

Regd Off : 301 Camps Corner , Opp SRP Group 4, Near D Mart Makarpura, Baroda 390010, Gujarat ,India. 02656569067,

CIN L656910G11992PLC093816, www.alexanderstampsandcoin.com, Email-rudrakshcaptech@gmail.com

**PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS
OF ALEXANDER STAMPS AND COIN LIMITED HELD ON 24th April, 2017 AT 09.15
AM, AT REGISTERED OFFICE OF THE COMPANY.**

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Directors Present:

1. Shri Anirudh Praduman Sethi - Director
2. Shri Satish Shetty Korogappa- Director
3. Shri Semwal Govindram Dhanesh- Director

Attendance:

1. Shri Divyesh Patel – Scrutinizer for the E-voting and Poll Process

Chairman of the Meeting:

Ms. Arati Govindbhai Salve proposed that Shri Anirudh Praduman Sethi will chair the Meeting, which was seconded by Shri Sharad M Parmar. The proposal was unanimously approved by show of hands, by the members present where upon Shri Anirudh Praduman Sethi the Chair.

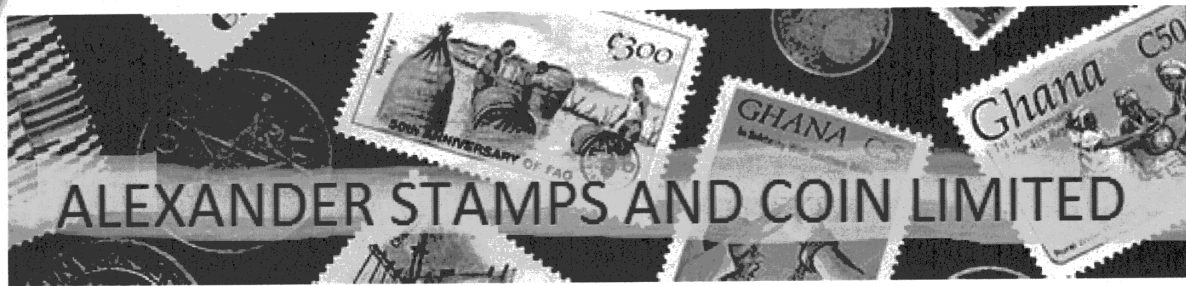
Quorum:

Requisite Quorum being present, the Chairman then declared the meeting open. Shri Anirudh Praduman Sethi, Chairman welcomed all the members, Nominees and Directors.

Notice:

With the permission of the Members present, the Notice of the Extra-Ordinary General Meeting of the Company (EOGM) was taken as read.

The Chairman briefed the basis of purpose of convening of the Meeting and explained in detail, company's present structure of fund raising for the purpose of acquisition of various stamps. Further, chairman also explained to the members about Company's future growth plans for better understanding and clarity to the members.



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The Chairman stated that electronic voting facility was provided to the Members, in the manner as prescribed under the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, to exercise and cast their vote between 20th April, 2017 (11:00 a.m.) and ends on 23rd April, 2017 (5:00 p.m.), in the proportion to their shareholding as on the cut-off date i.e. 14th April, 2017, and that the members who were present in the EOGM and eligible to vote were also given an opportunity to vote in proportion to their shareholding, through voting by poll. He also requested the members that the shareholders, who had already cast their votes through e-voting, and were present in this meeting, either personally or through proxies, should not participate in the poll. In case of such shareholders, again cast their vote, in this matter, the voting done through e-voting shall prevail and their ballots will be treated as invalid.

He then informed the Members that the Scrutinizer for the electronic voting Shri Divyesh Patel, Practicing Company Secretaries, appointed for independently carrying out the electronic voting in a fair and transparent manner, had submitted his report on the electronic voting to him before the EGM.

Thereafter, the Chairman ordered the poll on resolution as set out in item no. 1 of the Notice of the EOGM and requested all the Members and Proxy holders present and entitled to vote to participate in the poll.

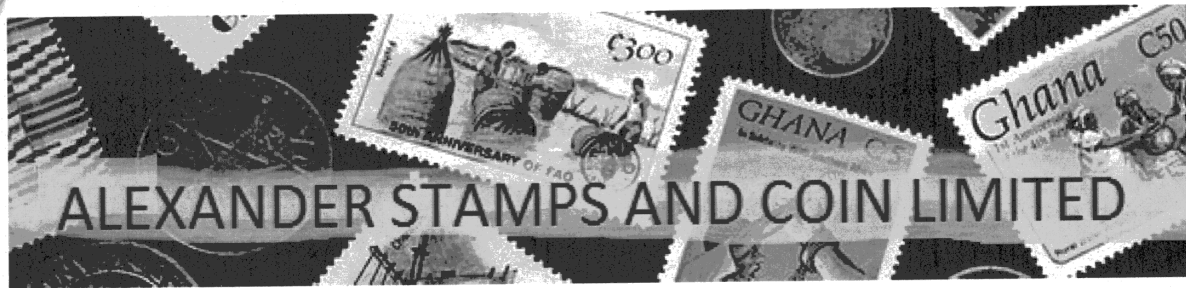
The Chairman stated that the results of voting on each resolution shall be determined by adding the votes on the poll in favour or against a resolution, with the electronic votes in favour or against the same resolution.

Upon closure of Poll, Scrutinizers took the custody of polling boxes, after ensuring that all members and proxies participating in the Poll and cast their votes.

The Meeting was then concluded with vote of thanks to the Chair.

Results of the Electronic Voting and Poll on the Business at the EGM of the Company held on Monday, 24th April, 2017.

On the basis of the Scrutinizer's Report dated 24th April, 2017 for the electronic voting, and the Scrutinizers' Report dated 24th April, 2017, for the Poll at the EGM, the Chairman announced the results of voting on 24th April, 2017, that the Resolutions as



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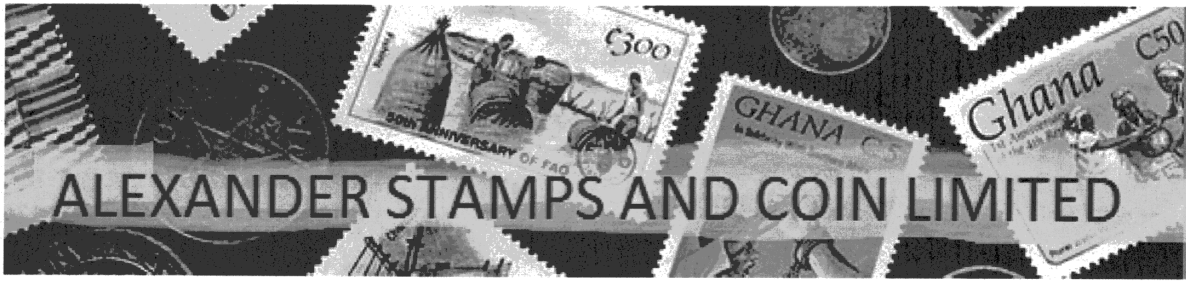
The Summary of Scrutinizer' Report for the electronic voting and Scrutinizers Report for the Poll is mentioned hereunder:

S r. N o .	Resolution No. as given in the Notice of EGM	Particulars of Votes Cast							Result Declared
		Vote Cast	Electroni c Voting		Poll		Voting Results		
			Nos. (A)	%	Nos. (B)	%	Nos. (A+B)	%	
1	Increase in Authorised capital of the Company	Favour	0	0	2188750	100	2188750	100	Approved by Requisite Majority
		Against	0	0	0	0	0	0	

The Resolution as set out in Item No. 1 in the Notice of the EGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceeding of EGM held on 24th April, 2017.

1. 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”),



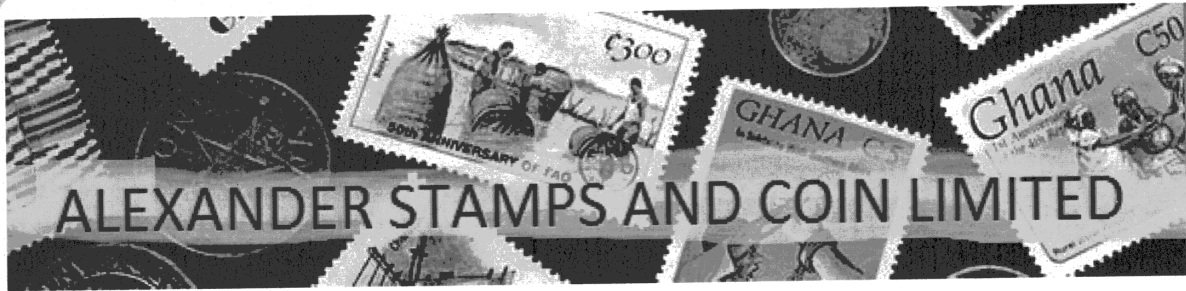
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where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/ or sanctions if any, of SEBI, the Stock Exchanges, RBI, Foreign Investment Promotion Board (FIPB), Central Government, Registrar of Companies 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 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 paripassu 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.



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

- a. 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;
- b. 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;
- c. 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
- d. 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.



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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."

2. VOTE OF THANKS

There was being no other business to transact in the meeting, meeting was concluded with vote of thanks to the Chairman.

Date: 25.04.2017

Place: Vadodara

