



ALEXANDER

STAMPS & COINS LTD.

26TH

ANNUAL

REPORT

(2017-18)



ALEXANDER STAMPS AND COIN LIMITED

(Formerly Known as Rudraksh Cap Tech Limited)

CIN No: L74110GJ1992PLC093816

REGD. OFFICE: 301 CAMPS CORNER, OPP. SRP GROUP 4 NEAR D MART MAKARPURA,
MAKARPURA ROAD, VADODARA GUJARAT 390010, INDIA

Email: rudrakshcaptech@gmail.com, website: www.alexanderstamps.com

Contact No. [0265-6569067]

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of M/s Alexander Stamps And Coin Limited (CIN: L74110GJ1992PLC093816) [Formerly known as Rudraksh Cap Tech Limited] will be held at the Registered Office of the Company situated at 301 Camps Corner, Opp. SRP Group 4 Near D Mart Makarpura, Makarpura Road, Vadodara Gujarat 390010, India on Friday, 14th September, 2017 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 2018, the statement of Profit and Loss for the financial year ended on that date, notes forming part thereof 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.

SPECIAL BUSINESS:

Item No.3

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 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company, be and is hereby increased, from Rs. 7,20,00,000 (Rupees Seven Crore Twenty Lacs Only) consisting of 72,00,000 Equity shares of Rs.10/- each to Rs. 9,00,00,000 (Rupees Nine Crore Only) consisting of 90,00,000 (Ninety Lacs Only) Equity shares of Rs.10/- each ranking paripassu in respect of existing Equity Shares of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Anirudh Praduman Sethi (DIN: 06864789), Director the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Gujarat."

Item No.4

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, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment

thereof) and the rules framed thereunder, Clause V of the Memorandum of Association of the Company, be and is hereby substituted with the following clause.

V. The Authorized Share capital of the Company is Rs. 9,00,00,000 divided into 90,00,000 Equity Shares of Rs. 10/- each.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Anirudh Praduman Sethi (DIN: 06864789), Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies Gujarat.”

Item No.5

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

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.10/- (Rupee Ten only) each credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (one) equity share for every 5 (five) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as determined by the Board.

RESOLVED FURTHER THAT, the Board/Committee, be and is hereby, authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

Item No.6

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 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications

or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors); the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company such that the existing Clause III A of the MOA of the Company be altered by replacing and substituting the same with the following new clauses viz. Clause III (a) as under ;

"The Company is in the business of philatelic and numismatic activities. The Company is one of the leading organizations which are dealing in philatelic and numismatic activity. The stamps which company possessed rare collections and collected by various Philatelists. People can also place order from the website to purchase these precious assets at predetermined prices fixed by the Company from time to time.

In addition to this Company is also have its own gallery wherein Company will place exhibition on various stamps and other related literature which includes exhibition on Mahatma Gandhi's Stamps issued by the Government of India from time to time. Keeping in view of the Company have suitable place in Vadodara city. However, Company is also in round of discussion with various Philatelists and other organization to have various exhibitions to promote philatelic activity in our nation. In addition to the above company will now deal with Heady craft items business in India or elsewhere
"

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 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 08th September, 2018 to 14th September, 2018 (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 13th 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 26th Annual General Meeting. 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 MCS Share Transfer Agent Ltd., the Registrar & Transfer Agent, 1st Floor, Neelam Apartment, 88 Sampatrao Colony, Above Chhapan Bhog, Alkapuri, Vadodara, Gujarat 390007 Email:- helpdeskbaroda@mcsregistrars.com, 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 08th September, 2018 (09:00 A.M.) and ends on 14th September, 2018 (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 07th September, 2018, 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
- 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 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:

For Members holding shares in Demat Form and Physical Form	
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"> 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.
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)	<ul style="list-style-type: none"> 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 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
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com

The Company has appointed Mr. Divyesh Patel, Company Secretary 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. MCS Share Transfer Agent 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 MCS Share Transfer Agent 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, M/S. MCS Share Transfer Agent Ltd 1flr, Neelam Apartment, 88 Sampatrao Colony, Above Chhapan Bhog, Alkapuri, Vadodara, Gujarat 390007, 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 M/S. MCS Share Transfer Agent 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. M/S. MCS Share Transfer Agent Ltd 1flr, Neelam Apartment, 88 Sampatrao Colony, Above Chhapan Bhog, Alkapuri, Vadodara, Gujarat 390007, Gujarat.
16. The notice of the 26th 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 2017-18 are being sent by permitted mode.
17. Members may also note that the notice of the 26th AGM and the Annual Report 2017-18 will be available on the company's website, www.alexanderstamps.com

**By Order of the Board,
For Alexander Stamps and Coin Limited.
Anirudh Praduman Sethi**

**Date: 21st August, 2017
Place: Vadodara**

**Director
& Chairman of the Meeting
(DIN: 06864789)**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS NO. 4

The present authorized share capital increased from Rs. 7,20,00,000 (Seven Crores Twenty Lacs Only) consisting of 72,00,000 ((Seventy Two Lacs Only) Equity shares of Rs.10/- each to Rs. 9,00,00,000 (Nine Crore Only) consisting of 90,00,000 (Ninety Lacs Only) Equity share Rs. 10 Each Considering present bonus issue of shares as set out in the item no. 4 of this notice board recommended to the shareholders of the Company to increase the authorized capital of the Company.

None of the Directors, manager, key managerial personnel of the Company, and any relatives of such director, manager, key managerial personnel are in any way concerned or interested in this Resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends passing of the resolution as set out at item No. 4 of the notice.

SPECIAL BUSINESS NO. 5

The equity shares of the Company are listed on BSE Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares in the Market. The market price of the Company's shares has also increased significantly. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on 21st August 2018, considered it desirable to recommend issue of Bonus shares in the ratio of 1:5 subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus shares by capitalization of reserves is authorised by the existing Articles of Association of the Company as well as the proposed amended Articles of Association of the Company in conformity with the Companies Act, 2013.

The draft of the revised Memorandum of Association reflecting the said change is available for inspection by the members at the registered office of the Company on all working days.

Details of the Share capital of the Company before and after bonus share are as follows:

Particulars	Issued, subscribed and paid-up share capital		
	No. of equity shares	Face Value	Total Amount
At present	72,00,000	Rs. 10/-	Rs. 7,20,00,000
After issue of bonus shares	86,40,000	Rs. 10/-	Rs. 8,64,00,000

None of the Directors, Key Managerial Personnel of the company or their relative is in any way concerned or interested in the proposed resolutions except to the extent of their holding, if any, in the Company.

Accordingly, the Board commends passing of the resolution set out at Item No 5 for approval of the Members.

SPECIAL BUSINESS NO. 6

Upon enactment of the Companies Act, 2013, ("Act") the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

As per the Companies Act, 2013, a Company can have only following objects clause in its Memorandum of Association.

- The objects to be pursued by the company on its incorporation i.e. main objects.
- Matters which are necessary for furtherance of the main objects.

It is proposed to amend the Main objects of the Company partially to align the same with the present business activities and would include matters which are necessary for furtherance of main objects in Clause IIIA.

Accordingly, the existing Clause III A of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III A with new numbering of the clauses as per the Memorandum of Association as submitted before the meeting and more particularly enumerated in the resolution.

The Board of Directors at their meeting held on 21st August, 2018 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company.

The Board recommends for approval by the members the resolution as set out at Item No. 6 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 6 of the Notice.

The Memorandum and Articles of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 9:00 a.m. to 6:00 p.m. at the Registered and Corporate office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered and Corporate office and also at the Meeting.

**By Order of the Board,
For Alexander Stamps and Coin Limited.
Anirudh Praduman Sethi**

**Date: 21st August, 2018
Place: Vadodara**

**Director
& Chairman of the Meeting
(DIN: 06864789)**