

Corporate Governance Report for the year ended on 31st March 2019

Company Philosophy:

We continue to believe that good corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. Company is a listed company. The Company has complied with in all material respect with the features of corporate governance as specified in the Listing Agreement. The securities are being regularly traded at BSE Limited, Bombay.

Board of Directors:

Category	No. of directors
Non-Executive & Independent Directors including the Chairman*	3
Other Non-Executive Directors	-
Executive Director (CEO & Managing Director)	1
Total	4

** Mr. Ramavatar Jain Appointed dated 19.11.2018*

The Chairman of the Board is an Executive Director.

As required under Section 149(3) of the Companies Act, 2013, Ms. Alka Sawhney, a lady Director, has been appointed as an Independent Director on the Board.

Other Relevant details of Directors:

Name of Director	Date of Appointment	Category	No. of Directorship (s) held in Indian public & private Limited Companies (Including Eduworth)	Committee(s) position (including Eduworth)	
				Member	Chairman
Mr. Anirudh Praduman Sethi	14.05.2017	Executive Director	1	1	0
Mr. Satish Shetty Korogappa	08.10.2014	Independent Director	1	3	3
Ms. Alka Sawhney	02.01.2016	Non-Executive Director	1	3	0
Mr. Ramavatar Jain	19.11.2018	Independent Director	1	3	0

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
02.06.2018	3	3
22.06.2018	3	3
21.08.2018	3	3
19.11.2018	4	4
10.12.2018	4	4
14.02.2019	4	4

Name of Director	Attendance at the Board Meetings held on						Attendance at the AGM held on 14.09.2018
	02.06.2018	22.06.2018	21.08.2018	19.11.2018	10.12.2018	14.02.2019	
Mr. Anirudh Praduman Sethi	Y	Y	Y	Y	Y	Y	Y
Mr. Satish Shetty Korogappa	Y	Y	Y	Y	Y	Y	Y
Ms. Alka Sawhney	Y	Y	Y	Y	Y	Y	Y
Mr. Ramavatar Jain	N	N	N	Y	Y	Y	N

COMMITTEES OF THE BOARD

(a) Audit Committee (mandatory committee)

The Audit Committee continued working under Chairmanship of Shri Satish Shetty Korogappa with and Ms. Alka Sawhney as co-members. During the year, the sub-committee met on four occasions with full attendance of all the members.

The composition of the Audit Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
		22.06.2018	21.08.2018	19.11.2018	14.02.2019
Ms. Alka Sawhney	Independent Director	Y	Y	Y	Y
Shri Satish Shetty Korogappa	Independent Director	Y	Y	Y	Y
Mr. Ramavatar Jain	Independent Director	N	N	Y	Y

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

- ❖ Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- ❖ Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- ❖ Review the Management Discussion & Analysis of financial and operational performance.

- ❖ Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- ❖ Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Chief Internal Auditor to get their inputs on significant matters relating to their areas of audit.

(b) Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation Committee" as the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- ❖ Succession planning of the Board of Directors and Senior Management Employees;
- ❖ Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- ❖ Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- ❖ Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- ❖ Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Remuneration Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Remuneration Meetings held on			
		22.06.2018	21.08.2018	19.11.2018	14.02.2019
Ms. Alka Sawhney	Independent Director	Y	Y	Y	Y
Shri Satish Shetty Korogappa	Independent Director	Y	Y	Y	Y
Mr. Ramavatar Jain	Independent Director	N	N	Y	Y

(c) Stakeholders' Relationship Committee (mandatory committee)

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- ❖ transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- ❖ issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;

- ❖ issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- ❖ issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- ❖ to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- ❖ to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- ❖ to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- ❖ to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- ❖ monitoring expeditious redressal of investors / stakeholders grievances;
- ❖ all other matters incidental or related to shares, debenture

The composition of the Stake holder and relationship Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Stake holder and relationship Committee held on			
		22.06.2018	21.08.2018	19.11.2018	14.02.2019
Ms. Alka Sawhney	Independent Director	Y	Y	Y	Y
Shri Satish Shetty Korogappa	Independent Director	Y	Y	Y	Y
Mr. Ramavatar Jain	Independent Director	N	N	Y	Y

During the year, NIL Compliant received from shareholders.

Independent Directors' Meeting

During the year under review, the Independent Directors met on 14th February, 2019 inter alia, to discuss:

- ❖ Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole
- ❖ Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors
- ❖ Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- ❖ All the Independent Directors were present at the Meeting.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's

functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

TERMS OF APPOINTMENT & REMUNERATION - CEO & MD

Period of Appointment	N.A.
Salary Grade	N.A.
Allowances	N.A.
Perquisites	N.A.
Retrial Benefits	N.A.
Performance Bonus	N.A.
Sign-on Amount	N.A.
Deferred Bonus	N.A.
Minimum Remuneration	N.A.
Notice Period & Severance Fees	N.A.
Other	N.A.

- ❖ Details of remuneration paid to the Directors are given in Form MGT - 9

Disclosures:

- ❖ Materially Significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

- ❖ Details of non compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on SAP-ERP and SAP-HR platforms and have a strong monitoring and reporting process resulting in financial discipline and accountability.

CEO & MD / CFO Certification

The CEO & MD and the CFO have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Company believes in "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti-Bribery & Corruption Directive" which forms an Appendix to the Code. The Code has been posted on the Company's website www.alexanderstamps.com

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

Means of Communication

i. Half yearly report sent to each shareholders registered address	No
ii. In which newspapers quarterly results were normally published	BSE Official Website
iii. Any Website where results or official news are displayed	No

No presentation made to institutional investors or to the analysts. Management Discussion & Analysis are not a part of Annual Report.

General Shareholder Information

Market Information

Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code/Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised share)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	511463	INE191N01012
The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	NA	NA

Share Price on BSE from 01.04.2018 to 31.03.2019

Month	Share Price			No. of shares traded during the month	Turnover In Rs.
	High	Low	Close		
Apr-18	18.00	13.50	17.45	131494	2113468
May-18	19.85	15.20	17.20	87257	1488720
Jun-18	19.60	15.20	19.05	92917	1608802
Jul-18	20.30	18.10	18.85	12523	244296
Aug-18	17.95	17.10	17.10	886	15592
Sep-18	16.65	11.75	13.40	88885	1232574
Oct-18	15.82	11.42	11.99	507216	6985801
Nov-18	19.48	11.02	18.73	702888	11899847
Dec-18	24.25	17.40	23.55	412365	8656063
Jan-19	24.00	18.00	18.30	1010476	20603740
Feb-19	23.10	16.55	19.35	1749188	35429948
Mar-19	19.80	12.15	12.40	845602	13122778

Performance of the Company's shares in comparison with broad-based indices as SE's Sensex:



SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

v. Dividend**a. Payment of dividend through National Electronic Clearing Service (NECS)**

The Company provides the facility for remittance of dividend to the Members through NECS. To facilitate dividend payment through NECS, Members who hold shares in Demat mode should inform their Depository Participant and such of the Members holding shares in physical form should inform the Company of the core banking account number allotted to them by their bankers. In cases where the core banking account number is not intimated to the Company / Depository Participant, the Company will issue dividend warrants to the Members.

b. Unclaimed Dividends

The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. There are no such kind of obligation to the company.

vi. Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

S. No.	Nature of Queries/Compliant	Pending as on April 01, 2018	Received during the year	Redressed during the year	Pending as on March 31, 2019
1	Compliant and resolve	00	00	00	00

vii. Reconciliation of Share Capital Audit

As stipulated by SEBI, M/s. D Patel & Associates., Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges as well as placed before the Board of Directors. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

viii. Depository Services

Members may write to the respective Depository or to Share Transfer Agent for guidance on depository services. Address for correspondence with the Depositories is as follows:

National Securities Depository Limited

Trade World, 4th Floor, Kamala Mills Compound
SenapatiBapatMarg, Lower Parel, Mumbai 400 013
Tel : 022-2499 4200
Fax : 022-2497 6351
e-mail : info@nsdl.co.in
website : www.nsdl.co.in

Central Depository Services (India) Limited

PhirozeJeejeebhoy Towers

17th Floor, Dalal Street, Mumbai 400 023

Tel : 022-2272 3333

Fax : 022-2272 3199

e-mail : investor@cdslindia.com

website : www.cdslindia.com

ix. Update Address/ E-Mail Address/Bank Details

To receive all communications/corporate actions promptly, members holding shares in dematerialised form are requested to please update their address/email address/bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

X. Electronic service of documents to members at the registered email address:

As a responsible corporate citizen, your Company has been continuously supporting the “Green Initiatives” taken by the Ministry of Corporate Affairs, Government of India (MCA) and Securities and Exchange Board of India (SEBI).

Accordingly, in respect of Members / Members who have registered their email addresses, the Company have been dispatching all documents vide electronic form since May 2011.

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rule provides that advance opportunity should be given at least once in a financial year to the Members / Members for registering their email address and changes therein, as may be applicable. Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members / members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes. As regards Members / Members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to Members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors’ Report, Auditors’ Report and any other future communication (hereinafter referred as “documents”) in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter “registered email address”) and made available to us, which has been deemed to be the member’s registered email address for serving the aforesaid documents. To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/ updated from time to time. We wish to reiterate that Members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and Members holding shares in physical form have to write to our RTA, M/s MCS Share Agent Limited, Vadodara at their specified address, so as to update their registered email address from time to time.

Please note that the Annual Report of the Company will also be available on the Company’s website www.dicabs.com for ready reference. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the member, any time, as a member of the Company.

Dematerialization of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialized form as on March 31, 2019 is given below:

Particulars	No. of Shares	Percentage
Physical Segment	6,07,319	7.03%
Demat Segment		
NSDL	45,15,096	52.26%
CDSL	35,17,585	40.71%
Total	86,40,000	100.00%

Name, designation & address of Compliance Officer/Director:

Shri Anirudh Sethi

Director

M/s Alexander Stamps and Coin Limited

301 Camps Corner, Opp SRP group 4 Near D Mart Makarpura,

Makarpura Road, Vadodara - 390010

Mail Id: rudrakshcaptech@gmail.com

Contact No.: 0265-6569067

Distribution of Shareholding as on March 31, 2019

Sr. No.	Shares – Range		Number of Shareholders	% of total Shareholders	Total shares for the Range	% of Issued capital
	From	To				
1	001	500	1367	52.60	233247	2.70
2	501	1000	373	14.35	273508	3.17
3	1001	2000	299	11.50	430779	4.99
4	2001	3000	137	5.27	342953	3.97
5	3001	4000	102	3.92	366205	4.24
6	4001	5000	105	4.04	478743	5.54
7	5001	10000	107	4.11	760085	8.80
8	10001	50000	87	3.34	1829041	21.17
9	50001	100000	12	0.46	877949	10.16
10	100001	*****	10	0.38	3047490	35.27
Total			2599	100.00	8640000	100.00

Shareholding Pattern as on March 31, 2019

Particulars	No. of shares held	%
INDIAN PUBLIC	7722391	89.38
HINDU UNDIVIDED FAMILY HUF	306489	3.55
NRIs WITH REPATRIATION BENEFITS	111388	1.29
NRIs WITHOUT REPATRIATION BENEFITS	5667	0.07
OTHER BODIES CORPORATES	494065	5.71

Statement showing Shareholding of more than 1% of the Capital as on March 31, 2019

Sr. No.	Name of the shareholders	No. of Shares	Percentage of Capital
1.	Alka Sawhney	980014	11.34
2.	Anirudh Praduman Sethi	969147	11.22
3	Vineet Dubey	215092	2.49
4.	Edelweiss Broking Ltd	191514	2.22

5.	Niklesh Kanaiyabhai Kahar	126944	1.47
6.	Sonia Devi Mosun	124618	1.44
7.	Khushbu Mosun	124554	1.44
8.	Hemlata Rohitkumar Pandya	107220	1.24
9.	Sanjay Mosun	106867	1.24
10.	Vasudeo Rajendra Deshpabhu	101520	1.18

General Body Meetings

Particulars of last three Annual general meetings

26 th Annual General Meeting	
Date & Venue	14 th September, 2018
Time	11:00 PM
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:	
<p>"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.</p> <p>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."</p>	
Item No.4	
To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution	
<p>"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.</p> <p><i>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.</i></p> <p>"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."</p>	
Item No.5	
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:	
<p>"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</p>	

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

25 th Annual General Meeting	
Date & Venue	30 th September, 2017
Time	03:00 PM
SPECIAL BUSINESS NO. 3	
In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within the period specified under section 96 (1) of the Act, after three years from the date of commencement of the Act.	
M/s. Mayur M Shah & Associates, Chartered Accountants, existing statutory Auditors of the Company have been in office for more than 10 years and in compliance with the provisions of the Act, the Company has to appoint a new auditor in their place. Accordingly, the Board of Directors, at their meeting held on 14th August, 2017, have, subject to approval of shareholders in the forthcoming AGM, approved the appointment of M/s. Sheetal Samriya & Associates,	

Chartered Accountants Vadodara, (Firm Registration No.: 011478C), as the Statutory Auditors of the Company, in place of M/s. Mayur M Shah & Asso., Chartered Accountants, to hold office from the conclusion of this 25th AGM until the conclusion of 30th AGM of the Company, subject to ratification by the Members at every AGM.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way, whether financially or otherwise, concerned or interested in the said resolution.

The Board of Directors recommend the ordinary resolution as set out in item no. 3 of the Notice for approval of members.

SPECIAL BUSINESS NO. 4 & 5

The present authorized share capital increased from Rs. 6,00,00,000 (Six Crores) consisting of 60,00,000 (Sixty Lacs Only) Equity shares of Rs.10/- each to Rs. 7,20,00,000 (Seven Crores Twenty Lacs Only) consisting of 72,00,000 (Seventy Two Lacs Only) Equity share Rs. 10 Each Considering present bonus issue of shares as set out in the item no. 5 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 & 5 of the notice.

SPECIAL BUSINESS NO. 6

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

24 th Annual General Meeting	
Date & Venue	29 th September, 2016
Time	11:00 AM
Special Business:	
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 29th September, 2016 to 28 th 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”	
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 29th September, 2016 to 28th 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"

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 29th September, 2016 to 28th 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"

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 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."

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”

Extra Ordinary general Meeting	
Date	24 th April, 2017
Time & Venue	9:15 AM , Vadodara
<p>SPECIAL BUSINESS: PREFERENTIAL ISSUE AND ALLOTMENT OF EQUITY SHARES “RESOLVED THAT pursuant to the provisions of Section 42, 62 of Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, circulars, press notes, clarifications issued by Foreign Investment Promotion Board, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI ICDR Regulations”), and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), or any other statutory authorities, institutions and bodies, enabling provisions of the Memorandum and Articles of Association of the Company and the listing obligation and disclosure regulation and listing agreement entered into between the Company and BSE Limited (together “Stock Exchange”), where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/ or sanctions if any, of SEBI, the Stock Exchanges, RBI, Foreign Investment Promotion Board (FIPB), Central Government, Registrar of Companies and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to by the Board of Directors of the Company or duly constituted committee of the Board (hereinafter referred to as the “Board”/“Committee” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder) the consent, authority and approval of the members of the Company be and is hereby accorded to the</p>	

Board to offer, issue and allot upto an aggregate of 7,50,000 Equity shares of Rs. 10 each of the Company for other than cash, at an exercise price of Rs. 121 per share aggregating upto Rs. 9,07,50,000 (Rupees Nine Crores Seven Lacs Fifty Thousand Only), (Rs. 10 face value and Rs. 111 premium per equity shares) ranking parripassu with the existing equity shares of the Company, to following independent investor of the Company ("Allottees") on preferential allotment basis, for the consideration other than cash in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations and the Companies Act, 2013 (as applicable), at such time or times and on such terms and conditions and in such manner as may be decided by the Board/Committee in this regards:

Sr. No.	Name of Proposed Allottees	Number of Equity shares	Category	Name of beneficiary
1	Ms. Alka Sawhney	7,50,000	Non-Promoter	N.A.

RESOLVED FURTHER THAT the Exercise Price of the shares has been calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. The "Relevant Date" for the determination of issue price of the Equity shares issued on preferential basis, is 24th March, 2017 (As the 30th day prior to date of the proposed Extraordinary General Meeting falls on a weekend, the day preceding the weekend has been reckoned to be the relevant date.). The Relevant Date is 30 days prior to the date of the Extraordinary General Meeting which is proposed to be held on 24th April, 2017.

RESOLVED FURTHER THAT the issue of Equity Shares shall be subject to the following terms and conditions:

- The Shares shall be allotted within a period of 15 days from the date of receipt of shareholders' approval for the preferential allotment of Equity Shares, provided that where the allotment of the said Shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;
- The equity shares allotted on preferential basis to investor will be subject to lock-in for a period of 1 year respectively from the date of trading approval or as required under SEBI ICDR;
- The Equity shares created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The equity shares issued on preferential basis shall rank paripassu with the existing equity shares of the Company in all respects; and
- The equity holder(s) shall, on or before the date of allotment of shares, deliver all the assets sold by them/her to the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the equity shares on preferential basis, the Board be and are hereby authorised to take necessary steps to give effect to this resolution and to do all such acts, deeds, matters and things as it may in their absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaison with appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of equity shares arising on preferential basis, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the equity shares.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and they are hereby approved, ratified and confirmed in all respects."

Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
1 st Quarter	22.06.2018
2 nd Quarter	21.08.2018
3 rd Quarter	19.11.2018
4 th Quarter	14.02.2019

E-Voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 10th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

FINANCIAL CALENDAR 2019:

AGM – Date, time and venue	27 th Annual General Meeting, Date: 27.09.2019 Time: 02:00 PM
Venue	301 Camps Corner, Opp SRP group 4 Near D Mart Makarpura, Makarpura Road, Vadodara Vadodara GJ 390010 IN
Financial Year	01 st April, 2018 to 31 st March, 2019
Book Closure Date	24.09.2019 to 27.09.2019 (Both days Inclusive)
Dividend Payment Date	NA
Listing of Eq. shares on stock exchanges.	BSE Limited
Stock Code	511463
Registrar & Transfer Agents	MCS Shares Tranfer Agent Limited

For and on behalf of the Board

Place : Vadodara
Date : 19.08.2019

(Mr. Anirudh Sethi)
Chairman & Director of the Company

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
the Members of
Alexander Stamp and Coin Limited
301 Camps Corner,
Opp SRP group 4
Near D Mart Makarpura,
Makarpura Road,
Vadodara – 390010
Gujarat

I have examined the compliance of conditions of Corporate Governance by Alexander Stamps and Coin Limited ("the company") for the year ended 31 March 2019, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the company with the Stock Exchanges for the period April 01, 2015 to November 30, 2015 and as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of Listing Regulations for the for the period 01.04.2018 to 31.03.2019.

The compliance of conditions of corporate governance is the responsibility of the Management. My examination was limited to the procedure and implementation process thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of Company.

In my opinion and to the best of my information and according to the explanations and information furnished to me and representation made by the Directors and the Management, I certify that Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations, as applicable.

It is further stated that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For D Patel & Associates
Company Secretary in Practice**

**Date: 19.08.2019
Place: Vadodara**

**Divyesh Patel
ACS: 33921
CP No.: 15027**