we have able to ascertain –

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

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

-Adequate notice was given to directors in advance to schedule the Board Meetings, Agenda and notes on agenda 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 based upon notices shown to us.

-Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review and minutes of the meetings duly recorded and signed by the chairman as minutes shown to us.

5. 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.

6. We further report that during the audit period of the Company there were no other specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

7. The equity shares of the Company were listed at National Stock Exchange of India Limited. The Company migrated from NSE Emerge to main board of NSE w.e.f. 7th April, 2022.

Place: Ahmedabad
Date: 24.08.2023

For R. V. Gandhi & Co.,

Sd/-
Rashmikant V. Gandhi
Company Secretary
FCS: 6807/C.P. No: 7120
Peer review: 2243/2022
UDIN: F006807E000857327

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

**To,
The Members,
SONAM CLOCK LIMITED**

Our report of even date is to be read along with this letter.'

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

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

Based on copy of agenda, minutes and attendance register presented by Management, we have verified that notices were given and minutes have been properly recorded in the Minute Book and the same have been signed.

We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company.

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

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

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

Place: Ahmedabad
Date: 24.08.2023

For R. V. Gandhi & Co.,

Sd/-
Rashmikan V. Gandhi
Company Secretary
FCS: 6807/C.P. No: 7120
Peer Review: 2243/2022
UDIN: F006807E000857327

ANNEXURE-IV

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- **OVERVIEW:**

We are a clock manufacturing Company situated in Morbi, Gujarat. We offer a wide range of table and wall clocks at various price points across budget, mid-level and premium styles. As on March 2023, we are offering clocks from a price range of Rs. 100 to Rs. 3000 which includes LED digital clocks, LCD clocks, light sensor clocks, pendulum clocks, musical clocks, rotating pendulum musical clocks, sweep clocks, office clocks, designer clocks, alarm clocks, table clocks and regular clocks. We also offer customized corporate clocks in bulk quantities for corporate gifting purpose.

- **COMPANY OVERVIEW:**

- Sonam Clock is one of the largest and leading clocks manufacturing Company in India. Company is well equipped with the world class technology and state-of-the-arts equipment which is strategically utilized by highly professional management team & the workforce from surrounding villages (Most of them are female workers) with the values of dedication, commitment and hard work the company as a team is climbing the ladder of success. At present, the company has a wide range of Clocks, LED digital clocks, LCD clocks, light sensor clocks, pendulum clocks, musical clocks, rotating pendulum musical clocks, sweep clocks, office clocks, designer clocks, alarm clocks, table clocks and regular clocks. We also offer customized corporate clocks in bulk quantities for corporate gifting purpose.
- We are ISO 9001:2015 accredited Company and we have grown many folds during the past decade under the leadership and guidance of our Promoter, Chairman and Managing Director, Mr. Jayeshbhai Chhabildas Shah, who has an experience of over 35 years in the field of clock industry. His expertise and experience has been instrumental in the growth of our business.
- The Company is listed in 2018 on NSE Emerge platform and after that company migrated to Main Board of NSE w.e.f. 07th April, 2022. Company's use of latest technology, machinery & efficient manpower i.e. highly professional management team & the workforce from surrounding villages with the values of dedication enables it to perform with immense degree of consistency in quality performance at various stages that contributes towards the making of final output. At present, the company has a wide range of Clocks, LED Clocks & Timepieces.

- Since last Twenty Three years "SONAM" has never looked back, and now become India's one of the largest customized clock producing company. In the field of Indian Clock Manufacturing industry "SONAM" is running "NECK to NECK" a winning track with its production capacity and strong marketing network.
- Sonam Clock's head office and production units are located in Lajai (Morbi), India.
- **Industry structure and development:** When looking at the modern-day clock and trying to understand the way we value time, it is important to examine the root of our modern timepieces. From the olden days, royal maharajas using the pocket watches to the current next-gen using smart watches and techno wearable devices, some Indian brands are attempting to take over international look & feel while retaining the age-old charm. Let's look at who is keeping time in the country.

Time and tide wait for none, goes the proverb. The adage fits well for the wall clock manufacturing industry. In an era dominated by fancy gadgets such as mobile phones and computing devices that also tell time, clock makers have turned to offer customized designer products amidst dwindling sales.

With an abundance of time-telling devices available, wall clocks have been able to retain their popularity by maintaining the utility value and basic efficiency. Traditional wall clock manufacturers have been forced to tweak the products and offer the same as the designer and attractive pieces with aesthetic value in homes, offices and other premises. The move says industry sources, is also a result of a shift in consumer preferences for such products. Modified products in the form of wooden and metal-built designer wall clocks, at times encrusted with gems and jewellery, are in demand from customers. Customers consider such kind of wall clocks as adornments or décor pieces for their homes and offices and not just time telling machines.

Demand for usual design wall clocks has fallen significantly by 65 per cent in the last couple of years. In order to maintain the clock business, all major players are now focusing on designer clocks even as demand for decorative wall clocks has gradually improved worldwide. The consumer perception of designer clocks is that people prefer to buy expensive looking clocks but at affordable prices. So, companies must design such decorative pieces consequently. When you look at your treasured timepiece – or perhaps its price tag – it's easy to recognize that it must have taken quite a bit of effort to produce. Below is the process which makes your timepieces more valuable and precious.

- **Concept and Design:** Before a company can start producing a watch, they need to come up with an idea; a concept that can be transformed into an actual design. Today, most watch manufacturers' use advanced CAD (Computer Aided Design) systems to design watches and all their components. A couple of brands use 3D printing techniques to look at patterns based on these computer designs. Others use real stainless steel for prototypes, sometimes with dummy movements or just basic calibers that fit. Do not underrate the role of research and development at this stage either. In some companies, it is all under one roof to make sure that a watch or movement design is achievable. Everything must perfectly correspond together, especially since the room for error in watch manufacturing is tiny.

- **Production:** Once a company is certain about how a watch should look and which designs it should have, the production can begin. The production process consists of several parallel processes. The case making department or third party, for example, does not have to wait until the movement is finished or the dial receives its final colour or finish.
- **Movements:** A good manufacturer start their journey with raw pieces of brass, stainless steel, and other alloys used for the movement. CNC (Computerized Numerical Control) machines do the initial cutting, drilling, and milling of all the parts. Once this is finished, the parts pass through a chain of small steps, to either (hand-) finish certain parts or to add gears and trains until there is a working movement. Step-by-step, the movement gets finished and assembled by watchmakers. When the movement is finished and ready to be the case, it is often checked for accuracy.
- **Dial and Hands:** The dial and hands, or face of the watch, are very essential. This is what you will look at many times each day. These features need to be magnificent and flawless. Beauty is in the eye of the beholder, but perfectionism puts little room for understanding. Like (hand-) finishing movements, finishing is important for the dial and hands of a watch.
- **Assembly:** Before the movement is cased and the dials and hands are added to it, a lot of visual checks take place. Sometimes, pieces must go all the way back to the production process to be fixed. Hands are sometimes automatically applied to the dial, but in many cases, this is still done by hand. More visual checks take place to see whether the hands are perfectly aligned. The crown is of course also added and tested to see if all the hands move correctly and whether the winding system works. Once the movement is cased, the dial is added, and everything is fully functional. When this is complete and a watch has passed all tests, it goes into the final stage of the assembly and production process. Some watches (case backs) are (laser) engraved in this stage, while other manufacturers do this a bit earlier during case production. If so, the strap or bracelet is added, and the watch is ready.

If we go by the olden times, earlier the watches were only needed to track time, but with the growing demand, today consumers want more than just a normal watch. Technology is playing a bigger role in the watch industry. Traditionally, the smart watches were a fad with fitness enthusiasts and athletes who focused on keeping a track of their health and workouts. Gradually, the acceptance among the Indian audience has stepped up with a category of consumers who demand more than just functionality. Catering to this category means infusing a sense of desirability into the products. The aim is to offer a product that is complete and makes a strong statement when worn. Acceptability of these can be further pushed with advancements in product features. The consumer demands the usability of a fitness tracker to go beyond his gym or yoga class. The need of the hour is to offer appealing timepieces that become an ingrained piece of one's lifestyle.


- **To promote the brand development strategy:** Further enhance the degree of attention to independent wall clock brand we are building, brand development strategy. One is to strengthen brand awareness, the formation of internal personnel and all processes, promote all-round good atmosphere brand building, and implemented in capital investment, human resources and so on. The second is the development of independent brand development strategy, according to their own characteristics and operational objectives, a clear market positioning, choice of personalized, differentiated brand development model. The third is to enhance brand management capabilities, encourage enterprises to establish brand management, the establishment of practical brand management mechanism, the implementation of brand management, foster cultural brand, and brand value. Fourth, explore the establishment of the whole process of intellectual property management system, scientific layout and effective use of intellectual property. Fifth, improve the brand evaluation method, the establishment of the wall clock brand value measurement index system, to enhance the brand value and provide guidance support. Sixth, actively carry out the work of brand promotion, integrated use of various types of brand communication channels publications, networks, mobile terminals, effectively increasing the wall clock brand.







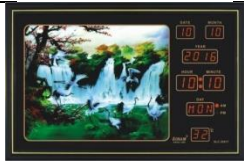

OPPORTUNITIES:









The government is introducing several reforms to create possibilities for getting Foreign Direct Investment (FDI) and foster business partnerships, in this regards our company trying to focus on "**MAKE IN INDIA**" for all type of Raw material and other material used for wall clock and time piece. Moreover, our centre of attention is to increase the export of all type of clock and clock parts. In present time Sonam Clock Limited has covered 70% of market in sale of Movements in domestic and foreign market. By this way our company is generating employment and using internal resource via purchasing power.



OUR MAJOR PRODUCTS:

The clocks manufactured by us are marketed and sold under our brand names of "Sonam", "Lotus", "LEXY" and "ampm". Our range of clocks can be broadly classified into following categories: -

S. No.	Category	Products	Specifications
1	Rotating Pendulum Musical Clock		<ul style="list-style-type: none"> - Price range Rs. 900 to 1530 - Melodious Tunes - 360° Rotating Pendulum - Standard Size: 490 x 285 mm

2	Pendulum Musical Clock		<ul style="list-style-type: none"> - Price range Rs. 855 to 1215 - Melodious Tunes - Swinging Pendulum - Standard Size: 500 x 290 mm
3	Rotating Musical Clock		<ul style="list-style-type: none"> - Price range Rs. 855 to 990 - Melodious Tunes - Standard Size: 430 x 290 mm
4	Pendulum Clock		<ul style="list-style-type: none"> - Price range Rs. 405 to 785 - Swinging Pendulum - Standard Size: 490 x 310 mm
5	Musical Clock		<ul style="list-style-type: none"> - Price range Rs. 695 - Melodious Tunes - Standard Size: 338 x 298 mm
6	Light Sensor Clock		<ul style="list-style-type: none"> - Price range Rs. 630 - Standard Size: 360 x 360 mm
7	LCD Clock		<ul style="list-style-type: none"> - Price range Rs. 990 to 1575 - Standard Size: 445 x 445 mm
8	LED Digital Clock		<ul style="list-style-type: none"> - Price range Rs. 900 to 4500 - Standard Size: 370 x 250 mm
9	Sweep Clock		<ul style="list-style-type: none"> - Price range Rs. 450 to 1485 - Standard Size: 400 x 400 mm

10	Sweep Office Clock		<ul style="list-style-type: none"> - Price range Rs. 425 to 2070 - Standard Size: 610 x 610 mm
11	Office Clock		<ul style="list-style-type: none"> - Price range Rs. 325 to Rs. 1280 - Standard Size: 400 x 400 mm
12	Designer Clocks		<ul style="list-style-type: none"> - Price range Rs. 395 to 810 - Standard Size: 515 x 330 mm
13	Classy Dial Clock		<ul style="list-style-type: none"> - Price range Rs. 205 to 520 - Standard Size: 320 x 320 mm
14	Regular Clock		<ul style="list-style-type: none"> - Price range Rs. 175 to 990 - Standard Size: 355 x 355 mm
15	Diamond Series Clock		<ul style="list-style-type: none"> - Price range Rs. 205 to 315 - Standard Size:- 290 x 290 mm
16	Picture Dial Clock		<ul style="list-style-type: none"> - Price range Rs. 175 to 450 - Standard Size: 320 x 320 mm
17	Economy Clock		<ul style="list-style-type: none"> - Price range Rs. 135 to 195 - Standard Size: 260 x 260 mm

18	Alarm Timepiece		<ul style="list-style-type: none"> - Price range Rs. 135 to 430 - Standard Size: 95 x 127 mm
19	Corporate Clock		<ul style="list-style-type: none"> - Price as per order requirement of Customer. - Standard Size: 413 x 413 mm

FUTURE OUTLOOK:

The company is looking after diversifying its business into manufacturing of different products related to same line in future with providing various different products with different and attractive features, being different in market one should add uniqueness in product to survive in market. This will reduce the dependency on one product and its overseas market. The group will make optimum utilization of its existing infrastructure facilities which are already designed for many prospects.

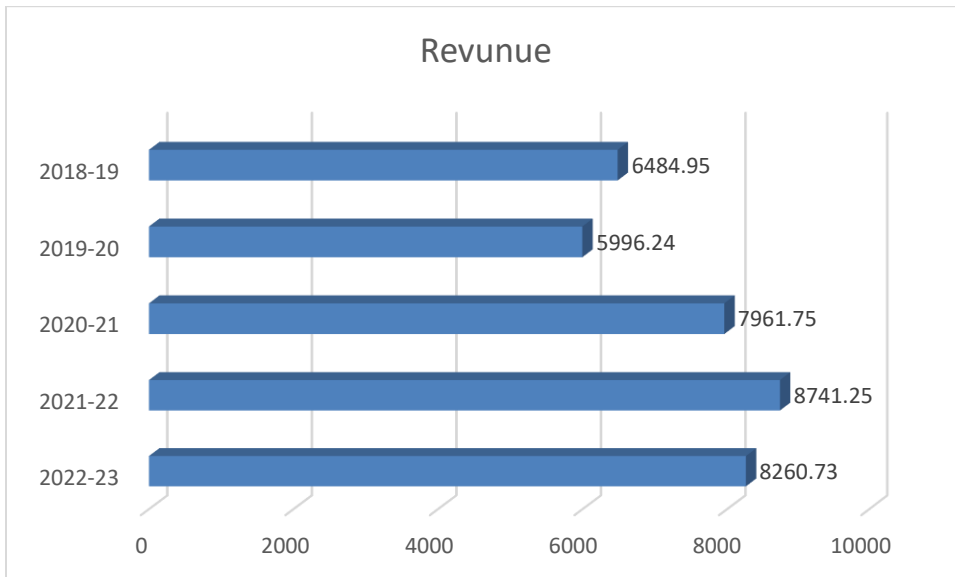
DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

At this point of time, we are pleased to share with you the highlights of the year's performance and Outlook for the next Year as mentioned below:

I would urge all our shareholders to look at your company's performance from a wider perspective of resilience and long term growth.

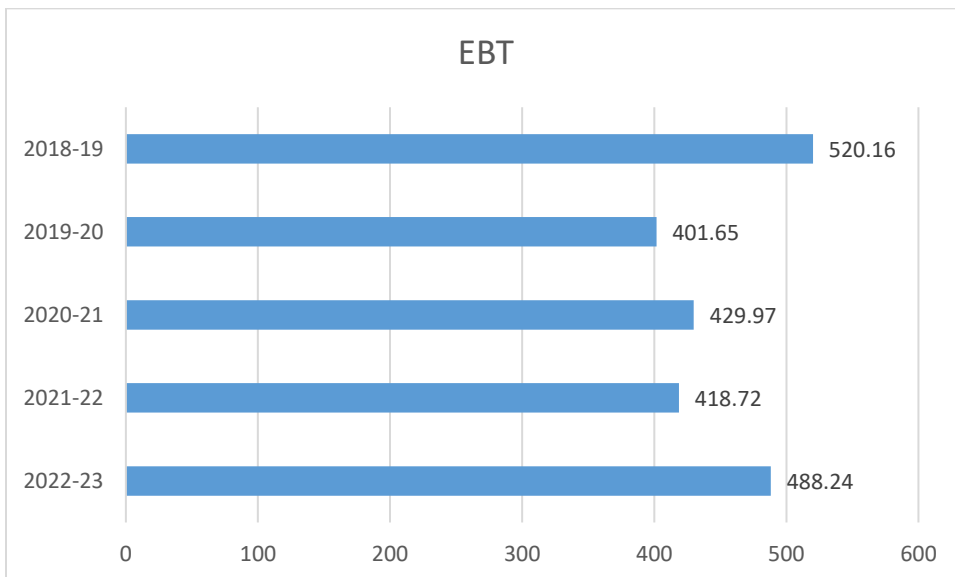
- **REVENUE FROM THE OPERATIONS:**

Revenue of the Company was Rs. 8260.73 Lakhs in Financial Year 2022-23 as compared to Rs. 8741.25 Lakhs in the previous year 2021-22.



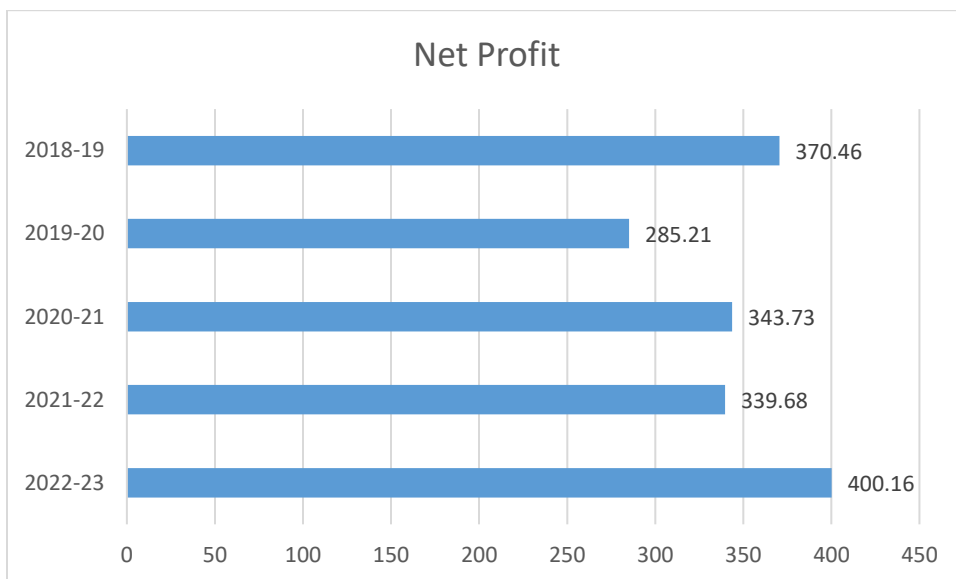
- **EARNING BEFORE TAX :**

Profit before Tax of the Company had reached to Rs. 488.24 Lakhs in Financial Year 2022-23 as compared to Rs. 418.72 Lakhs in the previous year 2021-22.



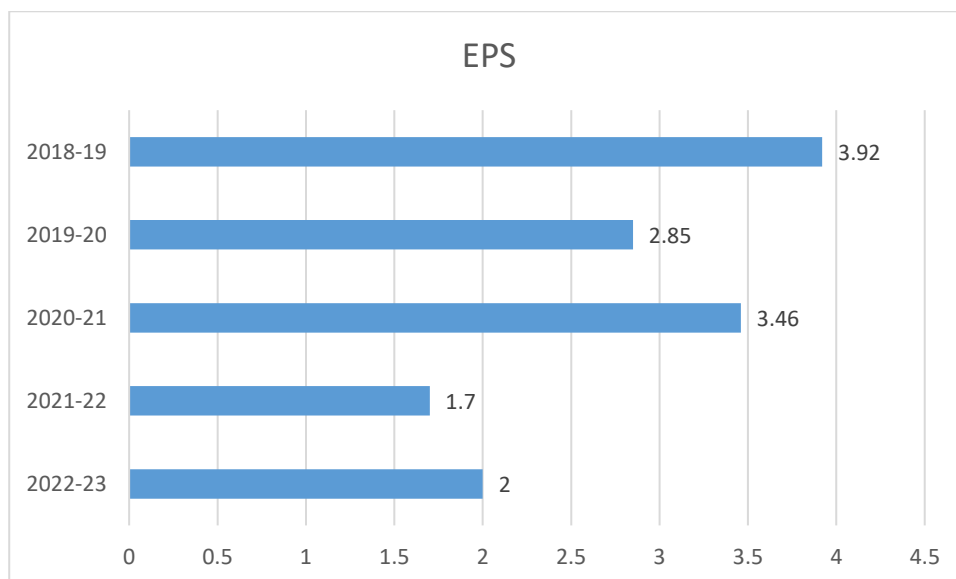
- **NET PROFIT:**

Net Profit of the Company had reached to Rs.400.16 Lakhs in Financial Year 2022-23 as compared to Rs. 339.68 Lakhs in the previous year 2021-22.



- **EARNING PER SHARE:**

EPS for Financial Year 2022-23 has also remarkably up to 2.00 from 1.70 in Financial Year 2021-22



Pursuant to approval being accorded by the Shareholders in 21st AGM held on 06th July, 2022; the Company issued 1,00,08,000 Equity Shares as fully paid-up Bonus Shares in the ratio of 1:1 by capitalization of Surplus in Profit & Loss, with record date being 16th July, 2022 and the allotment done on 18th July, 2022. Accordingly, the Earning Per Share (EPS) has been adjusted for previous periods and presented in accordance with Ind AS 33, Earning Per Share.

SEGMENTWISE OR PRODUCTWISE PERFORMANCE:

The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable. There is no

separate segment or product. The company has its product in business segment as Manufacturing & sale of Horological items, clocks, clock movements and related items.

RISK AND CONCERN:

The Company is exposed to several Internal & External Risks, potential risks like technological changes, political risks, product distribution both from internal and external sources. To ensure our long- term corporate success, it is essential to identify, analyse and mitigate risk by appropriate control measures.

The Company is also exposes to foreign currency risks. The change in the exchange rate between foreign currency and the Indian Rupee may have negative impact on the Company's result and financial condition. The Company is exposed to the risk of price fluctuation on raw materials as well as finished goods. The Company apart from passing the cost to end user also manages these risks in inventory management and storage etc.

Traditionally, there has seen bulk production of emulsion-based wall clock industry, while customized products tend to be in small quantity. Most of the clock manufacturers being small and medium, bulk production of customized metal and wood based products were not viable. However, recent changes in trend in wall clocks has led to some of the players attempt bulk offering of high-valued designer clocks to corporate it will be change from time to time. People prefer to buy designer clocks that look expensive at affordable prices. So we have to design such decorative pieces accordingly. Sales of designer clocks have grown gradually in the last three years but there are Number of manufacturers has decreased even as the business becomes unviable for smaller players and design may become outmoded within small time span.

HUMAN RESOURCES:

Your Company's Industrial relations continued to be harmonious during the year under review. Employees form the greatest source for any company's success and growth. They are evaluated based on their strengths, potential to achieve and determination to grow head. Learning and being innovative is a very important aspect for every employee and the company recommends employees to continue learning from within the company's framework by contributing and constantly exploring new innovative ideas for the upliftment of the organization. Our company has employed more than 100 women in the department working since long time. Company provides various facilities to all the employees of company.

It is the belief of the management that it is very important to motivate the employees and encourage them to take decisions and initiatives towards the betterment of their work. The Company encourages and provides them a safe and motivating work environment. Furthermore, various training and educational seminars and events are organized with proper emphasis given on health and safety issues. The Company has always followed process of appraisal from time to time, to recognize talents and ensure that employees remain devoted to the organization for a long term.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company implemented suitable controls to ensure its operational, compliance and reporting objectives. The Company has adequate policies and procedures in place for its current size as well as the future growing needs. These policies and procedures play a pivotal role in the deployment of the internal controls. They are regularly reviewed to ensure both relevance and comprehensiveness and compliance is ingrained into the management review process.

The Board has adopted policies and procedures for ensuring that all transactions are authorized, recorded and correctly reported, all assets are safeguarded and protected against loss from unauthorized use or disposition, reducing wastage and maintenance of proper accounting records for ensuring accuracy and reliability of its financial information. The Board has constituted an Audit Committee which meets periodically to review the financial performance and the accuracy of financial records and accordingly appropriate actions are taken by the management. The significant findings, along with management response and status of action plans are also periodically shared with and reviewed by the Audit Committee.

Adequacy of controls of the key processes is also being reviewed by the Internal Audit team. Suggestions to further strengthen the process are shared with the process owners and changes are suitably made. Significant findings, along with management response and status of action plans are also periodically shared with and reviewed by the Audit Committee. It ensures adequate internal financial control exist in design and operation.

ANALYTICAL RATIOS:

Particulars	FY 2023	FY 2022	% Variance	Reason for variance (In case of change Exceeding 25%)
Return on Equity (%)	7.96%	7.02%	13.41%	
Net capital turnover ratio (times)	9.70	7.94	22.08%	
Return on capital employed (%)	10.72%	9.40%	14.09%	
Current Ratio(times)	1.37	1.30	5.24%	
Interest service coverage ratio (times)	3.30	3.15	4.87%	
Debt service coverage ratio (times)	1.66	1.19	38.92%	On account of repayment of Loans.
Debt equity ratio (times)	0.20	0.30	-33.64%	On account of repayment of Loans.
Inventory turnover ratio (times)	3.69	4.04	-8.76%	
Trader receivable turnover ratio (times)	12.99	12.30	5.61%	
Trade payable turnover ratio (times)	14.38	15.25	-5.70%	
Net profit ratio (%)	4.84%	3.89%	24.66%	

Return on investment (%)	8.32%	7.58%	9.83%	
operating profit margin (%)	8.91%	7.40%	20.41%	

DISCLOSURE OF ACCOUNTING TREATMENT:

The Company adopted Indian accounting standard ("Ind As") prescribed under section 133 of the companies act, 2013 read with relevant rules issued there under and in terms of Regulation 33 of the SEBI (LODR) Regulations, 2015 and the Companies (Indian accounting Standards) (Amendment) Rules, 2016.

CAUTIONARY STATEMENT:

Certain statements in the reports of the Board of Directors and Management's Discussions and Analysis may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results may vary from those expressed or implied depending upon economic conditions, Government policies and other incidental factors. Taxation laws, economic development, cost of raw materials, interest and power cost are the few extraneous variables that influence the Company's operations.

Registered Office:
Survey No. 337/p, Morbi
Rajkot Highway, Lajai,
Tal. Tankara, Dist. Morbi-
363641

For and on behalf of the Board,
SONAM CLOCK LIMITED

Date: 24.08.2023
Place: Lajai, Morbi

Sd/-
Jayesh C. Shah
Chairman &
Managing Director
DIN: 00500814

Sd/-
Deepa J. Shah
Whole-Time Director
DIN: 01981533

ANNEXURE-V
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

All contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis: All the transactions were entered by the Company in ordinary course of business and were in arm's length basis:

Name of Related Party	Nature of relationship	Nature of Contract / agreement / transactions	Duration of contracts / agreements / transactions	Salient terms of contracts or agreements, or transactions including the value, if any	Date(s) of approval by the Audit committee, if any:	Amount paid as advances , if any:
Sonam Tradelink LLP	Entities Significantly influenced by relative of Director	Purchase of goods	-----	-----	18.04.2022	-----
Sonam Tradelink LLP	Entities Significantly influenced by Director	Sales of goods	-----	-----	18.04.2022	-----
Sonam Tradelink LLP	Entities Significantly influenced by relative of Director	Annual Discount on sale	-----	-----	18.04.2022	-----

(1) The Company has entered into contracts or arrangements with related parties as referred to in Section 188(1) of the Companies Act, 2013. However, all such transactions are entered into in the ordinary course of business and in the option of the Board all such transaction are at arm's length. Accordingly, by virtue of third proviso to Section 188(1) of the Act, no approval of the Board or General Meeting as referred to in Section 188(1) and its first proviso is required for such transactions. However, as part of good corporate governance, all related party transactions covered under section 188 of the Act are approved by the Audit committee.

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363641

For and on behalf of the Board,
SONAM CLOCK LIMITED

Date: 24.08.2023
Place: Lajai, Morbi

Sd/-
Jayesh C. Shah
Chairman & Managing
Director
DIN: 00500814

Sd/-
Deepa J. Shah
Whole-Time Director
DIN: 01981533

ANNEXURE-VI

DISCLOSURE UNDER SECTION 197(12), READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014].

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2022-23.

A. Remuneration of Whole-Time Directors & Managing Director:

Sr. No.	Name of Director	Designation	Remuneration (Rs. In Lakhs)	Ratio of remuneration to Median Remuneration of the employees	% increase in Remuneration in year ended 31 st March 2023
1	Jayesh Chhabildas Shah	Chairman & Managing Director	75.60	42:1	--
2	Deepa Jayeshbhai Shah	Whole-Time Director	75.60	42:1	--

B. Remuneration of Non-Executive Directors:

Sr. No.	Name of Director	Designation	Remuneration (Rs. In Lakhs)	Ratio of remuneration to Median Remuneration of the employees	% increase in Remuneration in year ended 31 st March 2023
3	Mr. Harshil Jayeshbhai Shah	Non-executive director	21.6	12:1	--
4	Mr. Shreyansh Vijaybhai Vora	Independent Director	--	--	--
5	Mr. Jigar Dipakbhai Mehta	Independent Director	--	--	--
6	Mr. Suresh Somnath Dave	Independent Director	--	--	--

Note: The remuneration of Independent comprises of only sitting fees paid to them for attending the meetings of the Board and other committee meetings. Hence, the percentage increase of their remuneration has not been considered for the above purpose.

C. Remuneration to Key Managerial Personnel:

Sr. No.	Name of Key Managerial Personnel	Designation	Remuneration (Rs. In Lakhs)	% increase in Remuneration in year ended 31 March 2023
7	Amitbhai Jamnadas Vaghajiyani	CFO	6.00	--
8	Milankumar Sureshbhai Ganatra	Company Secretary & Compliance Officer	3.60	--

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year is as mentioned above.

3. The percentage increase in the median remuneration of employees in the financial year 2022-23- --

4. The number of permanent employees on the rolls of Company in the financial year 2022-23: 106 employees (including 2 Executive directors and 1 Non-executive director)

5. There was no increase in employees salary during the year. The increase in remuneration is line with market trends in respective countries. In order to ensure that remuneration reflects the Company's performance. The performance pay is also linked to organization performance and individual utilization in addition to individual performance.

6. Affirmation that the remuneration is as per the remuneration policy of the Company

-We affirm that the remuneration paid is as per the remuneration policy of the Company.

Registered Office:

Survey No. 337/p, Morbi
Rajkot Highway, Lajai,
Tal. Tankara, Dist. Morbi-
363641

For and on behalf of the Board,
SONAM CLOCK LIMITED

Date: 24.08.2023

Place: Lajai, Morbi

Sd/-
Jayesh C. Shah
Chairman & Managing
Director
DIN: 00500814

Sd/-
Deepa J. Shah
Whole-Time Director
DIN: 01981533

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF 'SONAM CLOCK LIMITED'

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **SONAM CLOCK LIMITED** (**'the Company'**), which comprises the Balance Sheet as at 31st March, 2023; the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, to the extent applicable; of the state of affairs of the Company as at 31st March, 2023; its Profit including Other Comprehensive Income, its Cash Flows and the Statement Changes in Equity for the year ended on that date

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, are of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon.

Based on our audit of Financial Statements of the Company for the period under review, we did not come across any material Key Audit Matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to

going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, including other comprehensive income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant 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, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigations which would impact the financial position of the Company, except for litigation as referred to **Note 28(12) (ii)** to the financial statements.
 - ii. The Company has made all material provisions, except as mentioned in the notes to accounts, if any, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.
 - v. Since the Company has not declared or paid any dividend during the year, the requirement of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 is not applicable.
 - vi. As Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of

Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For, SVK & Associates

Chartered Accountants

FRN: 118564W

Sd/-

Shilpang V. Karia

Partner

M. No. 102114

UDIN: 23102114BGUFGF7113

Date: 19th May, 2023

Place: Ahmedabad

SONAM CLOCK LIMITED

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

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

Report on the Internal Financial Controls Over Financial Reporting 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 **SONAM CLOCK LIMITED** (“the Company”) as of March 31, 2023 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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.

SONAM CLOCK LIMITED

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 internal financial controls system over financial reporting of the Company.

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.

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.

SONAM CLOCK LIMITED

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, SVK & Associates

Chartered Accountants

FRN: 118564W

Sd/-

Shilpang V. Karia

Partner

M. No. 102114

UDIN: 23102114BGUFGF7113

Date: 19th May, 2023

Place: Ahmedabad

SONAM CLOCK LIMITED

ANNEXURE – “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our Report to the Members of **SONAM CLOCK LIMITED** of even date)

i. **FIXED ASSETS:**

- a. (A) In our opinion, the company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
(B) Since the company does not have any intangible assets during or as at end of the year, the provisions of this sub-clause are not applicable to the company.
- b. As explained to us, the Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As further explained to us, pursuant to the said program, certain fixed assets were physically verified by the management during the year. According to the said information and explanations given to us, no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- d. According to the information and explanations given to us, the Company has not revalued any of its Property, Plant & Equipment and Intangible during the year.
- e. According to the information and explanations given to us by the management of the company, any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause (i)(e) of the Order is not applicable.

ii. **INVENTORIES:**

- a. According to the information and explanation given to us, the inventories have been physically verified during the year by the management at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management is appropriate. Further, according to the information and explanation given to us as explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.

SONAM CLOCK LIMITED

- b. The Company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, from banks on the basis of security of current assets; according to the information and explanations given to us and on the basis of records examined by us, the quarterly returns and statements comprising stock and creditors statements, book debt statements and other stipulated financial information filed by the Company with such bank are not having material difference with the unaudited books of account of the Company, of the respective quarters and those differences are of explainable in nature on account of valuation, provisions, foreign exchange gain loss, etc. Further, on account of above, the drawing power of the company as at respective quarters is not being materially affected.

iii. **INVESTMENTS, LOANS, ADVANCES IN THE NATURE OF LOAN, GUARANTEE OR SECURITY:**

According to the information and explanations given to us and on the basis of our examination of the books of account, the company has not made any investments in or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, LLPs, or any other parties, during the year under review. Consequently, the provisions of clause (iii) of the order are not applicable to the company.

iv. **LOANS, INVESTMENTS & GUARANTEES:**

According to the information and explanations given to us and on the basis of our examination of the books of account, the company has not granted any loans directly or indirectly to any directors or person or entities in which directors are interested; has not made any investments or has not given any guarantee for loans taken by others from any bank or financial institutions. Consequently, the provisions of clause (iv) of the order are not applicable to the company.

v. **DEPOSITS:**

In our opinion and according to the information and explanations given to us, the Company has complied with directives issued by Reserve Bank of India and the provision of Sections 73 to 76, or any other relevant provisions of the Act and the Companies (Acceptance and Deposits) Rules, 2014, as amended, with regard to deposit accepted by the Company from the public or amounts which are deemed to be deposits. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

SONAM CLOCK LIMITED

vi. **COST RECORDS:**

According to the information and explanations provided by the management to us and to the best of our knowledge, the Company is not engaged in production of any such goods or production of any such services for which the Central Government has prescribed particulars relating to utilization of material or labour or other items of cost. Hence the provisions of section 148(1) of the Act do not apply to the Company.

vii. **STATUTORY DUES:**

- a. As per information and explanation available to us, undisputed statutory dues including provident fund, income-tax, goods and service tax, custom duty, cess and other material statutory dues have been generally regularly deposited with the appropriate authorities, applicable to it, though there had been some delays in certain cases. Further according to information explanation given to us, No undisputed statutory dues applicable to the company were outstanding as at 31st March, 2023 for a period of more than 6 months from the date they become payable.
- b. According to the information and explanation available to us, there are no dues outstanding on account provident fund, income-tax, goods and service tax, custom duty, cess and other material statutory dues on account of dispute except as mentioned below:

Sr. No.	Name of the statue	Nature of dues	Amount under dispute (Rs. In lacs)	Period to which amount relates	Forum where dispute is pending	Amount Paid under Protest (Rs. In Lacs)
1	Gujarat Value Added Tax Act, 2003	Tax + applicable interest and penalty	3.94	FY 10-11 & FY 2012-13	Commissioner Appeals, Commercial Tax Department	2.00
2	Gujarat Value Added Tax Act, 2003	Tax + applicable interest and penalty	3.73	FY 16-17	Commissioner Appeals, Commercial Tax Department	3.73
3	Gujarat Value Added Tax Act, 2003	Tax + applicable interest and penalty	6.18	FY 17-18	Commissioner Appeals, Commercial Tax Department	2.56

viii. **UNRECORDED INCOME:**

According to the information and explanations given to us, the Company did not have any transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

SONAM CLOCK LIMITED

ix. DUES TO LENDER OF FINANCE:

- a. Based on our audit procedures and as per information and explanation given to us by the management of the company, we are of the opinion that company has not defaulted in repayment of dues to financial institutions or banks or any other lenders during the year under review. The Company has not taken any loan or borrowing from Government and has not issued any debenture during the year.
- b. According to the information and explanations given to us and on the basis of our audit procedures, the Company is not declared willful defaulter by any bank or financial institution or other lender.
- c. According to the information and explanations given to us and on the basis of the books and records examined by us, the term loans taken during the year have been applied for the purposes for which those were obtained.
- d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short-term basis have not been utilised for long-term purposes
- e. Since the company does not have any subsidiary or associate company, reporting requirements related to funds borrowed from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, as per sub-clause (e) are not applicable.
- f. Since the company does not have any subsidiary or associate company, reporting requirements related to loans raised during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, as per sub-clause (f) are not applicable.

x. PUBLIC ISSUE, PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT

- a. In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer during the year. Consequently, the provisions of sub-clause (a) of clause (x) of the order are not applicable to the company
- b. Based on the audit procedures performed and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year under review. Consequently, the provisions of sub-clause (b) of clause (x) of the order are not applicable to the company.

xi. FRAUD:

- a. Based upon the audit procedures performed and as per the information and explanation given by the management, we report that no fraud by the company or any fraud on the company by its officers / employees has been noticed or reported during the course of our audit.

SONAM CLOCK LIMITED

- b. According to the information and explanations given to us, no report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the management, the Company has not received any whistle-blower complaint during the year and upto the date of this report.

xii. NIDHI COMPANY:

In our opinion, the company is not a Nidhi Company. Consequently, the provisions of clause (xii) of the order are not applicable to the company.

xiii. RELATED PARTY TRANSACTIONS:

Based upon the audit procedures performed and as per the information and explanation given by the management, all the transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and have been duly disclosed in the financial statements, as required by the applicable accounting standards.

xiv. INTERNAL AUDIT

- a. According to the information and explanations given to us, in our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
- b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. NON-CASH TRANSACTIONS:

Based on the audit procedures performed and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected to its directors. Consequently, the provisions of clause (xv) of the order are not applicable to the company.

xvi. REGISTRATION UNDER SECTION 45-IA OF RBI ACT, 1934:

- a. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- b. According to the information and explanations given to us and based on our examination of the records of the company, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c. According to the information and explanations given to us and based on our examination of the records of the company, the company is

SONAM CLOCK LIMITED

not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

- d. According to the information and explanations given to us, the company does not have any Core Investment Company (CIC). Consequently, the provisions of sub-clause (d) of clause (xvi) of the order are not applicable to the company.

xvii. **CASH LOSSES:**

Based on the audit procedures performed, we report that the company has not incurred any cash losses during the financial year under review and also in the immediately preceding financial year.

xviii. **RESIGNATION BY STATUTORY AUDITORS:**

There has been no resignation by the statutory auditors of the Company during the year. Consequently, the provisions of clause (xviii) of the order are not applicable to the company.

xix. **MATERIAL UNCERTAINTY OF MEETING LIABILITIES FALLING DUE IN ONE YEAR:**

On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. **TRANSFER OF UNSPENT AMOUNT TO SPECIFIED FUND:**

According to the information and explanations given to us and based on the audit procedures performed, the company is not required to transfer any unspent amount with regards to on-going projects to a Fund specified Schedule VII of the companies act, 2013.

SONAM CLOCK LIMITED

xxi. QUALIFICATIONS OR ADVERSE REMARKS IN AUDIT REPORTS OF COMPANIES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS:

Since the consolidated financial statements are not applicable to the company, reporting requirements clause (xxi) are not applicable

For, SVK & Associates

Chartered Accountants

FRN: 118564W

Sd/-

Shilpang V. Karia

Partner

M. No. 102114

UDIN: 23102114BGUFGF7113

Place: Morbi

Date: 19th May, 2023

SONAM CLOCK LIMITED

BALANCE SHEET AS AT 31st March, 2023			
		Amt. (Rs. In Lacs)	
PARTICULARS	Note No.	As At 31st March 2023 Rupees	As At 31st March 2022 Rupees
I. ASSETS :			
1. NON-CURRENT ASSETS :			
(a) Property, Plant & Equipment	3	5,368.70	5,246.06
(b) Capital Work In Progress		-	165.56
Sub Total		5,368.70	5,411.62
Other Non Current Assets			
(b) Other Non Current Assets	4	47.99	12.07
Sub Total		47.99	12.07
TOTAL NON-CURRENT ASSETS		5,416.69	5,423.69
2. CURRENT ASSETS :			
Inventories	5	1,974.16	2,481.89
Sub Total		1,974.16	2,481.89
Financial Assets			
(a) Trade Receivables	6	728.06	543.63
(b) Cash and Cash Equivalents	7	5.22	20.00
Sub Total		733.28	563.63
Other Current Assets			
(a) Short-term Loans and Advances	8	415.17	602.48
(b) Other Current Assets	9	37.12	39.91
Sub Total		452.30	642.39
TOTAL CURRENT ASSETS		3,159.73	3,687.91
TOTAL ASSETS		8,576.42	9,111.60
II. EQUITY AND LIABILITIES :			
EQUITY			
Equity Share Capital	10	2,001.60	1,000.80
Other Equity	11	3,223.43	3,824.07
Equity attributable to Owners		5,225.03	4,824.87
TOTAL EQUITY		5,225.03	4,824.87
LIABILITIES			
NON-CURRENT LIABILITIES :			
Financial Liabilities			
- Borrowings	12	609.70	984.82
Sub Total		609.70	984.82
Deferred tax liabilities (Net)	13	421.42	435.14
Other Non Current Liabilities	14	11.79	31.27
Sub Total		433.21	466.41
TOTAL NON-CURRENT LIABILITIES		1,042.91	1,451.23
CURRENT LIABILITIES :			
Financial Liabilities			
(a) Short-Term Borrowings	15	1,966.99	1,999.00
(b) Trade Payables	16	169.38	621.56
Sub Total		2,136.37	2,620.57
Provisions	17	3.00	1.50
Employee Benefit Obligations	18	31.51	50.30
Current Tax Liabilities	19	102.11	91.27
Other Current Liabilities	20	35.49	71.87
Sub Total		172.11	214.94
TOTAL CURRENT LIABILITIES		2,308.48	2,835.51
TOTAL LIABILITIES		3,351.39	4,286.73
TOTAL EQUITY AND LIABILITIES		8,576.42	9,111.60
Accompanying Notes forming part of the Financial Statements	1 to 28		
As per our report of even date attached FOR, SVK & ASSOCIATES Chartered Accountants Firm Reg. No. 118564W		On behalf of the Board of Directors For SONAM CLOCK LIMITED	
Sd/- Shilpang V. Karia Partner M. No. 102114 UDIN: 23102114BGUFGF7113	Sd/- Jayeshbhai C. Shah Chairman & MD DIN : 00500814	Sd/- Deepaben J. Shah Whole Time Director DIN : 01981533	
Place : Morbi Date : 19th May, 2023	Sd/- Amitbhai J. Vaghjiyani Chief Financial Officer	Sd/- Milankumar Ganatra Company Secretary	

SONAM CLOCK LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH,2023.			
Amt. (Rs. In Lacs)			
PARTICULARS	Note No.	For the Year 31st March 2023 Rupees	For the Year 31st March 2022 Rupees
I. Revenue from Operation	21	8,260.73	8,741.25
II. Other Income	22	64.22	52.00
III. Total Revenue (I + II)		8,324.95	8,793.25
IV. Expenses:			
1. Cost of Materials and Stores Consumed	23	3,433.75	3,753.25
2. Purchases of Stock-in-Trade	-	2,644.45	3,443.04
3. Changes in Inventories of Finished Goods, Work-inprocess and Stock-in-trade	24	115.63	(659.86)
4. Employee Benefits Expenses	25	523.88	608.20
5. Financial Costs	26	247.86	228.44
6. Depreciation and Amortization Expenses	3	214.13	228.20
7. Other Expenses	27	657.00	773.27
Total Expenses		7,836.71	8,374.53
V. Profit Before Exceptional and Extraordinary Items and Tax (III - IV)		488.24	418.72
VI. Exceptional Items		-	-
VII. Profit Before Extraordinary Items and Tax (V - VI)		488.24	418.72
VIII. Extraordinary Items		-	-
IX. Profit Before Tax (VII - VIII)		488.24	418.72
X. Tax Expenses:			
(1) Current tax - Pertaining to Current Year		102.11	91.27
(2) Current tax - Pertaining to Prior Year		(0.31)	(0.74)
(3) Deferred Tax		(13.72)	(11.49)
		88.08	79.03
XI. Profit(Loss) for the period (IX - X)		400.16	339.68
Other Comprehensive Income, net of income tax			
a) i) items that will not be reclassified to profit and loss		-	-
ii) income tax relating to items that will not be reclassified to profit and loss		-	-
b) i) items that will be reclassified to profit and loss		-	-
ii) income tax relating to items that will be reclassified to profit and loss		-	-
XII. Total Other Comprehensive Income, net of income tax		-	-
XV. Total Comprehensive Income, net of income tax		400.16	339.68
XVI. Earning per equity share:(Basic & Diluted) [Refer Note 28(7)]			
Earning Per Share Before Exceptional & Extra-Ordinary Items (Basic & Dilluted)		2.00	1.70
Earning Per Share After Exceptional & Extra-Ordinary Items (Basic & Dilluted)		2.00	1.70
Basic & Diluted			
Accompanying Notes forming part of the Financial Statements	28		
As per our report of even date attached FOR SVK & ASSOCIATES Chartered Accountants Firm Reg. No. 118564W Sd/- Shilpang V. Karia Partner M. No. 102114 UDIN: 23102114BGUFGF7113 Place : Morbi Date : 19th May, 2023		On behalf of the Board of Directors For SONAM CLOCK LIMITED Sd/- Jayeshbhai C. Shah Chairman & MD DIN : 00500814 Sd/- Amitbhai J. Vaghjiyani Chief Financial Officer Sd/- Deepaben J. Shah Whole Time Director DIN : 01981533 Sd/- Milankumar Ganatra Company Secretary	

SONAM CLOCK LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

Amt. (Rs. In Lacs)

	PARTICULARS	For the Year 31st March 2023 Rs.	For the Year 31st March 2022 Rs.
A	Cash Flow from Operating Activity		
	Profit before Tax	488.24	418.72
	Add / (Less): Non Cash and Operating Expenses		
	Depreciation & Amortization Expenses (Net)	214.13	228.20
	Interest Received / Other Non-Operative Receipts	(0.36)	(0.75)
	Finance Cost	247.86	228.44
	Operating profit before working capital changes	949.88	874.60
	Adjustment for:		
	(Increase) / Decrease in Inventory	507.73	(657.37)
	(Increase) / Decrease in Trade Receivables	(184.42)	333.91
	(Increase) / Decrease in Loans and Advances	201.63	378.04
	Increase / (Decrease) in Current Liabilities and Provisions	(525.34)	236.04
	(Increase) / Decrease in Other Current and Non Current Assets	(41.78)	0.54
	Cash Generated from Operation	907.69	1,165.76
	Taxes Paid	(96.63)	(115.84)
	Net Cash Flow from Operating Activity before Extra-Ordinary Items	811.06	1,049.93
B	Cash Flow from Investing Activity		
	(Increase) / Decrease in Fixed Assets (net)	(171.21)	(892.78)
	Interest Received / Other Non-Operative Receipts	0.36	0.75
	Net Cash Flow from Investing Activities	(170.85)	(892.03)
C	Cash Flow from Financing Activity		
	Increase / (Decrease) in Long Term & Short Term Borrowings	(407.13)	58.93
	Finance Cost	(247.86)	(228.44)
	Payment of Principal Portion of Lease Liability	-	(0.01)
	Net Cash Flow from Financing Activities	(654.99)	(169.51)
	Net Increase / (Decrease) in Cash and Cash Equivalents	(14.78)	(11.62)
	Opening Balance of Cash and Cash Equivalents	20.00	31.61
	Closing Balance of Cash and Cash Equivalents	5.22	20.00
	Components of Cash and Cash Equivalents	Year Ended 31st March 2023 Rs.	Year Ended 31st March 2022 Rs.
	Cash on hand & Equivalents		
	- Cash on hand	4.97	19.72
	Balances with Scheduled Banks		
	- In Current Accounts	0.24	0.28
		5.22	20.00

Notes :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows".
- Figures of Cash & Cash Equivalents have been taken from Note 7

As per our attached report of even date

For, SVK & Associates

Chartered Accountants

Firm No. - 118564W

Sd/-

Shilpang V. Karia

Partner

M. No. 102114

UDIN: 23102114BGUFGF7113

For and on behalf of the Board

For SONAM CLOCK LTD.

Sd/-

Jayeshbhai C. Shah

Chairman & MD

DIN : 00500814

Sd/-

Deepaben J. Shah

Whole Time Director

DIN : 01981533

Sd/-

Amitbhai J. Vaghjiyani

Chief Financial Officer

Sd/-

Milankumar Ganatra

Company Secretary

Place: Morbi

Date : 19th May, 2023

Place: Morbi

Date : 19th May, 2023

SONAM CLOCK LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH,2023

PARTICULARS	Number Of Shares	Amount (Rs. In Lacs)
-------------	------------------------	-------------------------

(A) EQUITY SHARE CAPITAL :

ISSUED, SUBSCRIBED AND PAID UP CAPITAL EQUITY SHARES OF RS. 10/- EACH		
As At 1st April, 2021	1,00,08,000	1,000.80
Add : New Shares Alloted during the year 21-22	-	-
As At 31st March, 2022	1,00,08,000	1,000.80
Add : Bonus Shares Alloted during the year 22-23	1,00,08,000	1,000.80
As At 31st March, 2023	2,00,16,000	2,001.60

(B) OTHER EQUITY :

Particulars	Reserves & Surplus			Retained Earnings	Revaluation Reserve	Other Comprehensive Income	Total
	Securities Premium	General Reserve	Balance in Statement of P&L				
Balance as on 01.04.21	730.08	-	1,395.07	2.31	1,291.95	-	3,419.41
Profit for the year	-	-	339.68	-	-	-	339.68
Revaluation 21-22	-	-	-	-	96.89	-	96.89
Deferred Tax on Revaluation	-	-	-	-	(31.92)	-	(31.92)
Balance as on 31.03.22	730.08	-	1,734.75	2.31	1,356.92	-	3,824.07

Particulars	Reserves & Surplus			Retained Earnings	Revaluation Reserve	Other Comprehensive Income	Total
	Securities Premium	General Reserve	Balance in Statement of P&L				
Balance as on 01.04.22	730.08	-	1,734.75	2.31	1,356.92	-	3,824.07
Profit for the year	-	-	400.16	-	-	-	400.16
Bonus Shares Issued	-	-	(1,000.80)	-	-	-	(1,000.80)
Balance as on 31.03.2023	730.08	-	1,134.11	2.31	1,356.92	-	3,223.43

As per our report of even date attached
FOR SVK & ASSOCIATES
Chartered Accountants
Firm Reg. No. 118564W

On behalf of the Board of Directors
For SONAM CLOCK LIMITED

Shilpang V. Karia
Partner
M. No. 102114
UDIN: 23102114BGUFGF7113

Jayeshbhai C. Shah
Chairman & MD
DIN : 00500814

Deepaben J. Shah
Whole Time Director
DIN : 01981533

Place : Rajkot
Date : 19th May, 2023

Amitbhai J. Vaghjiyani
Chief Financial Officer

Milankumar Ganatra
Company Secretary

**NOTES FORMING PART OF FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR 2022-23**

1. Corporate Information:

"SONAM CLOCK LIMITED" (CIN U33302GJ2001PLC039689) having its manufacturing facilities at Morbi, Gujarat, is presently engaged in Manufacturing & trading of Horological items, Clocks, Clock Movements and related items. The company has been migrated from Emerge Platform of National Stock Exchange of India Ltd. (NSE) to Main Board of National Stock Exchange w.e.f. 7th April, 2022.

2. Significant accounting policies:

(i) Basis of preparation:

These financial statements are prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015; and other relevant provisions of Companies Act, 2013 and the rules made thereunder.

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified thereunder, except for certain financial assets liabilities measured at fair value.

(ii) Use of Estimates:

The preparation and presentation of financial statements requires the management to make estimates, judgements and assumptions that affect the amounts of assets and liabilities reported as on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the financial statements.

Information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that may have significant impact on the amounts recognized in the financial statements are as below:

* Useful lives of property, plant & equipment

SONAM CLOCK LIMITED

* Measurement of defined benefit obligations

* Provisions & contingencies.

(iii) Property, Plant & Equipment:

On transition to Ind AS, the Company has elected to continue with the carrying value (i.e. historical cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any) of all of its property, plant & equipment recognized as at 1st April, 2020 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant & equipment, except for Land & Buildings. Land & Buildings are recognized at fair value based on periodic valuations by external independent valuer, less subsequent depreciation for buildings.

Increase in the carrying amounts arising on revaluation of land and buildings are recognised, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity, to the extent that the increase reverses a decrease on account of revaluation previously recognised in profit or loss.

The cost of an Property, Plant & Equipment comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into its present location and the condition necessary for it to be capable of operating in the manner intended by the management, and also taking into account the initial estimate of any decommissioning obligation, if any, and Borrowing Costs for the assets that necessarily take a substantial period of time to get ready for their intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The estimated useful lives of assets are in accordance with the Schedule II of the Companies Act, 2013.

Gains or losses arising from de-recognition / disposal of a Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised / disposed off.

SONAM CLOCK LIMITED

(iv) Depreciation / Amortization on tangible assets:

Depreciation on tangible assets is provided on Straight Line Method (SLM) at the rates arrived on the basis of useful life / remaining useful life and in the manner as prescribed in, Part C, Schedule II of the Companies Act, 2013.

Details of useful life of an asset and its residual value estimated by the management:-

Type of Asset	Useful Life as per management's estimate from April 1, 2014
Factory Building	30 Years
Plant & Machinery	15 Years
Electric Fittings	10 Years
Vehicles (Scooters & Mopeds)	10 Years
Vehicles (Motor Cars & Motor Buses)	8 Years
Office Equipments	5 Years
Furniture & Fixtures	10 Years
Computers	3 Years

In none of the case, residual value of an asset is more than five per cent of original cost of the asset.

(v) Impairment of Assets

At each balance sheet date, the company reviews the carrying amounts of its assets to determine whether there is any indication that those assets suffered any impairment loss. If any such indication exists or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. An impairment loss, if any, is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use.

SONAM CLOCK LIMITED

(vi) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial Recognition and Measurement

A financial asset is recognized in the balance sheet when the Company becomes party to the contractual provisions of the instrument. At initial recognition, the company measures a financial asset taking into account transactions cost that are directly attributable to the acquisition or issue of the financial asset.

Subsequent Measurement

a. Financial Assets measured at Amortised Cost (AC)

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

b. Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)

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

c. Financial Assets measured at Fair Value Through Profit or Loss (FVTPL)

Financial Assets which is not classified in any of the above categories are measured at FVTPL.

There are no any financial assets measured at fair value through other comprehensive income.

SONAM CLOCK LIMITED

Inventories

Inventories of Raw Materials, Semi-Finished Goods, Finished Goods and Waste & Scrap are stated at cost or net realizable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs which are being incurred in bringing the inventories to their present location and condition. Method used is FIFO. Cost formula used is 'Average cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company

Trade Receivables

Trade receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade receivables are initially recognized at its transaction amount which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

Cash and Cash Equivalents

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, and fixed deposits, that are readily convertible to know amounts of cash and which are subject to an insignificant risk of change in value.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

Financial Liabilities

Borrowings

Borrowings are initially recorded at fair value and subsequently measured at amortized costs using effective interest method. Transaction costs are charged to statement of profit and loss as financial expenses over the term of borrowing.

Trade Payables

Trade payables are amounts due to vendors for purchase of goods or services acquired in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

SONAM CLOCK LIMITED

(vii) Provisions, contingent liabilities and contingent assets :

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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.

Contingent liabilities are disclosed by way of notes to the accounts.

Contingent assets are not recognized.

(viii) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sales of Goods:

Sales are recognized when significant risks and rewards of ownership of goods have been passed to the buyer. Sales are being accounted for net of duties and taxes.

Interest:

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Other Operating Revenue / Other Income:

Other Income being, DEPB licence income, discount and rate difference income, insurance claim income, etc. are being recognized on accrual basis in the year in which right to receive the same is established

SONAM CLOCK LIMITED

(ix) Retirement Benefits and other employee benefits:

Defined Contribution Plans:

Defined contribution to provident fund is charged to the profit and loss account on accrual basis.

Defined Benefit Plans:

Provision for gratuity liability is provided based on actuarial valuation made at the end of the financial year.

Leave encashment expenditure is charged to profit and loss account at the time of leave encashed and paid, if any. Bonus expenditure is charged to profit and loss account on accrual basis.

(x) Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

Foreign currency current assets and current liabilities outstanding at the balance sheet date are translated at the exchange rate prevailing on that date and the net gain or loss is recognized in the profit and loss account.

Foreign currency translation differences relating to liabilities incurred for purchasing of tangible assets from foreign countries are recognized in the profit and loss account. All other foreign currency gain or losses are recognized in the profit and loss account.

(xi) Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Costs incurred in raising funds are amortised equally over the period for which the funds are acquired. All other borrowing costs are charged to statement of profit and loss.

SONAM CLOCK LIMITED

(xii) Taxes on Income

Tax expenses comprise Current Tax and deferred tax charge or credit.

Current Tax: Provision for current tax is made based on tax liability computed after considering tax allowances and exemptions, in accordance with the provisions of The Income Tax Act, 1961.

Deferred Tax: Deferred tax assets and liability is recognized, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising mainly on account of brought forward losses, unabsorbed depreciation and minimum alternate tax under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. At each Balance Sheet date, the carrying amounts of deferred tax assets are reviewed to reassure realisation. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

(xiii) Earnings per share:

Basic earnings per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year, if any, and also after the balance sheet date but before the date the financial statements are approved by the board of directors.

(xiv) Segment Reporting:

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on the profit or loss and is measure consistently with the profit or loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting provided to CODM.

In accordance with Ind AS 108– “Operating Segments”, the Company has identified its business segment as "Manufacturing & Trading of Horological items, Clocks, Clock

SONAM CLOCK LIMITED

Movements and related items". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

(xv) De-recognition:

The Company derecognizes a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for de-recognition under Ind AS 109. A Financial liability (or a part of a Financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(xvi) Offsetting:

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

As per our attached Report of even date

For, and on behalf of Board

For, SVK & ASSOCIATES

Chartered Accountants
FRN: 118564W

Sd/-

Shilpang V. Karia

Partner

M. No. 102114

UDIN: 23102114BGUFGF7113

Date: 19th May, 2023

Place: Ahmedabad

For, SONAM CLOCK LTD.

Sd/-

Jayeshbhai C. Shah

Chairman & MD

DIN: 00500814

Sd/-

Amitbhai J. Vaghjiyani

Chief Financial Officer

Date: 19th May, 2023

Place: Morbi

Sd/-

Deepaben J. Shah

Whole Time Director

DIN: 01981533

Sd/-

Milankumar Ganatra

Company Secretary

SONAM CLOCK LIMITED

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH,2023

NOTE - 3 : PROPERTY, PLANT & EQUIPMENT

Particulars	GROSS BLOCK					DEPRECIATION / AMORTIZATION BLOCK				NET BLOCK	
	As on 01/04/2022	Additions during the year	Revaluation Surplus	Deductions during the year	As on 31/03/2023	As on 01/04/2022	Depreciation for the year	Deductions	As on 31/03/2023	As on 31/03/2023	As on 31/03/2022
a. Tangible Assets											
Factory Land	1,362.86	-	-	-	1,362.86	-	-	-	-	1,362.86	1,362.86
Factory Buildings & Rajkot Office Plant & Machinery	3,229.44	-	-	-	3,229.44	186.04	101.73	-	287.77	2,941.67	3,043.40
Machinery	794.34	147.39	-	-	941.72	361.59	54.72	-	416.31	525.42	432.75
Handling Equipments	30.47	0.80	-	-	31.26	8.66	1.93	-	10.59	20.67	21.80
DG Set	14.11	-	-	-	14.11	10.85	1.02	-	11.87	2.23	3.26
Dies & Moulds	301.25	15.39	-	-	316.64	110.82	19.07	-	129.90	186.75	190.43
Water Tanker	2.68	-	-	-	2.68	1.31	0.18	-	1.49	1.18	1.36
Electric Installations	25.65	-	-	-	25.65	24.72	0.44	-	25.16	0.49	0.93
Cooling Tower	2.66	-	-	-	2.66	1.70	0.18	-	1.87	0.78	0.96
Solar Plant	77.62	90.95	-	-	168.57	7.36	5.91	-	13.27	155.30	70.26
Vehicles	-	-	-	-	-	-	-	-	-	-	-
Motor Buses	147.45	82.81	-	47.23	183.04	112.26	9.57	38.40	83.43	99.61	35.19
Motor Cars	87.00	5.65	-	11.88	80.77	39.13	9.26	11.29	37.10	43.68	47.88
Motor Cycles	2.80	-	-	-	2.80	2.55	0.06	-	2.61	0.19	0.25
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-	-
Office Equipments	41.93	0.35	-	-	42.28	32.95	3.07	-	36.01	6.27	8.99
Photocopy Equipments	1.16	0.95	-	-	2.10	0.93	0.38	-	1.31	0.79	0.22
Furniture & Fixtures	80.09	-	-	-	80.09	56.61	5.56	-	62.17	17.92	23.47
EPABX System	2.27	-	-	-	2.27	2.27	-	-	2.27	0.00	0.00
Mobiles	6.09	1.90	-	-	8.00	4.43	0.87	-	5.29	2.71	1.67
Computers & Softwares	9.81	-	-	-	9.81	9.42	0.20	-	9.62	0.18	0.38
Total Tangible Assets	6,219.67	346.19	-	59.11	6,506.75	973.61	214.13	49.68	1,138.06	5,368.70	5,246.06
b. Intangible Assets	-	-	-	-	-	-	-	-	-	-	-
c. Capital Work In Progress											
Vehicle	-	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	78.88	45.50	-	124.38	-	-	-	-	-	-	78.88
Solar Power Project - 2	86.68	3.70	-	90.38	-	-	-	-	-	-	86.68
Total Capital Work in Progress	165.56	49.20	-	214.75	-	-	-	-	-	-	165.56
GRAND TOTAL	6,385.23	395.39	-	273.86	6,506.75	973.61	214.13	49.68	1,138.06	5,368.70	5,411.62
PREVIOUS YEAR GRAND TOTAL	5,396.92	893.91	-	2.50	6,385.23	746.78	228.19	1.36	973.61	5,411.62	4,650.14

Total Depreciation for the Year		2022-23	2021-22
Depreciation on Tangible Assets	(a)	214.13	228.19
Depreciation on Right of Use Assets	(b)	-	0.01
Total Depreciation for the Year (a+b)		214.13	228.20

Ageing of Capital Work in Progress	< 1 Year	1-2 Year	Total
Solar Project	45.50	41.18	86.68
Plant & Machinery	3.70	75.18	78.88
	49.20	116.36	165.56

SONAM CLOCK LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31st March,2023

(Amt. in Rs. Lacs)

Particulars	As At 31 March 2023 Rs.	As At 31 March 2022 Rs.
NOTE - 4 : OTHER NON CURRENT ASSETS		
Security Deposits	46.32	8.66
Unamortised Processing Fees-Non Current	1.67	3.42
TOTAL NOTE 4	47.99	12.07
NOTE - 5 : INVENTORIES:		
<i>(As taken ,valued and certified by the management)</i>		
Raw Materials	1,046.86	1,438.95
Finished Goods	69.31	119.55
Semi-Finished Goods	857.99	923.38
TOTAL NOTE 5	1,974.16	2,481.89
NOTE - 6 : TRADE RECEIVABLES:		
[Refer Note 28(13(a))]		
<i>(Unsecured and considered good as certified by the management)</i>		
(a) Secured, considered good :		-
(b) Unsecured, considered good :	728.06	543.63
TOTAL NOTE 6	728.06	543.63
NOTE - 7 : CASH AND CASH EQUIVALENTS :		
a. Cash on Hand	4.97	19.72
b. Balances with banks	-	-
In Current Accounts - Unpaid Dividend Accounts	0.24	0.28
TOTAL NOTE 7	5.22	20.00
NOTE - 8 : SHORT TERM LOANS AND ADVANCES:		
<i>(Unsecured and considered good as certified by the management)</i>		
a. Prepaid Expenses	25.31	24.32
b. Balances With Government Authorities	319.42	335.78
c. Advances to Suppliers	70.45	242.39
TOTAL NOTE 8	415.17	602.48
NOTE - 9 : OTHER CURRENT ASSETS:		
<i>(Unsecured and considered good as certified by the management)</i>		
a. Interest Accrued on Deposits	0.36	0.41
b. Other Receivables	35.01	37.70
c. Unamortised Processing Fees-Current	1.75	1.81
TOTAL NOTE 9	37.12	39.91

SONAM CLOCK LIMITED

NOTES FORMING PART OF THE BALANCE SHEET

AS AT 31st MARCH, 2023

Amt. (Rs. In Lacs)

Particulars	As At		As At	
	31-March-23 Number	31-March-23 Amt. (Rs.)	31-March-22 Number	31-March-22 Amt. (Rs.)
NOTE - 10 : SHARE CAPITAL				
a. Authorized :				
Equity Shares of Rs. 10/- Each	2,10,00,000	2,100.00	1,10,00,000	1,100.00
Total	2,10,00,000	2,100.000	1,10,00,000	1,100.000
b. Issued, Subscribed & Paid Up :				
Equity Share Capital	2,00,16,000	2,001.600	1,00,08,000	1,000.800
Total	2,00,16,000	2,001.600	1,00,08,000	1,000.800

Reconciliation of Number Of Shares outstanding at the beginning and at the end of the reporting period

Particulars	31-March-23		31-March-22	
	Number	Amt. (Rs.)	Number	Amt. (Rs.)
Equity Shares :				
Shares outstanding at the beginning of the year	1,00,08,000	1,000.80	1,00,08,000	1,000.80
Shares issued during the period: Bonus Issue (See note Below)	1,00,08,000	1,000.80	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	2,00,16,000	2,001.60	1,00,08,000	1,000.80

Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Pursuant to approval being accorded by the Shareholders in 21st AGM held on 06th July, 2022; the Company issued 1,00,08,000 Equity Shares as fully paid up Bonus Shares in the ratio of 1:1 by capitalization of Surplus in Profit & Loss, with record date being 16th July, 2022 and the allotment done on 18th July, 2022

Shares in the company held by each shareholder holding more than 5 percent shares

Sr. No.	Name of Shareholder	31-March-23		31-March-22	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Jayesh Chhabildas Shah	1,27,37,595	63.64%	64,07,200	64.02%
2	Deepaben Jayeshbhai Shah	12,53,021	6.26%	4,80,000	4.80%

Disclosure of Shareholding of Promoters in Equity Shares

Sr. No.	Name of the Promoter	No. of shares held at the end	% of shares held at the end	No. of shares held at the beginning	% of shares held at the beginning	% of change in the shareholding if any
		31-March-23		31-March-22		
1)	Jayeshbhai Chhabildas Shah	1,27,37,595	63.64	64,07,200	64.02	(0.38)
2)	Deepaben Jayeshbhai Shah	12,53,021	6.26	4,80,000	4.80	1.46
3)	Jayesh Chhabildas Shah HUF	6,73,875	3.37	4,80,400	4.80	(1.43)
4)	Amitbhai Jamnadas Vaghajiyani	200	0.00	100	0.00	-
5)	Samir Champaklal Doshi	200	0.00	100	0.00	-
6)	Harshil Jayeshbhai Shah	200	0.00	100	0.00	-
7)	SKSE Securities Limited	-	-	15,000	0.15	(0.15)
8)	Rutvi Jayeshbhai Shah	200	0.00	100	0.00	-
9)	Jatin Shashikant Movani	-	-	33,000	0.33	(0.33)
		1,46,65,291	73.27	74,16,000	74.10	(0.83)

Shares issued other than cash, bonus issue and shares bought back

Particulars	Year (Aggregate No. of Shares)				
	2022-23	2021-22	2020-21	2019-20	2018-19
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	1,00,08,000	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil	Nil
Preference Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil	Nil
Unpaid Calls	2022-23	2021-22			
By Directors	Nil	Nil			
By Officers	Nil	Nil			

SONAM CLOCK LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31st March,2023

(Amt. in Rs. Lacs)

Particulars	As At 31 March 2023 Rs.	As At 31 March 2022 Rs.
NOTE - 11 : OTHER EQUITY :		
A Securities Premium		
Balance As Per Last Financial Statements	730.08	730.08
Closing Balance		
Sub Total	730.08	730.08
B Profit & Loss Account (Surplus)		
Balance As Per Last Financial Statements	1,734.75	1,395.07
Add : Current Year Profits / (Loss)	400.16	339.68
Less : Bonus Shares issued during the year	(1,000.80)	-
Closing Balance		
Sub Total	1,134.11	1,734.75
C Retained Earnings		
Balance As Per Last Financial Statements	2.31	2.31
Closing Balance		
Sub Total	2.31	2.31
D Revaluation Surplus		
Balance As Per Last Financial Statements	1,356.92	1,291.95
Add : On Revaluation	-	96.89
Less : Deferred Tax on Revaluation	-	(31.92)
Closing Balance		
Sub Total	1,356.92	1,356.92
TOTAL NOTE 11	3,223.43	3,824.07
NOTE - 12 : LONG TERM BORROWINGS :		
[Refer Note 28(2)]		
Secured		
Term Loans		
From Banks	602.00	970.99
From Banks - Vehicle Loans	7.70	13.82
TOTAL NOTE 12	609.70	984.82
NOTE - 13 : DEFERRED TAX LIABILITIES :		
a) Deferred tax liabilities		
Related to Fixed Assets & Revaluation	425.91	418.37
Related to Unamortized Processing Charges	(0.86)	23.03
Sub Total	425.05	441.40
b) Deferred tax Assets		
Related to Gratuity	3.63	6.26
Sub Total	3.63	6.26
TOTAL NOTE 13 (a-b)	421.42	435.14
NOTE - 14 : OTHER NON-CURRENT LIABILITIES :		
a. Provision for Employee Benefits - Gratuity (unfunded) [Refer Note 28(8)]	11.79	31.27
TOTAL NOTE 14	11.79	31.27

SONAM CLOCK LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31st March,2023

(Amt. in Rs. Lacs)

Particulars	As At 31 March 2023 Rs.	As At 31 March 2022 Rs.
NOTE - 15 : SHORT TERM BORROWINGS :		
[Refer Note 28(2)]		
Secured :		
Loans Repayable on Demand		
From Banks - Working Capital Facilities	1,551.70	1,381.30
From Banks - Current Maturities of Long Term Debts	380.10	339.70
Unsecured	-	-
From Directors	35.19	278.00
TOTAL NOTE 15	1,966.99	1,999.00
NOTE - 16 : TRADE PAYABLES :		
[Refer Note 28(13(b))]		
(a) Dues to Micro & Small Enterprises	24.99	40.52
(b) Dues to Other Than Micro & Small Enterprises	144.39	581.04
TOTAL NOTE 16	169.38	621.56
NOTE - 17 : PROVISIONS :		
Provision for Unpaid Expenses	3.00	1.50
TOTAL NOTE 17	3.00	1.50
NOTE - 18 : EMPLOYEE BENEFIT OBLIGATIONS :		
Salary & Reimbursements	27.89	43.24
Contribution to PF	1.00	2.62
Gratuity Provision (Short Term)	2.62	4.45
TOTAL NOTE 18	31.51	50.30
NOTE - 19 : CURRENT TAX LIABILITIES :		
Provision for Current Income-tax	102.11	91.27
TOTAL NOTE 19	102.11	91.27
NOTE - 20 : OTHER CURRENT LIABILITIES :		
(a) Statutory Liabilities	8.94	21.08
(b) Advances Received from Customers	26.38	49.49
(c) Payables for unclaimed Dividend	0.17	0.17
(d) Other Current Liabilities	-	1.12
TOTAL NOTE 20	35.49	71.87

SONAM CLOCK LIMITED

NOTES TO ACCOUNTS FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH,2023

(Amt. in Rs. Lacs)

Particulars	For The Year 31/03/2023 Rs.	For The Year 31/03/2022 Rs.
NOTE - 21 : REVENUE FROM OPERATION:		
a. Sale of Products	8,220.57	8,707.13
b. Other Operating Revenues	40.16	34.12
TOTAL NOTE : 21	8,260.73	8,741.25
NOTE - 22 : OTHER INCOME :		
Interest Income	0.36	0.75
Foreign Exchange Fluctuation	42.55	49.97
Other Misc. Income	21.31	1.28
TOTAL NOTE : 22	64.22	52.00
NOTE - 23 : COST OF RAW MATERIAL AND COMPONENTS CONSUMED :		
Opening Stock :	1,438.95	1,441.45
Add : Purchases	3,041.65	3,750.75
Less : Closing Stock	1,046.86	1,438.95
TOTAL NOTE : 23	3,433.75	3,753.25
NOTE - 24 : CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS & STOCK-IN-TRADE :		
a. Stock At Close		
Finished Goods	857.99	923.38
Semi-Finished Goods	69.31	119.55
Total (a)	927.30	1,042.93
b. Stock At Commencement		
Finished Goods	923.38	288.87
Semi-Finished Goods	119.55	94.20
Total (b)	1,042.93	383.07
TOTAL NOTE 24 (b-a)	115.63	(659.86)

SONAM CLOCK LIMITED

NOTES TO ACCOUNTS FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Amt. in Rs. Lacs)

Particulars	For The Year 31/03/2023 Rs.	For The Year 31/03/2022 Rs.
NOTE - 25 : EMPLOYEE BENEFITS EXPENSES :		
Salary, Wages and Bonus	232.77	315.31
Director Remuneration	172.80	172.80
Contribution to Provident Fund & Gratuity Fund Provision	6.01	18.14
Staff Welfare Expenses	112.31	101.95
TOTAL NOTE : 25	523.88	608.20
NOTE - 26 : FINANCE COSTS :		
Interest on Term Loans	102.16	111.26
Interest on Working Capital Facilities	120.98	94.47
Other Interest	2.72	11.12
Other Borrowing Cost	22.00	11.59
TOTAL NOTE : 26	247.86	228.44
NOTE - 27 : OTHER EXPENSES :		
a. Manufacturing & Operating Costs		
Consumption of Electirc, Power and Fuel	86.35	74.47
Machinery Repairs & Maintenance	19.09	20.87
Building Repairs & Maintenance	50.51	29.37
Electric Repairs & Maintenance	0.96	0.94
Other Manufacturing & Operating Expenses	28.80	32.51
Total (a)	185.71	158.16
b. Sales & Distribution Expenses		
Advertisement	7.17	25.95
Sales Promotion Expenses	47.37	58.66
Export Related Expenditure	183.24	273.25
Transportation & Loading Expenses	19.42	20.42
Total (b)	257.20	378.28
c. General & Administrative Expenses		
Rates & Taxes	3.51	8.96
Conveyance, Tour and Travelling Expenses	10.21	4.48
Audit Fees	3.00	1.50
Legal and Professional Expenses	43.08	29.89
Insurance	48.79	46.45
Loss on Disposal of Fixed Assets	0.93	-
General Administration Expenses	104.58	145.55
Total (c)	214.09	236.83
TOTAL NOTE 27 (a+b+c)	657.00	773.27

NOTE - 28 : NOTES ON ACCOUNTS:-**A The Company**

"SONAM CLOCK LIMITED" (CIN U33302GJ2001PLC039689) has been migrated from Emerge Platform of National Stock Exchange of India Ltd. (NSE) to Main Board of National Stock Exchange w.e.f. 7th April, 2022. Hence, the financial statements for the year ended 31st March, 2022 were the first set of financial statements of the company under Ind AS and the date of transition to Ind AS being 1st April, 2020.

B Nature of Operations :-

The Company having its manufacturing facilities at Morbi, Gujarat, is presently engaged in Manufacturing & trading of Horological items, Clocks, Clock Movements and related items.

1 Notes on Audit for the Year Ended March 31, 2023

Previous year's figure have been reworked, regrouped, rearranged and reclassified wherever necessary, so to give a comparative view. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

2 Long Term and Short Term Borrowings :-**Secured :****[a] Term Loans From Banks****Amt. Q/s**

- (i) Bank of India : Rs. Nil (Rs. 6.17 Lacs) Primary Security - Hypothecation all Plant & Machineries.
(ii) Bank of India : Rs. 540.27 Lacs (Rs. 681.60 Lacs) **Primary Security** - EQM of factory land and building there on situated at Sr. No.338/1P1&1P2, Village Lajai, Taluka Tankara, Dist. Morbi in name of Sonam Clock Limited. (Land Area: 17705 Sq. Mtrs.)

Collateral Security:

EQM of factory land and building (Commercial Premises Area 4451.52 Sq Mtrs & Industrial Premises Area 5159.72 Sq Mtrs) situated at Ser. No. 337/P, Village Lajjai, Taluka Tankara, Dist. Morbi standing in the name of M/s. Sonam Clock Limited

Personal Guarantee of Mr. Jayeshbhai C. Shah (Director) and Mrs. Deepaben J. Shah (Director)

[b] Cash Credit & EPC facilities from Banks repayable on demand**Amt. Q/s**

- (i) Bank of India - Rs. 1551.70 lacs (P.Y. Rs. 1381.30 Lacs) Primary Security - Hypothecation of Stocks and Book Debts.
(ii) Bank of India - GECL-WCTL : Rs. 180.11 Lacs (P.Y. 307.51 Lacs) - Repayable in 36 EMI after Initial Moratorium of 12 Months.
(iii) Bank of India - CESS-2020 (WC DL) : Nil (P.Y. 19.94 Lacs) - Repayable in 18 EMI after Initial Moratorium of 6 Months.
(iv) Bank of India - GECL 2 (WC DL) : Rs. 255.73 Lacs (P.Y. 290.00 Lacs) - Repayable in 36 EMI after Initial Moratorium of 12 Months.

Pledge of TDRs for LC Margin 15% upon full utilization of limit.

Collateral Security:

EQM of factory land and building (Commercial Premises Area 4451.52 Sq Mtrs & Industrial Premises Area 5159.72 Sq Mtrs) situated at Ser. No. 337/P, Village Lajjai, Taluka Tankara, Dist. Morbi standing in the name of M/s. Sonam Clock Limited

Personal Guarantee of Mr. Jayeshbhai C. Shah (Director) and Mrs. Deep+C3aben J. Shah (Director)

[c] Vehicle Loans From Banks**Amt. Q/s**

- (i) Bank of India - Rs. 13.68 lacs (P.Y. 19.30 lacs) Secured against hypothecation of vehicles.

The rate of interest on the long term and short term borrowings ranges between 7% to 12% p.a. depending upon the prime lending rate / base rate of the banks applicable at different point of time during the year and the interest rate spread agreed with the banks.

Repayment period of long term borrowings ranges from less than 1 year to 6 years from the balance sheet date.

Unsecured :

From Directors Rs. 35.19 lacs (P.Y. Rs. 186 lacs) carries 0% (P.Y. 9%) interest rate and is repayable within 1 year from the balance date.

	<i>Amt. Rs.in Lacs</i> 2022-23	<i>Amt. Rs.in Lacs</i> 2021-22
3 Managerial Remuneration to Directors		
Salaries, Perquisites & Allowances	172.80	172.80
	172.80	172.80
	2022-23	2021-22
4 Payment to Auditor		
a) Statutory Audit Fees	3.00	1.50
	3.00	1.50
5 Expenditure & Earnings in Foreign Exchange	2022-23	2021-22
a) Expenditure	Nil	Nil
b) Earnings for sale of goods	1,933.87	2,212.74
6 Deferred Tax Liability Comprise of the following	2022-23	2021-22
a) Deferred tax liabilities		
Related to Fixed Assets & Revaluation	425.91	418.37
Related to Unamortized Processing Charges	(0.86)	23.03
	425.05	441.40
b) Deferred tax assets		
Related to Gratuity	3.63	6.26
	3.63	6.26
Deferred Tax Liability / (Assets) {Net} (a-b)	421.42	435.14

7 Earning Per Share		2022-23	2021-22
(Amt Rs. in Lacs unless otherwise stated)			
Continuing & Total Operations			
Net Profit after tax (PAT)		400.16	339.68
Net Profit available to equity share holders	A	400.16	339.68
Add: Exceptional & Extra-Ordinary Items (Net of Taxes)		-	-
Net Profit Before Exceptional & Extra-Ordinary items	B	400.16	339.68
Weighted Nos. of Equity Shares used as denominated for calculating the Basic EPS after issue of Bonus Shares	C	2,00,16,000	2,00,16,000
Basic EPS Before Exceptional & Extra-Ordinary items (Amt. in Rs.)*	(A/C)	2.00	1.70
Basic EPS After Exceptional & Extra-Ordinary items (Amt. in Rs.)	(B/C)	2.00	1.70

* Pursuant to approval being accorded by the Shareholders in 21st AGM held on 06th July, 2022; the Company issued 1,00,08,000 Equity Shares as fully paid up Bonus Shares in the ratio of 1:1 by capitalization of Surplus in Profit & Loss, with record date being 16th July, 2022 and the allotment done on 18th July, 2022. Accordingly, the Earning Per Share (EPS) has been adjusted for previous periods and presented in accordance with Ind AS 33, Earning Per Share.

8 Disclosure under Accounting Standard - 15 (Revised) on 'Post Employment Benefits' (Amt. Rs. in Lacs)

Gratuity Benefits

The Company has defined benefit gratuity plan. Every employee who has completed five years or more of services gets a gratuity on departure at 15 days salary (Last drawn salary) for each completed year of service.

The following table summarizes the component of net benefit expenses recognized in Statement of Profit & Loss.

(I) Changes in the present value of the defined benefit gratuity plan are as follows:

Particulars	2022-23	2021-22
Opening defined benefit obligation	35.72	37.07
Interest Cost	3.69	2.13
Current Service Cost	6.55	8.25
Benefit Paid	-	-
Actuarial (Gain) / Losses on obligation	(31.55)	(11.74)
Closed Defined benefit obligation	14.41	35.72

(II) Details of defined benefit gratuity plan

Particulars	2022-23	2021-22
Defined benefit obligation (A)	14.41	35.72
Fair Value of plan asset (B)	-	-
Present value of Unfunded obligation (C=A-B)	14.41	35.72
Less: Unrecognized past service Cost (D)	-	-
Plan Asset / (Liability) (E=D-C)	(14.41)	(35.72)

(III) Net Employee Benefit expenses in Profit & Loss Account

Particulars	2022-23	2021-22
Current Service Cost	6.55	8.25
Interest Cost on benefit obligation	3.69	2.13
Expected return on plan assets	-	-
Net Actuarial (Gain)/Loss recognized in the year	(31.55)	(11.74)
Past Service Cost	-	-
Net Benefit Expense / (Income)	(21.31)	(1.36)

(IV) Amounts for the current and previous periods are as follows:

Particulars	2022-23	2021-22
Defined Benefit obligation	14.41	35.72
Plan Assets	-	-
Surplus / (Deficit)	(14.41)	(35.72)
Experience adjustments on Plan Liabilities	-	-
Experience adjustments on Plan Assets	-	-

(V) The principal assumption used in determining the defined benefit gratuity plan obligations are shown below.

Particulars	2022-23	2021-22
Retirement Age to be Assumed at	60 Years	60 Years
Rate of Discounting	7.00% p.a.	5.75% p.a.
Future Salary rise	5.00% p.a.	5.00% p.a.
Withdrawal Rate		
For 18 to 30 Years p.a.	25.00% p.a.	25.00% p.a.
For 30 to 44 Years p.a.	25.00% p.a.	25.00% p.a.
For 44 to 60 Years p.a.	25.00% p.a.	25.00% p.a.
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Gratuity Limit (Rs. in Lacs)	20.00	20.00

The estimated future salary increases, considered in actuarial valuation, takes into account the effect of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

9 Segment Information:-

In accordance with Ind AS 108-- "Operating Segments", the Company has identified its business segment as "Manufacturing & Trading of Horological items, Clocks, Clock Movements and related items". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

10 Related Party Disclosures:

The disclosure of the transactions with the related parties as defined in Ind AS 24 - Related Party Disclosures are as follows:

a. List of Related Parties along with relationship and Transactions :-**Key Management Personnel**

Jayeshbhai C. Shah, Managing Director
 Deepaben J. Shah, Whole Time Director
 Jigar Dipakbhai Mehta, Independent Director
 Shreyansh Vijaybhai Vora, Independent Director
 Harshil J Shah, Director
 Milankumar Ganatra, CS
 Amitbhai Jamnadas Vaghajiyani, CFO
 Samir Champaklal Doshi, Marketing Head

Companies / Entities owned / significantly influenced by directors

Shree Ansuyaben Chhabildas Shah Charitable Trust

Companies / Entities owned / significantly influenced by relatives of directors

Sonam Tradelink LLP

b. Related Party Transactions**Key Management Personnel & Shareholder**

Amt. (Rs. in Lacs)			
Name of Related Parties	Transaction	2022-23	2021-22
Transactions			
Jayeshbhai C. Shah	Loans & Advances Received	802.00	1,061.00
Deepaben J. Shah	Loans & Advances Received	15.00	185.00
Jayeshbhai C. Shah	Loans & Advances Repaid	915.00	1,099.00
Deepaben J. Shah	Loans & Advances Repaid	144.81	55.00
Jayeshbhai C. Shah	Purchase of Land	-	301.50
Deepaben J. Shah	Purchase of Land	-	301.50
Jayeshbhai C. Shah	Directors' Remuneration	75.60	75.60
Deepaben J. Shah	Directors' Remuneration	75.60	75.60
Harshil J. Shah	Directors' Remuneration	21.60	21.60
Jigar Dipakbhai Mehta	Director Sitting Fees	0.30	-
Shreyansh Vijaybhai Vora	Director Sitting Fees	0.33	-
Sureshbhai Sonmathbhai Dave	Director Sitting Fees	0.21	-
Amitbhai Jamnadas Vaghajiyani	Salary	6.00	6.00
Samir Champaklal Doshi	Salary	6.00	6.00
Milankumar Ganatra	Salary	3.60	2.40
Shree Ansuyaben Chhabildas Shah Charitable Trust	Donation	0.72	3.78
Jayeshbhai C. Shah	Interest Paid	-	3.72
Jayeshbhai C. Shah	Rent Paid	-	0.03
Deepaben J. Shah	Rent Paid	-	0.03
Closing Balances Dr/(Cr)			
Jayeshbhai C. Shah	For Loan Liability	(35.00)	(148.00)
Deepaben J. Shah	For Loan Liability	(0.19)	(130.00)
Jayeshbhai C. Shah	Directors' Remuneration Payable	-	(4.41)
Deepaben J. Shah	Directors' Remuneration Payable	-	(4.41)
Harshil J. Shah	Directors' Remuneration Payable	-	(1.53)
Jigar Dipakbhai Mehta	Director Sitting Fees	(0.30)	
Shreyansh Vijaybhai Vora	Director Sitting Fees	(0.30)	
Sureshbhai Sonmathbhai Dave	Director Sitting Fees	(0.21)	
Milankumar Ganatra	For Salary Payable	(0.30)	(0.25)
Amitbhai Jamnadas Vaghajiyani	For Salary Payable	(0.50)	(0.50)
Samir Champaklal Doshi	For Salary Payable	(0.50)	(0.50)

Companies / Entities owned / significantly influenced by relatives of directors

Amt. (Rs. in Lacs)			
Name of Related Parties	Transaction	2022-23	2021-22
Sonam Tradelink LLP	Sales (Incl. Taxes, net of discount)	174.11	122.87
Sonam Tradelink LLP	Annual Discount on Sales	5.20	34.25
Sonam Tradelink LLP	Purchase (Incl. taxes)	20.82	5.55
Sonam Tradelink LLP	Commission Exp (Incl. Tax)	-	11.77
Closing Balances Dr/(Cr)			
Sonam Tradelink LLP	Trade Receivables	48.41	36.81

11 Based on the information / documents / parties identified by the company and to the extent information available / gathered, information as required to be disclosed as per Micro, Small and Medium Enterprise Development Act, 2006 have been determined as follows:

Rs. In Lacs		
Particulars	2022-23	2021-22
Principal amount remaining unpaid to any supplier at the end of the year.	24.99	40.52
Interest due on above *	0.02	0.04
Amount of interest paid by the company to the suppliers	Nil	Nil
Amount paid to the suppliers beyond respective due dates *	-	-
Amount of interest due and payable for the period of delay in payments but without adding the interest specified under the Act. *	-	-
Amount of interest accrued and remaining unpaid at the end of the year.	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues as above are actually paid to the small enterprise. *	-	-
* Wherever information the company could identify as above were possible at the year end only, and in view of the same & according to the company, it could not identify payments beyond due date during the year and to make interest provisions to that extent, as per the agreed terms with the suppliers. The company could identify the principal amount remaining unpaid as on 31st March, 2023 based on the status of respective suppliers received during the year. However, as informed by the management, considering the materiality aspect and as per the agreed terms with respective suppliers, the company has not made provision of any interest due to suppliers for outstanding balance / payment made beyond respective due dates.		

12	Contingent Liabilities*	2022-23	Amt. Rs.in Lacs 2021-22
(i)	Outstanding LC / BG		
	LC Outstanding	Nil	Nil
(ii)	Pending Litigations:		
	Central Excise Matters under dispute & under adjudication	Nil	Nil
	Value Added Tax (VAT) Matters under dispute & under adjudication	13.85	151.14
* Contingent liability produced here in above on the basis of information compiled by the management of the company			

13 a Ageing of Trade Receivables:

Particulars	Outstanding for following periods from the date of Transactions * (FY 2022-23) (Rs in Lacs)					
	Less than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
i) Undisputed Trade Receivables- Considered Good	604.45	70.05	7.01	26.23	20.32	728.06
ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-

* Here no due date of Payment specified, in that case disclosure made from the date of transactions

Particulars	Outstanding for following periods from the date of Transactions * (FY 2021-22) (Rs in Lacs)					
	Less than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
i) Undisputed Trade Receivables- Considered Good	483.52	10.90	20.82	22.79	5.60	543.63
ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-

* Here no due date of Payment specified, in that case disclosure made from the date of transactions

b Ageing of Trade Payables:

Particulars	Outstanding for following periods from the date of transactions* (FY 2022-23) (Rs in Lacs)				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	24.99	-	-	-	24.99
(ii) Others	169.38	-	-	-	169.38
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

* Here no due date of Payment specified, in that case disclosure made from the date of transactions

Particulars	Outstanding for following periods from the date of transactions* (FY 2021-22) (Rs in Lacs)				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	40.52	-	-	-	40.52
(ii) Others	581.04	-	-	-	581.04
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

* Here no due date of Payment specified, in that case disclosure made from the date of transactions

14 Additional Regulatory Information:

a Analytical Ratios:

Sr. No.	Ratio	Numerator	Denominator	31st March 2023	31st March 2022	% Variance	Reason for variance (In case of change exceeding 25%)
1	Current ratio (times)	Current Assets	Current Liabilities	1.37	1.30	5.24%	-
2	Debt equity ratio (times)	Long Term Debt	Shareholder's Equity	0.20	0.30	-33.64%	On account of repayment of Loans.
3	Debt service coverage ratio (times)	Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc	Interest & Lease Payments + Principal Repayments	1.66	1.19	38.92%	On account of repayment of Loans.
4	Return on Equity (%)	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	7.96%	7.02%	13.41%	-
5	Inventory turnover ratio (times)	Cost of goods sold OR sales	Average Inventory (Opening + Closing balance / 2)	3.69	4.04	-8.76%	-
6	Trader receivable turnover ratio (times)	Net Credit Sales (gross credit sales minus sales return)	Average Accounts Receivable (Opening + Closing balance / 2)	12.99	12.30	5.61%	-
7	Trade payable turnover ratio (times)	Net Credit Purchases (gross credit purchases minus purchase return)	Average Accounts Receivable (Opening + Closing balance / 2)	14.38	15.25	-5.70%	-
8	Net capital turnover ratio (times)	Net Sales (total sales minus sales returns)	Average Working Capital	9.70	7.94	22.08%	-
9	Net profit ratio (%)	Net Profit	Net Sales	4.84%	3.89%	24.66%	-
10	Return on capital employed (%)	Earning before interest and taxes	Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	10.72%	9.40%	14.09%	-
11	Return on investment (%)	Return (Earning before interest and taxes)	Investment (Avg. of Total Assets)	8.32%	7.58%	9.83%	-
12	Interest service coverage ratio (times)	Earning before interest and taxes	Interest Cost	3.30	3.15	4.87%	-

- b The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- c The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved
- d The Company does not have any transactions with struck-off companies.
- e The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period, except for hypothecation of one vehicle for vehicle loan availed.
- f The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- g The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities(intermediaries), with the understanding that the intermediary shall;
i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- h The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- i The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- j The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 15 In the opinion of the Board and to the best of its knowledge and belief, the value on realisation of current assets and loans and advances are approximately of the same value as stated.
- 16 Balances of Trade Payables, Unsecured Loans, Trade Receivables, Long-term and Short-term Loans & Advances, other current liabilities and other current assets and Non-Current Investments are subject to the confirmation of the parties concerned. Wherever confirmation of the parties for the amounts due to them / amounts due from them as per books of accounts are not received, necessary adjustments, if any, will be made when the accounts are reconciled / settled.
- 17 Wherever no vouchers and documentary evidences were made available for our verification, we have relied on the authentication given by management of the company.
- 18 Figures have been rounded off to nearest lac rupee upto two decimals as per the requirements of Schedule III, unless otherwise stated and have been regrouped, rearranged and reclassified wherever necessary.

Signature to Notes 1 to 28

As per our attached report of even date
FOR,SVK & ASSOCIATES
Chartered Accountants
Firm Reg. No. 118564W

For and on behalf of the Board
For SONAM CLOCK LTD.

Sd/-
Shilpang V. Karia
Partner
M. No. - 102114
UDIN: 23102114BGUFGF7113

Sd/
Jayeshbhai C. Shah
Chairman & MD
DIN : 00500814

Sd/-
Deepaben J. Shah
Whole Time Director
DIN : 01981533

Sd/-
Amithbhai J. Vaghjiyani
Chief Financial Officer

Sd/-
Milankumar Ganatra
Company Secretary

Place : Morbi
Date : 19th May, 2023

Place : Morbi
Date : 19th May, 2023