

30TH ANNUAL REPORT (2021-22)



DIRECTORS:

Mr. Anirudh Sethi.....Managing Director
Ms. Alka Sawhney Director
Ms. Diksha Kapur..... Independent Director
Mr. Ramavatar Jain.....Independent Director
Mr. Vipulchandra P Thakkar.....Independent Director
Mr. Kiran Prakash Shah.....Whole-Time Director

: REGISTERED OFFICE :

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

: BANKERS :

ICICI BANK

: 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.

: SECRETARIAL AUDITOR :

Kuldip Thakkar & Associates
COMPANY SECRETARIES, VADODARA

: STATUTORY AUDITOR :

SHEETAL SAMRIYA & ASSOCIATES
CHARTERED ACCOUNTANTS, VADODARA

: INTERNAL AUDITOR :

AALAP PARIKH & ASSOCIATES
CHARTERED ACCOUNTANTS, VADODARA

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30th ANNUAL GENERAL MEETING

Date	Saturday, 24 th September 2022
Time	11:00 Hrs (IST)
Venue	Video Conference (VC) / Other Audio-Visual Means (OAVM) facility provided by the National Securities Depositories Limited (NSDL)



CIN: L74110GJ1992PLC093816

Regd Off: 301 Camps Corner, Opp SRP group 4 Near D Mart Makarpura, Makarpura Road, Vadodara - 390010
Web Site: www.alexanderstamps.in; Email Id.: cs.alexanderstamps@gmail.com; Contact No.: +91 265 6569067

NOTICE CONVENING 30th ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of M/s Alexander Stamps And Coin Limited (CIN: L74110GJ1992PLC093816) will be held on Saturday, 24th September, 2022 at 11:00 Hrs (IST) 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, 2022 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, 2022 including Balance Sheet as at March 31, 2022, Statement of Profit and Loss Account as at March 31, 2022 and Cash Flow Statement as at March 31, 2022 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 Mr. Kiran Prakash Shah (DIN: 08998898), 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 Kiran Prakash Shah, Director (DIN: 08998898) of the Company, who retires by rotation at the

30th 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.”

3. To appoint Statutory Auditors and fix their remuneration:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s M Sahu & Co., Chartered Accountants (Firm Registration No.: 13001W) be and are hereby appointed as the Statutory Auditors of the Company for a first term of five consecutive years, to hold the office from the conclusion of 30th AGM till the conclusion of 35th AGM of the Company, to be held in the year 2027, on such remuneration, as may be decided by the Board of Directors in consultation with the Statutory Auditors.”

SPECIAL BUSINESS:

4. 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 a Special 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 2022-23 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 2021-22.”

“RESOLVED FURTHER THAT any of the Directors of the Company, the Chief Operating Officer, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction/s with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution."

5. To appoint Mr. Vipulchandra Thakkar (DIN-09359151) as an Independent Director 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 provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013(“the Act”), and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Vipulchandra Thakkar (DIN-09359151) who was appointed as an Additional Director of the Company w.e.f 14th October 2021 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, not liable to retire by rotation, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 13th October 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and take all such steps, including but not limited to execution of all such documents, instruments and writings as may be necessary to give effect to this resolution.”

Notes & Instructions

1. In view of the outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 17/ 2020 dated 13th April 2020 and General Circular No. 14/ 2020 dated 8th April 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder and General Circular No. 02/2022 dated 5th May 2022, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 02/2021 dated 13th January 2021 and General Circular No. 20/2020 dated 5th May 2020, in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to “relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Circular”) have permitted the holding of the

Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Annual General Meeting (“AGM”) of the Company is scheduled to be held on Saturday, 24th September 2022, at 11.00 Hrs. (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process (“e-Voting”).

2. As per the provisions of Clause 3.A. II. of the General Circular No. 02/2022 dated 5th May 2022, General Circular No. 21/ 2021 dated 14th December 2021, General Circular No. 02/2021 dated 13th January 2021 read with General Circular No. 20/ 2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 4 and 5 of the accompanying notice, are considered unavoidable by the Board and hence, form part of this Notice.
3. The relative explanatory statement pursuant to Section 102 of the Act, in regard to the business as set out in item nos. 4 and 5 above and other details as required to be given is annexed.
4. PURSUANT TO THE PROVISIONS 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 AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM AND PARTICIPATE THEREAT AND CAST THEIR VOTES THROUGH E-VOTING.
5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/ OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at office.cskuldip@gmail.com with a copy marked to evoting@nsdl.co.in and cs.alexanderstamps@gmail.com. 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.

6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. 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.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ("NSDL") e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on Saturday, 17th September 2022 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.
9. MCA and SEBI have allowed sending soft copies of the Annual Report. Therefore, the Annual Report has been sent via email to all those Members who have registered their email IDs with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as at Friday, 19th August 2022.
10. The Notice convening the AGM and the Annual Report for FY 2021-22 has been uploaded on the website of the Company at www.alexanderstamps.in and can also be accessed from the relevant section of the websites of the Stock Exchange i.e., BSE Limited ("BSE") at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
11. 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, 19th Sep 2022 to Saturday, 24th Sep 2022 (both days inclusive) for the purpose of 29th AGM of the Company.
12. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
15. Shareholders are requested to address all communications relating to the shares and related matters to the Company's RTA at the address provided below:

M/s. MCS Share Transfer Agent Limited

1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara – 390007, Gujarat, India.

Ph:- 0265-2314757 Fax:- 0265-2341639

Email ID: helpdeskbaroda@mcsregistrars.com

Website: www.mcsregistrars.com

16. 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.alexanderstamps.in (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
17. The format of the Register of Members prescribed by the MCA under the Act, requires the Company/ RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website www.alexanderstamps.in (under 'Investor Relations' section). Members holding shares in physical form are requested to submit the filled in form to the Company or RTA in physical mode, after restoration of normalcy, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
18. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

19. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at cs.alexanderstamps@gmail.com.
20. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to cs.alexanderstamps@gmail.com up to the date of the AGM.
21. To facilitate Members to receive this notice electronically and cast their vote electronically, the Company has made arrangement with NSDL for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address were requested to provide their e-mail address to the RTA/ NSDL, on or before 17:00 Hrs. (IST) on Friday, 16th September 2022. In addition, the Company has intimated its shareholders about updating the email IDs through a newspaper publication, its website cs.alexanderstamps@gmail.com and through the website of BSE Limited i.e. www.bseindia.com.
22. After successful submission of the e-mail address, NSDL will e-mail a copy of the Annual Report for FY 2021-22 along with the remote e-Voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to cs.alexanderstamps@gmail.com or evoting@nsdl.co.in.
23. For permanent registration of e-mail address, Members are requested to register their e-mail address, in respect of electronic holdings, with their concerned DP and in respect of physical holdings, with the RTA.
24. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP/ RTA to enable servicing of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.
25. This AGM Notice is sent by e-mail to the Members who have registered their e-mail address with the Depositories/ the DP/the Company's RTA/the Company, on or before 17:00 Hrs. (IST) on Friday, 19th August 2022.
26. Process and manner for Members opting for e-Voting is, as under:
 - I. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.