



ALEXANDER

STAMPS & COINS LTD.

28TH

ANNUAL

REPORT

(2019-20)



: BOARD OF DIRECTORS :

Mr. Anirudh Sethi.....MANAGING DIRECTOR
Ms. Alka Sawhney DIRECTOR
Mr. Ramavatar Jain.....INDEPENDENT DIRECTOR
Mr. Satish Shetty KorogappaINDEPENDENT DIRECTOR

: BANKERS :

ICICI BANK

: AUDITOR :

SHEETAL SAMRIYA & ASSOCIATES
CHARTERED ACCOUNTANTS, VADODARA

: CHIEF FINANCIAL OFFICER :

Vineet Dubey

: COMPANY SECRETARY & COMPLIANCE OFFICER :

Jigar Ray (till January 2020)

: REGISTRAR & SHARE TRANSFER AGENTS :

MCS Share Transfer Agent Ltd.,
1st Floor, Neelam Apartment, 88- Sampatrao Colony,
Above Chhapan Bhog, Alkapuri,
Vadodara, Gujarat- 390007.

: REGISTERED OFFICE :

301, Camps Corner, Opp. SRP Group 4, Near D Mart, Makarpura
Road, Makarpura, Vadodara, Gujarat- 390014.

: SECRETARIAL AUDITOR :

D PATEL & ASSOCIATES
COMPANY SECRETARIES
VADODARA

NOTICE OF 28th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth (28th) Annual General Meeting of the Members of M/s Alexander Stamps And Coin Limited (CIN: L74110GJ1992PLC093816) will be held on Thursday, December 31, 2020 at 11-30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e. audited Balance Sheet as at 31st March, 2020, Statement of Profit and Loss, Statement of Change in Equity and Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.

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

"RESOLVED THAT the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 including Balance Sheet as at March 31, 2020, Statement of Profit and Loss Account as at March 31, 2020 and Cash Flow Statement for the year ended as on that date together with Notes forming part of Accounts as audited and reported by the Auditors of the Company and the Directors' Report, as circulated to the Members and laid before meeting, be and are hereby received, considered, approved and adopted."

2. To appoint a Director in place of Mr. Anirudh Sethi (DIN: 06864789), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Anirudh Sethi, Director (DIN: 06864789) of the Company, who retires by rotation at the 28th Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re - appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To appoint Ms. Diksha Kapur (DIN- 08998923) as an Independent Woman Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Diksha Kapur (DIN: 08998923) as a Woman Independent Director of the Company w.e.f 18/12/2020 (appointed by Board of Directors as an Additional cum woman Independent Director), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period effective from December 18, 2020 till December 17, 2025.”

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

4. To appoint Mr. Kiran Shah (DIN- 08998898) as the Whole Time Director of the Company and designated as “Whole Time Director and Chief Executive Officer”.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), regulations issued by the Reserve Bank of India and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the appointment of, Mr. Kiran Shah (DIN: 08998898), as the Whole Time Director of the Company and designated as “Whole Time Director and Chief Executive Officer”, for a term of consecutive 5 Years effective from 18th December 2020 to 17th December, 2025, who has signified his consent to act as the Whole Time Director, on such terms and conditions as

agreeable to both the parties and set out in the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, Reserve Bank of India and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

5. To appoint Mr. Anirudh Sethi (DIN: 06864789) as Managing Director of the Company.

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

“RESOLVED THAT pursuant to provision sections 196, 197, 198 and 203 of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and as recommended by Nomination and Remuneration Committee of the Board, consent of the members of the Company be and is hereby accorded to appoint Mr. Anirudh Sethi (DIN: 06864789) as Managing Director of the Company, whose office is liable to be retire by rotation, for a period of 5 years with effect from 18th December 2020 on Remuneration decided by the Nomination and Remuneration Committee from time to time and such terms and conditions as agreeable to both the parties and set out in the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, Reserve Bank of India and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

6. To appoint Mr. Vineet Dubey (DIN- 05225717) as the Chief Financial Officer of the Company.

“RESOLVED THAT pursuant to provision of section 203 of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and as recommended by Nomination and Remuneration Committee of the Board, consent of the members of the Company be and is hereby accorded to appoint Mr. Vineet Dubey (DIN- 05225717) as Chief Financial Officer of the Company, on Remuneration decided by the Nomination and Remuneration Committee from time to time and such terms and conditions as agreeable to both the parties and set out in the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.”

7. To appoint Ms. Alka Sawhney (DIN- 07421366) as the Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), regulations issued by the Reserve Bank of India and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the appointment of, Ms. Alka Sawhney (DIN- 07421366) of the Company and designated as, who has signified his consent to act

as the Executive Director, on such terms and conditions as agreeable to both the parties and set out in the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, Reserve Bank of India and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

8. To appoint Mr. Ramavatar Jain (DIN- 08282553) as an Independent Director of the Company.

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

“RESOLVED THAT Mr. Ramavatar Jain (DIN- 08282553) who was appointed as an Additional Director and Independent Director of the Company w.e.f. 19th November 2018 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Ramavatar Jain candidature for the office of the Director, be and is hereby appointed as a Independent Director of the Company, with effect from the date of this Meeting.

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

Registered Office:
301 Camps Corner,
Opp. SRP Group 4,
Near D Mart, Makarpura Road,
Makarpura, Vadodara,
Gujarat- 390014, India.

By Order of the Board
For, Alexander Stamps And Coin Limited

SD/-
Anirudh Sethi
Chairman & Director
DIN: 06864789

Notes & Instructions

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (hereinafter referred to as "MCA") has vide its General Circular No. 20/2020 dated 05th May, 2020 read together with General Circular Nos. 14/2020 & 17/2020 dated 08th April, 2020 and 13th April, 2020 respectively (hereinafter collectively referred to as "MCA Circulars"), permitted the holding of Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (hereinafter Page | 25 referred to as "the Act") and the MCA Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.
2. 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 MCA Circulars, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
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. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of the Section 105 of the Act, a member entitled to attend and vote at the AGM 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 through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this notice.
6. In line with the MCA Circulars, AGM Notice and Annual Report is being sent through electronic mode to those Members whose e - mail addresses are registered with the Company/ RTA/ Depositories. The Notice calling the AGM and Annual Report has been uploaded on the website of the Company at www.alexanderstamps.in. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. In case a member is desirous of obtaining an e - mail of Annual Report, he/she may send an e - mail to rudrakshcaptech@gmail.com.
7. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (hereinafter referred to as "ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
8. The voting period shall commence on Monday, the 28th day of December, 2020 at 09.00 a.m. IST and ends on Wednesday, the 30th day of December, 2020 at 05.00 p.m. IST. The remote e - voting facility shall be disabled by the CDSL for e-voting thereafter.
9. The Explanatory Statement pursuant to Section 102 of the Act read with Rules setting out the material facts pertaining to the proposed resolutions and reasons thereof are annexed for your consideration and requisite action.
10. The Annual Report of the Annual General Meeting (hereinafter referred to as "AGM") is being sent by e - mail to all the Members, whose names appear in the

Register of Members / list of Beneficial Owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Saturday, the 5th day of December, 2020 and who have registered their e-mail address in respect of electronic holdings with the depository through the concerned Depository Participants and in respect of physical holding with the Company's Registrar & Share Transfer Agent i.e. M/s. MCS Share Transfer Agent Limited (hereinafter referred to as "RTA").

11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.
12. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 in respect of the Directors seeking appointment/re-appointment at the 28th AGM are annexed hereto as Annexure-A to the Notice which forms part of the Explanatory Statement. The Company has received relevant disclosure/consent from the Directors seeking appointment/re-appointment.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to rudrakshcaptech@gmail.com.
14. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Monday, December 21, 2020 to Wednesday, December 30, 2020 (both days inclusive) for the purpose of 28th AGM of the Company.
15. Members whose name appears on the Registrar of Members/ List of Beneficial owners as on the cut-off date will be considered for the purpose of remote e - voting and voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on that date. A person who is not a Member as on the record date should treat this Notice for information purposes only.
16. The Board of Directors has appointed M/s. MCS Share Transfer Agent Limited, having office at 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above