

29TH ANNUAL REPORT (2020-21)



DIRECTORS:

Mr. Anirudh Sethi.....Managing Director
Ms. Alka Sawhney Director
Ms. Diksha Kapur..... Independent Director
Mr. Ramavatar Jain.....Independent Director
Mr. Satish Shetty KorogappaIndependent Director
Mr. Kiran Prakash Shah.....Whole-Time Director
Mr. Vineet Dubey..... Chief Finance Officer

: BANKERS :

ICICI BANK

: AUDITOR :

SHEETAL SAMRIYA & ASSOCIATES
CHARTERED ACCOUNTANTS, VADODARA

: CHIEF FINANCIAL OFFICER :

Vineet Dubey

: COMPANY SECRETARY & COMPLIANCE OFFICER :

Ms. Nishi Jaiswal

: REGISTRAR & SHARE TRANSFER AGENTS :

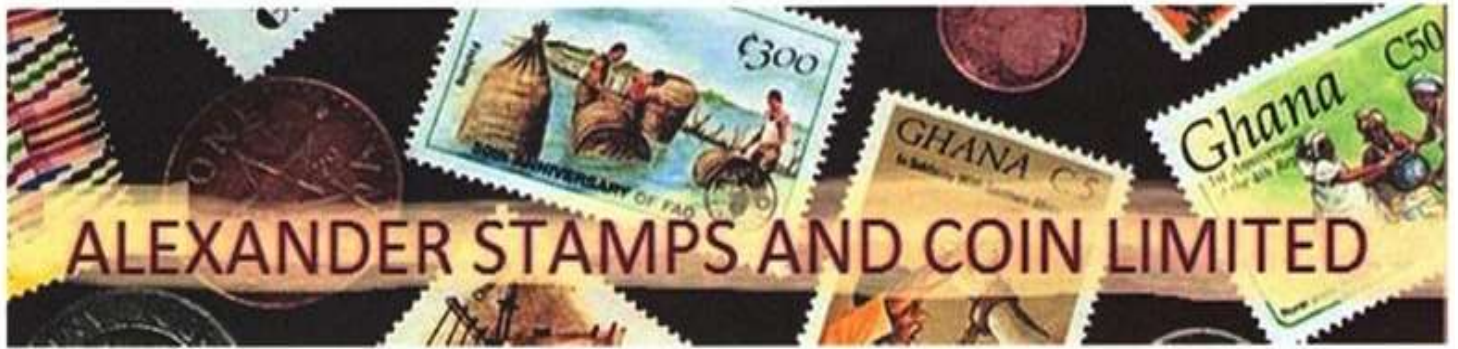
MCS Share Transfer Agent Ltd.,
1st Floor, Neelam Apartment, 88- Sampatrao Colony,
Above Chhapan Bhog, Alkapuri,
Vadodara, Gujarat- 390007.

: REGISTERED OFFICE :

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

: SECRETARIAL AUDITOR :

Kuldip Thakkar & Associates
COMPANY SECRETARIES
VADODARA



Regd Off : 301 Camps Corner , Opp SRP Group 4, Near D Mart Makarpura, Baroda 390010, Gujarat ,India. 02656569067,
CIN: L74110GJ1992PLC093816, www.alexanderstamps.in Email rudrakshcaptech@gmail.com.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-ninth (29th) Annual General Meeting of the Members of M/s Alexander Stamps And Coin Limited (CIN: L74110GJ1992PLC093816) will be held on Wednesday, 8th September, 2021 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business: -

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Standalone Financial Statements of the Company for the year ended on 31st March, 2021 and the reports of the Board of Directors and the 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, 2021 including Balance Sheet as at March 31, 2021, Statement of Profit and Loss Account as at March 31, 2021 and Cash Flow Statement as at March 31, 2021 together with Notes forming part of Accounts as audited and reported by the Auditors of the Company and the Reports of the Board, 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 Ms. Alka Sawhney (DIN: 07421366), who retires by rotation at this Annual General Meeting and being eligible has offered herself 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, Ms. Alka Sawhney, Director (DIN: 07421366) of the Company, who retires by rotation at the 29th Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re - appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To approve material Related Party Transactions with Mr. Anirudh Sethi, Managing Director & Ms. Vandana Sethi, relative of Director:

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 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) thereof for the time being in force), Related Party Transactions Policy of the Company, approval of the members of the Company be and is hereby accorded for the material Related Party Transactions with Mr. Anirudh Sethi, Managing Director & Ms. Vandana A Sethi, relative of Director for FY 2021-22 based on the expected consolidated value of transactions of Rs. 5 crores, which is exceeding 10% of the consolidated turnover of the Company for FY 2020-21

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

4. Increase in Authorised Share Capital 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 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force), the Authorised Share Capital of the Company be increased from the existing Rs. 9,00,00,000/- (Rupees Nine Crore only) divided into 90,00,000 (Ninety Lakhs only) equity shares of Rs. 10 each to Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore Only) equity shares of Rs. 10 each by creation of an additional 1,10,00,000 Equity Shares of the Company.

RESOLVED FURTHER THAT Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing e-forms with the Registrar of Companies) as may be required or considered necessary or incidental thereto to give effect to this resolution.”

5. Alteration in the Capital Clause of Memorandum of Association:

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for time being in force) and rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituted with following clause:

Clause V: The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore only) equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Board of Directors and/or the Company Secretary of the Company, be and are hereby severally be and are hereby severally authorised to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing e-Forms with the Registrar of Companies) as may be required or considered necessary or incidental thereto to give effect to this resolution.”

6. Issue of Equity Shares on a preferential basis by the Company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to and in accordance with the applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or reenactment(s) thereof for the time being in force (collectively, the “Companies Act”), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, “FEMA”), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into

by the Company with the BSE Limited ("BSE") and together with BSE, the "Stock Exchange" where the equity shares of the Company of face value of ₹ 10/- each ("Equity Shares") are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India ("Government of India"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), Stock Exchanges, the Registrar of Companies, Ahmedabad at Gujarat ("ROC"), the Securities and Exchange Board of India ("SEBI") and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, ROC and the Stock Exchange (hereinafter referred to as "Appropriate Authorities"), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) , in one or more tranches, up to 16,00,000 equity shares ("Equity Shares") of face value of Rs 10/- each at a price of Rs. 25/- per Equity Share, including a premium of Rs. 15/- per Equity Share each Equity share aggregating to Rs. 4,00,00,000/- (Rupees Four Crore only) under Non-Promoter Category by way of preferential allotment of equity shares to the persons mentioned herein below ("collectively referred to as **"Proposed Allottees"**") as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder."

Serial	Name	No. of shares	Amount
1	Kherunnisa Dhanani	80000	20,00,000
2	Shaikh Mohsinabanu	80000	20,00,000
3	Shaikh Farhanaj Rahil	80000	20,00,000
4	Singh Abhishek R	80000	20,00,000
5	Patel Ashaben Hitendra	80000	20,00,000
6	Rushabh Pardeep Gada	60000	15,00,000
7	Veena Hasmukh Shah	72000	18,00,000
8	Mansi Rishabh Mehta	12000	3,00,000
9	Gaurav Manocha	320000	80,00,000
10	Santosh Kumari Manocha	64000	16,00,000
11	Mulchand Kanaiylal Jain	12000	3,00,000
12	Hemlata Mulchand Jain	20000	5,00,000
13	Kanta Jain	20000	5,00,000
14	Mukesh C Jain	20000	5,00,000

15	Salve bharti Govindbhai	80000	20,00,000
16	Dhobi Tasin Ishakbhai	80000	20,00,000
17	Dhobi Hamin H	80000	20,00,000
18	Pathan JavidAkhtar G.	80000	20,00,000
19	Mansuri Yasminben S.	80000	20,00,000
20	Vimla Sawhney	200000	50,00,000
	Total	16,00,000	4,00,00,000

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to Proposed Allottees by way of a preferential issue or allotment shall inter-alia be subject to the following:

- (i) The equity shares shall be issued and allotted by the Company to Proposed Allottees in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- (ii) The equity shares to be offered, issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- (iii) The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is Monday, 9th August 2021, being 30 days prior to date on which the resolution is deemed to be passed i.e., the date of Annual General Meeting;
- (iv) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations, 2018, as amended from time to time;
- (v) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (vi) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

“RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company

before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

RESOLVED FURTHER THAT, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/ clarifications on the issue and allotment of Equity Shares, effecting any modifications to the foregoing, entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Equity Shares and listing and trading of Equity Shares, including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

7. To approve the appointment and remuneration of Ms. Vandana A Sethi as Chief Administrative Officer of the Company:

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the powers of Board of Directors under the provision of section 179 and other applicable provision of Companies Act, 2013(“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the Company be and is hereby accorded and approve the appointment and terms of remuneration as explained in explanatory statement of Ms. Vandana Sethi as Chief Administration Officer of the Company for a period of 3 years with effect from 01st September, 2021 to 31st August, 2024 upon terms and conditions set out in explanatory statement annexed to the notice convening Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of said appointments in such manner as may be agreed to between the Board of Directors and Ms. Vandana A Sethi.

8. To approve managerial remuneration of Mr. Anirudh Sethi, Managing Director:

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 197, 198 and other applicable provisions of Companies Act, 2013(“the Act”) and rules made thereunder and Schedule V thereto and Regulation 17(6)(e) of the Securities Exchange of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) consent of the Company be and hereby accorded for payment of remuneration to Mr. Anirudh P Sethi (DIN: 06864789), Managing Director of the Company on such terms and condition approved by the shareholder on 8th September, 2021, in case of inadequacy of profits in any financial year during the tenure of appointment Mr. Anirudh P Sethi (DIN: 06864789), as a Managing Director of the Company, designated as Executive Director for a period of three years with effect from 1st September, 2021 to 31st August, 2024 on the terms and conditions, as stated below.

The Company shall pay to the Managing Director in consideration of the performance of his duties as below mentioned terms and conditions.

A) Basic Salary of Rs. 4,00,000/- P.m.

B) Perquisites Allowances and Retrials: On actual basis.

<u>Particulars</u>	<u>Amount in Rs.</u>
Basic Salary	48,00,000/- P.A.
Dearness allowance	12,00,000/- P.A.
House rent allowance	--
Conveyance allowance	On actual basis
Medical Insurance	On actual basis
Income Tax(TDS)	As the provision applicable as per Income Tax Act 1961
Overtime Allowance	--
Provident Fund	As applicable under EPFO Rules
Employees State Insurance Premium	As applicable under ESIC Rules
Professional Tax	As per applicable under Professional Tax provisions
Total CTC:	60,00,000/-

C)Minimum Remuneration:-

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

RESOLVED FURTHER THAT as per the terms and conditions mentioned in explanatory statement to be approved considering the limit and provision specified under sec 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to file the necessary documents/forms with Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.”

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
Managing Director