



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

### **NOTICE TO THE SHAREHOLDERS**

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

#### **ORDINARY BUSINESS:**

- 1. To consider and adopt the Audited Standalone Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2021 and the reports of the Board of Directors and the Auditors thereon.**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

**"RESOLVED THAT** the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 including Balance Sheet as at March 31, 2021, Statement of Profit and Loss Account as at March 31, 2021 and Cash Flow Statement as at March 31, 2021 together with Notes forming part of Accounts as audited and reported by the Auditors of the Company and the Reports of the Board, as circulated to the Members and laid before meeting, be and are hereby received, considered, approved and adopted."

- 2. To appoint a director in place of Ms. Alka Sawhney (DIN: 07421366), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Alka Sawhney, Director (DIN: 07421366) of the Company, who retires by rotation at the 29<sup>th</sup> Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re - appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

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

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

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

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

**4. Increase in Authorised Share Capital of the Company:**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- A)** Basic Salary of Rs. 4,00,000/- P.m.  
**B)** Perquisites Allowances and Retrials: On actual basis.

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

**C) Minimum Remuneration:-**

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

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

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

**Registered Office:  
301 Camps Corner,  
Opp. SRP Group 4,  
Near D Mart, Makarpura Road,  
Makarpura, Vadodara,  
Gujarat- 390014, India.**

**By Order of the Board  
For, Alexander Stamps and Coin Limited**

**SD/-**

**Anirudh Sethi  
Managing Director**



## **Notes & Instructions**

1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.

2. General instructions for accessing and participating in the 29<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.

2.1 In view of the outbreak of the COVID-19 social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circular') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 29<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 29<sup>th</sup> AGM shall be the Registered Office of the Company.

2.2 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. However, in terms of the MCA Circulars, since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 29<sup>th</sup> AGM. Institutional/ Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. In compliance with the MCA Circulars, SEBI Circulars, the relevant provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 29<sup>th</sup> AGM of the Company is being held only through VC/OAVM. Further, the Notice of the AGM along with the Integrated Annual Report for FY 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / the Registrar / Depositories.

Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

2.3 In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2.4 Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.

2.5 National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-Voting, for participation in the 29<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 29<sup>th</sup> AGM.

2.6 Members may join the 29<sup>th</sup> AGM through VC/ OAVM Facility by following the procedure as mentioned below which shall be kept open for the members from 10:45 A.M. IST i.e. 15 minutes before the time scheduled to start the 29<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 29<sup>th</sup> AGM.

2.7 The facility of participation at the 29<sup>th</sup> AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2.8 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.

2.9 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its members holding shares in physical or dematerialized form, as on the cut-off date, being Wednesday, August 25, 2021, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting").

**3.** The instructions and other information relating to e-voting are as under:

3.1 The remote e-voting period begins on Sunday, September 05, 2021 at 10:00 A.M. and ends on Tuesday, September 07, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

3.2 A person who is not a member as on the cut- off date should treat this Notice of 29<sup>th</sup> AGM for information purpose only.

**4.** The Explanatory Statement pursuant to Section 102 of the Act read with Rules setting out the material facts pertaining to the proposed special resolutions and reasons thereof are annexed for your consideration and requisite action.

**5.** The Company has received relevant disclosure/consent from the Directors seeking appointment/re-appointment.

**6.** The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [rudrakshcaptech@gmail.com](mailto:rudrakshcaptech@gmail.com) or [cs.alexanderstamps@gmail.com](mailto:cs.alexanderstamps@gmail.com).

**7.** 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 01<sup>st</sup> September 2021 to 3<sup>rd</sup> September 2021 (both days inclusive) for the purpose of 29<sup>th</sup> AGM of the Company.

**8.** The Board of Directors has appointed M/s. MCS Share Transfer Agent Limited, having office at 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara - 390007, as the Registrar and Share Transfer Agent of the Company for the Share Registry Work (Physical and Electronic).

**9.** Ms. Nishi Jaiswal, Compliance Officer of the Company, as the person responsible for the entire process of Annual General Meeting and e - voting.

**10.** The Board of Directors of the Company, vide meeting held on Thursday, the 5<sup>th</sup> day of August, 2021 has appointed Mr. Kuldip Thakkar (COP No. 22442), Practicing Company Secretary having office at 301, Galaxy Complex, 16- Vishwas Colony, Alkapuri- 390007, Vadodara, Gujarat, as the Scrutinizer for scrutinizing e-voting process in a fair and transparent manner.

**11.** The Scrutinizer will submit a consolidated Scrutinizer's Report to the Chairman/Director after the completion of scrutiny on remote e-voting as well as the venue e-voting at the Annual General Meeting on or before the 10<sup>th</sup> day of September, 2021 at 06.00 p.m. at the Registered Office of the Company at 301 Camps Corner, Opp. SRP Group 4, Near D Mart, Makarpura Road,

Makarpura, Vadodara, Gujarat- 390014, India and will also be displayed on the website of the Company [www.alexanderstamps.in](http://www.alexanderstamps.in) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

**12.** The resolution shall be deemed to be passed on the date of the Meeting, i.e., 8<sup>th</sup> day of September, 2021, subject to receipt of the requisite number of votes in favor of the Resolution.

**13.** Process for those shareholders whose email ids are not registered:

a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

b) For Demat shareholders- please provide Demat account details (NSDL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

c) The company has engaged services of MCS Share Transfer Agent Ltd., the Registrar & Transfer Agent, 1<sup>st</sup> Floor, Neelam Apartment, 88- Sampatrao Colony, Above Chhapan Bhog, Alkapuri, Vadodara, Gujarat- 390007, Email: - [helpdeskbaroda@mcsregistrars.com](mailto:helpdeskbaroda@mcsregistrars.com), as the agency to provide e-voting facility through NSDL.

**14.** In case of any queries or grievances connected with the e-voting process, Members may contact the following official:

**Nishi Jaiswal,  
Compliance Officer,  
M/s. Alexander Stamps & Coin Limited**

**301 Camps Corner, Opp. SRP Group 4, Near D Mart,  
Makarpura Road, Makarpura, Vadodara, Gujarat- 390014, India.  
Ph: 9925002682, E mail: [cs.alexanderstamps@gmail.com](mailto:cs.alexanderstamps@gmail.com)**

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:**

a) The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested

to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company i.e., 116656 will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 29<sup>th</sup> AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at [cs.alexanderstamps@gmail.com](mailto:cs.alexanderstamps@gmail.com) before 3.00 p.m. (IST) on Tuesday, 7<sup>th</sup> September, 2021. Such questions by the Members shall be suitably replied by the Company.
- (f) Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [cs.alexanderstamps@gmail.com](mailto:cs.alexanderstamps@gmail.com) between Sunday, September 5, 2021 at 10:00 A.M. and ends on Tuesday, September 7, 2021 at 05:00 P.M. Only those Members who have preregistered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### **INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM:**

##### **➤ How do I vote electronically using NSDL e-Voting system?**

**The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**

##### **○ STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

**A) Login method for e-Voting and joining virtual meeting for individual Shareholders holding securities in Demat mode:**

In terms of SEBI Circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, individual Shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat accounts in order to access e-Voting facility.

Login method for individual Shareholders holding securities in Demat mode is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="532 667 1412 1255">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="532 1310 1412 1470">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="532 1524 1412 1890">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL</li></ol>

	<p>Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest, they can login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for Shareholders other than individual Shareholders holding securities in Demat mode and Shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- 1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

**4) Your User ID details are given below:**



<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

**5) Password details for Shareholders other than Individual Shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your Demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

**6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

- a) Click on “Forgot User Details/Password” (If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8) Now, you will have to click on “Login” button.

9) After you click on the “Login” button, Home page of e-Voting will open.

○ **STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries/grievances pertaining to remote e-voting (before the AGM/during the AGM), you may refer to the Frequently Asked Questions (‘FAQs’) for shareholders and e-voting user manual for shareholders available in the ‘Downloads’ section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free number: 1800 1020 990/ 1800 224 430 or send a request at “[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).”
3. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., Saturday, 28<sup>th</sup> August 2021, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot

your password, you may reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll-free no. 1800 1020 990 /1800 224 430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Saturday, 28<sup>th</sup> August 2021, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

4. The results of the electronic voting shall be submitted to the Stock Exchanges after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts:**

The following Explanatory Statement sets out all material facts relating to the special businesses set out in the accompanying notice of the AGM dated September 08, 2021.

**Item no: 3**

As per Regulation 23(4) of SEBI LODR Regulations, 2015, approval of the shareholders through ordinary resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Mr. Anirudh Sethi is Managing Director and Ms. Vandana A Sethi is a relative of Director of Alexander Stamps and Coin Limited and both are the following under the definition of related party related with the Company as per the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015.

The Board of Directors are be and hereby proposed to approve transaction limits upto ₹ 5 cr with both the related parties for the FY 2021-22 which is likely to be more than 10% of consolidated turnover of the Company for FY 2020-21 amounting to ₹ 75,99,000/-, therefore, approval of shareholders is required. The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders.

**Item no: 4**

With a view to issue equity shares through preferential issue of the Company, it is proposed to increase the existing Authorised Share Capital of the Company from ₹ 9 Crore to ₹ 20 Crore.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, the consent of the Shareholders of the Company is required to the proposed increase in the authorised share capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held on August 5<sup>th</sup> 2021 has proposed to increase the Authorised Share Capital of the Company and seeks the approval of members for the same.

None of the Directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 4 of the Notice.

**Item No.: 5**

In order to reflect the increase Authorised Share Capital of the Company, and in order to confirm to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company is required to be amended.

A draft of the amended Memorandum of Association of the Company with the following Clause V is being circulated herewith:

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

Pursuant to Section 13 of the Companies Act, 2013, the alteration of the Memorandum of Association of the Company requires the approval of Members of the Company and accordingly the Board now seeks the approval of members for the same by way of passing a special resolution.

None of the Directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 5 of the Notice.

**Item No.: 6**

In order to meet funding requirements for the Company's and its business expansion plans and for general corporate purpose, the Board of Directors of the Company in its meeting held on August 05<sup>th</sup>, 2021 accorded its approval for raising funds through issuance of Equity Shares for an aggregate amount upto Rs. 5 Crore to the proposed allottees as set out below ("proposed allottees") on a preferential basis by way of private placement subject to approval of the members of the Company.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members. The Board of Directors of the Company at their meeting held on August 5<sup>th</sup>, 2021 had approved the issue of Equity Shares and accordingly proposes to issue and allot in aggregate and upto 16,00,000 Equity Shares at a price of Rs. 25/- per Equity Share, including a premium of Rs. 15/- per Equity Share aggregating to Rs. 4,00,00,000/- (Rupees Four Crore only) to the following allottees who do not form part of the promoter / promoter group:

<b>Serial</b>	<b>Name</b>	<b>No. of shares</b>	<b>Amount</b>
1	Kherunnisa Dhanani	80000	20,00,000
2	Shaikh Mohsinabanu	80000	20,00,000
3	Shaikh Farhanaj Rahil	80000	20,00,000
4	Singh Abhishek R	80000	20,00,000
5	Patel Ashaben Hitendra	80000	20,00,000

6	Rushabh Pardeep Gada	60000	15,00,000
7	Veena Hasmukh Shah	72000	18,00,000
8	Mansi Rishabh Mehta	12000	3,00,000
9	Gaurav Manocha	320000	80,00,000
10	Santosh Kumari Manocha	64000	16,00,000
11	Mulchand Kanaiylal Jain	12000	3,00,000
12	Hemlata Mulchand Jain	20000	5,00,000
13	Kanta Jain	20000	5,00,000
14	Mukesh C Jain	20000	5,00,000
15	Salve bharti Govindbhai	80000	20,00,000
16	Dhobi Tasin Ishakbhai	80000	20,00,000
17	Dhobi Hamin H	80000	20,00,000
18	Pathan JavidAkhtar G.	80000	20,00,000
19	Mansuri Yasminben S.	80000	20,00,000
20	Vimla Sawhney	200000	50,00,000
	<b>Total</b>	<b>16,00,000</b>	<b>4,00,00,000</b>

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, offer, issue and allot, Equity Shares by way of preferential allotment to the proposed allottees.

The Equity Shares issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and shall rank pari passu inter se and with the then existing equity shares of the Company in all respects, including in relation to dividend.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 6 are as follows:

**a) The objects of the preferential issue:**

The object(s) of the preferential issue is to meet funding requirements for the Company's and its business expansion plans and for general corporate purpose

**b) Type and number of securities to be issued:**

It is proposed to issue and allot in aggregate and upto 16,00,000 Equity Shares at a price of Rs. 25/- per Equity Share including premium of Rs. 15/- per Equity Share, aggregating to Rs. 4,00,00,000/- (Rupees Four Crore only) to proposed allottees. The Equity Shares proposed to

be issued shall rank pari passu inter se and with the then existing equity shares of the Company in all respects, including in relation to dividend.

**c) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to entity and individuals which does not form part of Promoter & Promoter group.

**d) Basis on which the price has been arrived at:**

The equity shares of Company are listed and frequently traded on Stock Exchanges, viz., BSE Limited in accordance with SEBI (ICDR) Regulations, 2018.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 the price at which equity shares shall be allotted shall not be less than higher of the following:

(a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date;

or

(b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 25/- per Equity Share (including premium of Rs. 15/- per Equity Share), which will not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the SEBI (ICDR) Regulations, 2018.

**e) Relevant Date:**

The "Relevant Date" in accordance with SEBI (ICDR) Regulations would be August 09, 2021 being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Equity Shares.

**f) Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

Ms. Vimla Sawhney, mother of Alka Sawhney, one of the Directors / Key Managerial Personnel of the Company, intends to subscribe upto 2,00,000 Equity Shares pursuant to this preferential issue. Save for this, none of the promoters / directors or Key Managerial Personnel of the Company intend to subscribe to this preferential issue

**g) Equity Shareholding Pattern of the Company before and after the Preferential Issue:**

Sr .	Category	Pre-issue		Issue of Shares	Post-issue	
		Shares	%		Shares	%
A	Promoters' holding			16,00,000		
1	Indian					
	Individuals	9,69,147	11.22		9,69,147	9.46
	Body corporates	-	-			
2	Foreign	-	-			
	Sub-total (A)	9,69,147	11.22		9,69,147	9.46
B	Non promoters' holding					
1	Institutional Investors	-	-			
2	Non-institutional investors					
	Body corporates	98,919	1.14		98,919	0.97
	Directors & relatives	2,80,995	3.25		2,80,995	2.74
	Indian Public	1,97,456	2.28		17,97,456	17.55
	Others (including NRIs)	70,93,483	82.10	70,93,483	69.27	
	Sub-total (B)	76,70,853	88.78	92,70,853	90.54	
	<b>GRAND TOTAL</b>	<b>86,40,000</b>	<b>100.00</b>	<b>1,02,40,000</b>	<b>100.00</b>	

Note:-

(i) The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.



(ii) The pre-issue shareholding pattern is as on July 31, 2021 as the notice was approved as on August 5, 2021.

**h) Proposed time frame within which the preferential issue shall be completed:**

As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

**i) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:**

All the proposed allottees are individuals and the respective proposed allottees are the beneficial owners of the Equity Shares proposed to be allotted. Name of proposed allottees and the percentage of post preferential offer capital that may be held by them:

Serial	Name	Pre-issue		Issue of Shares	Post Issue	
		Shares	%		Shares	%
1	Kherunnisa Dhanani	-	-	80000	80000	0.78
2	Shaikh Mohsinabanu	-	-	80000	80000	0.78
3	Shaikh Farhanaj Rahil	-	-	80000	80000	0.78
4	Abhishek R Singh	-	-	80000	80000	0.78
5	Ashaben H Patel	-	-	80000	80000	0.78
6	Rushabh Pradeep Gada	-	-	60000	60000	0.59
7	Vina Hashmukh Shah	-	-	72000	72000	0.70
8	Mansi Rishabh Mehta	11,800	0.14	12,000	23,800	0.23
9	Gaurav Manocha	89,870	1.04	3,20,000	4,09,870	4.00
10	Santosh Kumari Manocha	-	-	64000	64000	0.63
11	Mulchand Kanaiylal Jain	-	-	12000	12000	0.12

12	Hemlata Mulchand Jain	-	-	20000	20000	0.20
13	Kanta Jain	-	-	20000	20000	0.20
14	Mukesh C Jain	-	-	20000	20000	0.20
15	Bharti Govindbhai Salve	-	-	80000	80000	0.78
16	Tashin Ishakbhai Dhobi	-	-	80000	80000	0.78
17	Hamin H Dhobi	-	-	80000	80000	0.78
18	Javid Akhtar G Pathan	-	-	80000	80000	0.78
19	Yasminben S Mansuri	-	-	80000	80000	0.78
20	Vimla Sawhney	-	-	200000	200000	1.95
	<b>Total</b>	<b>1,01,670</b>	<b>1.18</b>	<b>16,00,000</b>	<b>17,01,670</b>	<b>16.62</b>

There shall be no change in management control of the Company pursuant to the issue of equity shares as above on preferential basis.

**j) Lock in**

The Equity Shares to be allotted to the proposed allottees including the pre-preferential allotment shareholding of the proposed allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**k) Auditor's Certificate**

The Certificate being issued by M/s. Sheetal Samriya & Associates, (Firm Registration No. 011478C), Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, will be placed before the Members at the AGM and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, upto the date of this AGM.

**l) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price – no allotment of Equity Shares were made during the past one year and hence not applicable.**

**m) Undertaking**

As required under the SEBI ICDR Regulations, wherever it is required, the Company undertakes to re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee(s) within the time stipulated under the SEBI ICDR Regulations, the Company undertakes to ensure that the Equity Shares allotted to the proposed allottee(s) is locked in till the time such amounts are paid by them

In accordance with the SEBI ICDR Regulations,

**(i)** all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;

**(ii)** No person belonging to the promoters / promoter group have sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date;

**(iii)** No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them;

**(iv)** Neither the Company nor its promoters nor directors are a willful defaulter or a fugitive economic offender; and

**(v)** valuation requirement is not applicable as the securities are proposed to be issued for cash consideration

The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolutions as set out at Item 6 as a special resolution.

Ms. Vimla Sawhney, one of the proposed allottee in the preferential issue is close relative of Ms. Alka Sawhney, Director of the Company. As such, Ms. Alka Sawhney may be deemed to be interested to the extent of the shares proposed to be issued / allotted to Ms. Vimla Sawhney. Save for this, none of the other directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in the above referred resolutions.

**Item no. 7:**

The Members are hereby informed that the Board of Directors of the Company had, on the recommendation of the Nomination & Remuneration Committee, appointed Ms. Vandana A Sethi as the Chief Administrative Officer of the Company subject to the approval of the Members of the Company.

Considering the performance exhibited by Ms. Vandana A Sethi in the challenging market environment, expansion of businesses etc. and to bridge the compensation gap as reflected in the peer benchmarking exercise carried out by the Company, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee had proposed the monthly remuneration of Ms. Vandana A Sethi of Rs. 5,00,000/- (Rupees Five Lakh Only) effective from 01<sup>st</sup> September, 2021 to 31<sup>st</sup> August, 2024, subject to approval of the Members.

<b>SL. No.</b>	<b>Particulars</b>	<b>Response</b>
01.	Name	Ms. Vandana P Sethi
02.	PAN	CBGPS4688M
03.	Terms & Conditions of Appointment	Chief Administrative Officer  Monthly Remuneration: Rs. 5,00,000/- (Rupees Five Lakh Only) effective from 01 <sup>st</sup> day of September, 2021 to 31 <sup>st</sup> day of August, 2024.  During the tenure, Ms. Vandana P Sethi may claim reimbursement of expenses.
04.	Nationality	Indian
05.	Date of Birth & Age as on the date of Application	11.06.1974 47 Years
06.	Business Address (along with Phone, Fax and Email)	B-238, Anand Baug Society, Sussen Tarsali Ring Road, Makarpura, Vadodara-390010, Gujarat, India.
07.	Residential Address (along with Phone, Fax and Email) with supporting document	B-238 Anand Baug Society, Sussen Tarsali Ring Road, Makarpura, Vadodara-390010, Gujarat, India.
08.	Educational/professional qualifications	Bachelor of Arts & Bachelor of Education.
09.	Experience if any, in the philatelic and numismatic activities	The CAO has in-depth exposure and experience in the field of philatelic and numismatic activities for more than 10 years.

10.	Details of Remuneration for the Financial Year 2020 2021	Not applicable
11.	Designation and Date of first appointment on Board	Not applicable
12.	Relation with other Directors, Managers or Key Managerial Personnel	She is wife of the Managing Director of the Company.
13.	Number of Board Meetings attended during the a) Financial Year 2020 - 2021	Not applicable
14.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	Not applicable
15.	Memberships / Chairmanships of Committees of the Board	Not applicable
16.	Directorship and Membership of Committees of the Board in Listed entities	Not applicable
17.	Shareholding in the Company a) as on 31.03.2021	280930 Shares, 3.25%
18.	<p>Brief Resume:</p> <p>Ms. Vandana A Sethi, having rich experience of 20 years in corporate field, is a graduate from reputed University. She has vast experience and expertise in the field of Corporate Secretarial, Corporate Governance and Managerial functions and allied businesses of Non - Banking Financial Companies etc. She oversees the planning, designing and funding of new projects, with a view to directing the Group towards the optimum utilization of resources and funds.</p>	

Except Mr. Anirudh Sethi, Director of the Company and husband of Ms. Vandana Sethi, and their respective relatives, being a part of the promoter group of the Company, none of the other directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in the above referred resolutions.

The Board of Directors of the Company recommends passing of the resolutions as set out at Item 7 as a special resolution.

**Item no. 8:**

Mr. Anirudh P Sethi is the Managing Director of the Company. The company seeks the approval of the shareholders by way of special resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the Companies' rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the approval of fixation of remuneration in case of having profit or no profit or inadequacy of profit for Mr. Anirudh P Sethi as the Managing Director from 01st September, 2021 to 31st August, 2024.

The proposed remuneration and terms and conditions of Mr. Anirudh P Sethi (hereinafter referred to as the Managing Director) are as given below:

- a. The Managing Directors shall perform their duties subject to the superintendence, control and direction of the Board of Directors of the Company.
- b. In consideration of the performance of their duties, the Managing Director shall be entitled to receive remuneration as already stated in the resolution.

No directors, key managerial personnel, manager or their relatives is interested or concerned in the above resolution except Mr. Anirudh P Sethi.

The Board of Directors of the Company recommends passing of the resolutions as set out at Item 8 as a special resolution.

**By Order of the Board  
For Alexander Stamps and Coin Limited**

**SD/-  
Anirudh Sethi**

**Date: 05/08/2021**

**Managing Director**

**Place: Vadodara**