

**TWENTY-FOURTH  
ANNUAL REPORT**

**FOR**

**THE YEAR ENDED - 31<sup>ST</sup> March-  
2016**

**RUDRAKSH CAP-TECH  
LIMITED**

## **RUDRAKSH CAP-TECH LIMITED**

**Admi. Off.- 301, Camps Corner, Opp. SRP Group-4, Near D-Mart, Makarpura,  
Vadodara - 390 010**

### **BOARD OF DIRECTORS:-**

Mr. Anirudh P. Sethi	- Director/Promoter
Mr. Narayan D. Achrya	- Independent Director
Mr. Satish K. Shetty	- Independent Director
Mr. Semwal Dhanesh G.	- Independent Director
Mr. Pragnesh R. Pandya	- CEO
Ms. Alka Sawhney	- Independent Director
Mr. Mohammed Asif A. Memon	- Compliance Officer

**REGD. OFFICE** :- 10, S.B., Maheshwar Darshan Building,  
Opp. Aasha Parekh Hospital,  
S.V.Road, Santacruz ( W ),  
Mumbai - 400 054. Maharastra.

**ADMINI. OFFICE** :- 301, Camps Corner, Opp. SRP Group-4,  
Near D- Mart, Makarpura, Vadodara - 390 010.  
Gujarat. Tele-Fax :- 0265-6569067

E-mail ID :- rudrakshcaptech@gmail.com  
Website :- www.rudrakshcap-tech.com

**AUDITORS** :- M/s. Mayur M Shah & Asso., Chartered Accountants,  
21, Kajal Kiran, 11/B, Shrimaili Society, Opp. Jain  
Temple, Navrangpura, Ahmedabad - 380 009.

**BANKERS** :- ICICI Bank Ltd.  
Sayajigunj, Vadodara - 390 005

## **Rudraksh Cap Tech Limited**

### **NOTICE**

**Notice is hereby given that the 24<sup>th</sup> ANNUAL GENERAL MEETING of the company will be held on Thursday, the 29<sup>th</sup> September, 2016 at the Registered Office\* of the Company at 11.00 a.m. to transact the following Business:**

#### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, the statement of Profit and Loss for the financial year ended on that date, notes forming part there the cash flow statement together with the report of board of directors and the Reports of the Auditors thereon.
- 2) To Appoint a Director in place of Mr. Anirudh Sethi (DIN No. 06864789) who retires by rotation in terms of Sec 152(6) of the COMPANIES ACT, 2013 and being eligible offers himself as a Director.
- 3) **Ratification of Auditor**

To consider and if thought fit to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Mayur Shah & Associates, Chartered Accountants, (Firm Registration No. 106125W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017.”

#### **SPECIAL BUSINESS:**

- 4) **To consider and, if thought fit, to pass with or without modification (s), the following resolution as an ordinary business:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Ms. Alka Sawhney, a non-executive Director of the Company, who has submitted declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 29<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2021.”

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

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*\* The Company has made application to Regional Director for Shifting of Registered office of the Company from the state of Maharashtra to the state of Gujarat. Order for the same will be received by the Company within a shorter period of time. And Registered office of the Company will be shifted to 301, Campus Corner, Opp. SRP Group 4, Near D-Mart Makarpura, Makarpura Road, Vadodara - 390010*

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- 5) **To consider and, if thought fit, to pass with or without modification (s), the following resolution as an ordinary business:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Dhanesh Semwal, a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 29<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2021 ."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

- 6) **To consider and, if thought fit, to pass with or without modification (s), the following resolution as an ordinary business:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Satish K. Shetty, a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 29<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2021 ."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

- 7) **To consider and, if thought fit, to pass with or without modification (s), the following resolution as an special resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactments thereof for the time being in force) and other Regulations, if any, and subject to the approval of the Central Government, the consent of the Members of the Company be and is hereby accorded to change the name of the Company **"Rudraksh Cap Tech Limited"** To **"Alexander Stamps And Coin Limited"** and the existing clause I of the Memorandum of Association of the Company be substituted by the following clause."

**"I. The name of the Company is "** Alexander Stamps And Coin Limited."

**"RESOLVED FURTHER THAT** consequent to the aforesaid change, the name " Rudraksh Cap Tech Limited" wherever appearing in the Memorandum and Articles of Association of the Company be substituted by " Alexander Stamps And Coin Limited".

**"RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to aforesaid Resolution."

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

**“RESOLVED THAT**, pursuant to the provisions of section 13 and other applicable provision, if any, of the Companies Act 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed there under, as amended from time to time, and subject to the approval of the Registrar of Companies and/or of any other statutory or regulatory authority, as may be necessary, the existing clause of principal objective of the Memorandum of Association of the Company be and is hereby replaced with below mentioned clauses and the remaining clause be re-numbered accordingly:

“To buy, sell, lease, import, export, to act as agent, sub-agents, distributors, commission agents, representatives, stockists, sale and exhibition organiser or otherwise deal in Philately and Numismatic and to co-ordinate, provide consultancy services, advice for furtherance and promotion of the development of the Philately and Numismatic trade in or outside India, encouragement of related scientific research and the building of constructive relationships with professional numismatists and philatelist internationally, including collection and storage of revenue stamp, railway freight stamp or commemorative stamp, material used in the designing of stamps, an artefact, an appliance or machinery whether of historical association or not, used in the production of stamps, any document relating to the issue or use of stamps; and any material or thing relating to philately that is of significance to collectors, a medal, badge, token or charm or paper money, a pattern, proof or specimen striking, any object of numismatic technology or equipment, any archival record relating to numismatics.”

**“RESOLVED FURTHER THAT**, any Director of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the respective Clause III of the Memorandum of Association of the Company, as may be required by the ROC and/or any Statutory/regulatory authority”

**For And on Behalf of the Company  
Rudraksh Cap Tech Limited**

**Date: 12/08/2016  
Place: Mumbai**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Anirudh P. Sethi</b>	<b>Pragnesh R. Pandya</b>
<b>Director</b>	<b>CEO</b>
<b>DIN: 06864789</b>	<b>PAN: AMJPP4238N</b>

## NOTES

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting right. A member holding more than ten percent of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> September, 2016 to 29<sup>th</sup> September, 2016 (both days inclusive).
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM
5. **Voting through Electronic means:**  
Pursuant to the provisions Section 108 and other applicable provisions if any of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the listing agreement and in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the meeting (remote e-voting).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 24<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their e-voting right at the meeting. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The company has engaged services of **Link Intime India Pvt. Ltd., the Registrar & Transfer Agent, At - B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat**, as the agency to provide e-voting facility through CDSL.

## **PROCEDURE FOR E-VOTING**

### **In case of members receiving AGM Notice by e-mail:**

- i. The voting period begins on 24<sup>th</sup> September, 2016 (11:00 A.M.) and ends on 28<sup>th</sup> September, 2016 (05:00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. the record date), being 20<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

**OR** Date of Birth  
(DOB)

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant company on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- xix. **Note for Non - Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Company has appointed Hemant C. Parikh, Chartered Accountant in whole time practice, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to **M/s. Link Intime India Pvt. Ltd.**, Registrar and Share Transfer agent of the Company immediately.
9. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to **Link Intime India Pvt. Ltd.**, Registrar and Share Transfer agent of the Company.
11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter. The members holding shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold the shares in physical form are requested to write their folio numbers in attendance slip for attending the meeting.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
13. Members who have shareholding in multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificate(s) to the registrar and share transfer agent, **Link Intime India Pvt. Ltd.**, At - B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat, for

consolidated of all such shareholding into one account to facilitate better service.

14. Individual member can now take the facility of making nomination of their holding. The nominee shall be the person in whom all right of transfer and/or amount payable in respect of shares shall vest in the event of the death of the member and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form.

Non -individuals including society, trust, body corporate, partnership firm, karta of hindu undivided family, holder of power of attorney cannot nominate. For further detail in this regard members may contact **Link Intime India Pvt. Ltd.**, the registrar and share transfer agent of the company.

15. The MCA has taken a "Green Initiative in Corporate Governance" allowing paperless compliances by the companies through electronic mode. Companies are now permitted to send various notices/documents to its members through electronic mode to the registered e-mail addressed of members. Keeping in view the underlying theme and the circular issued by MCA, the company proposes to send all documents to members like general meeting notices (including AGM), audited financial statements, directors' report, auditors' report etc. To the member through e-mail. Member holding share in dematerialized form are requested to register their e-mail ID with their depository participants and members holding share in physical form are requested to register their e-mail ID with registrar and share transfer agent of the company i.e. **Link Intime India Pvt. Ltd.**, At - B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.
16. The notice of the 24<sup>th</sup> AGM and instruction for e-voting, along with attendance slip and proxy form, is being sent by electronic mode to all the member whose e-mail address are registered with the company/depositor participant(s) for communication purpose unless any member has requested for a hard copy of the same. For member who have not registered their e-mail addresses, physical copied of the annual report 2015-16 are being sent by permitted mode.
17. Members may also note that the notice of the 24<sup>th</sup> AGM and the Annual Report 2015-16 will be available on the company's website, [www.rudrakshcap-tech.com](http://www.rudrakshcap-tech.com).

**For And on Behalf of the Company**  
**Rudraksh Cap Tech Limited**

**Date: 12/08/2016**  
**Place: Mumbai**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Anirudh P. Sethi</b>	<b>Pragnesh R. Pandya</b>
<b>Director</b>	<b>CEO</b>
<b>DIN: 06864789</b>	<b>PAN: AMJPP4238N</b>