

Date: 05.12.2020

To,  
The Secretary,  
Listing Department  
BSE Limited  
P.J Towers, Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code: 531723 / 570005**

To,  
The Manager,  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza. 5th Floor, Plot No. C/1, G Block  
Bandra - Kurla Complex, Bandra (E), Mumbai-  
400051, Maharashtra.

**Symbol: STAMPEDE / SCAPDVR**

Dear Sir / Madam,

**Subject: Annual Report of the Company. Notice convening 25<sup>th</sup> Annual General Meeting ("AGM") for the Financial Year 2019-20 and Intimation of cut-off Date along with Book Closure.**

Pursuant to Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Annual Report of the Company for the Financial Year 2019-20 including Notice convening the 25<sup>th</sup> Annual General Meeting ("AGM").

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual Report of the Company for the financial year 2019-20 including Notice convening the 25<sup>th</sup> AGM has been sent to all the Members of the Company whose email addresses are registered with the Company or Depository Participant(s).

The AGM of the Company will be held on Tuesday, 29<sup>th</sup> December, 2020, at 09.00 A.M. through Video Conferencing/ Other Audio Visual Means in accordance with the aforesaid circulars.

Further, the Company has fixed Tuesday, 22<sup>nd</sup> December, 2020 as the cut-off date to ascertain the eligibility of the Members entitled to vote electronically, "Remote E-voting" and voting during the AGM.

Further, The Share Transfer Books of the Company shall remain closed from Tuesday 22<sup>nd</sup> December, 2020 to Tuesday, 29<sup>th</sup> December, 2020 (Both Days Inclusive).

The Annual Report including Notice of AGM for the Financial Year 2019-20 is also being made available on the website of the Company at:

[https://www.stampedecap.com/annualreports/Stampede\\_Annual\\_Report\\_2019-20.pdf](https://www.stampedecap.com/annualreports/Stampede_Annual_Report_2019-20.pdf)

<https://www.stampedecap.com/investorrelations.html>

We request you to take the above on your record.

Your faithfully,

**For and on Behalf of STAMPEDE CAPITAL LIMITED**

**Abhishek Jain**  
Digitally signed by Abhishek Jain  
DN: c=IN, o=Personal, postalCode=470335,  
ou=Abhishek Jain, email=abhishek.jain@stampedecap.com,  
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*25th Annual Report*  
*2019-20*



**Stampede**

Where AI Meets Investment

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

<u>Name of Directors</u>	<u>Designation</u>	<u>Cessation</u>
Mr. Anil Thakur	Independent Director & Chairperson	Appointed on 12.11.2020
Mr. Jonna Venkata Tirupati Rao	Managing Director	Appointed on 27.11.2020
Mr. Srinivas Maya	Whole Time Director	Appointed on 24.01.2020
Mr. Sudheer Vegi	Executive Director	Ceased on 12.11.2020
Mr. Vishnuvardhan Reddy Guntaka	Executive Director	Appointed on 24.01.2020 Ceased on 16.07.2020
Mr. Chukka Siva Satya Srinivas	Independent Director	Ceased on 11.11.2020
Mr. Satya Srikanth Karaturi	Independent Director	Ceased on 12.11.2020
Mr. Venkata Krishnayya Nekkanti	Independent Director	Ceased on 11.11.2020
Mrs. Chukka Lakshmi	Independent Director	Ceased on 11.11.2020
Mr. Prathipati Parthasarathi	CFO	Ceased on 11.11.2020
Mr. Parameshwar Botla	Independent Director	Appointed on 12.11.2020
Mr. Naveen Parashar	Non- Executive Director	Appointed on 13.11.2020
Mrs. Shaik Haseena (DIN: 08141400)	Non- Executive Director	Appointed on 13.11.2020
Mr. Renduchintala Sri Naga Satya Venkata Jagannadha Prasad	CFO	Appointed on 13.11.2020

#### REGISTERED OFFICE

402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad, Telangana, 500016 India

**Telephone** : +91-40-48578444/26

**Fax** : +91-40-48578444

**Website** : [www.stampedecap.com](http://www.stampedecap.com)

#### BANKERS

HDFC BANK LIMITED

6-1-73 Saeed Plaza, Lakdikapul Hyderabad, - 500004, Telangana

BANK OF BARODA

291/14/G/1, Bhaskar Empire, Hyderabad - 500084, Telangana

#### SECRETARIAL AUDITORS

M/s Kota Srinivas & Associates,

Company Secretaries

Flat No. 101, 1st Floor, Chaitanya Chamber, Chaitanyapuri, Hyderabad – 500036

#### STATUTORY AUDITORS

M/s Navitha and Associates

Chartered Accountants

#16-11-740/75, Plot No. 84, V.K. Dhage Nagar, Dilsukh Nagar, Hyderabad – 500060

#### INTERNAL AUDITORS

M/S Gorantla & Co

Chartered Accountants

H. No. 6-3-664, Flat No. 101, Prestige Rai Towers, B - Block, Opp. NIMS, Punjagutta, Hyderabad 500082

#### SHARE TRANSFER AGENT

Venture Capital And Corporate

Investments Private Limited

12-10-167, Bharat Nagar, 500018, Telangana.

Phone: +91 040-23818475/23818476/23868023

Email: [info@vccipl.com](mailto:info@vccipl.com)



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## **TO SHAREHOLDERS**

### **Respected Shareholders,**

On my behalf and on behalf of the Board of Directors, I welcome you all to this 25<sup>th</sup> Annual General Meeting of Company.

I feel honored and privileged once again to present you with the Annual Report for the F.Y. 2019-20. It gives me an opportunity to share my thoughts and the Company's progress during the year as well as the way forward. The financial year 2019-20 also was full of challenges and crucial commitments.

It will not be out of place at this juncture to say that your Company's ability deliver growth and sustain business gradually. The momentum is attributable to its ability to remain relevant to its esteemed customer's changing choice, preference and need.

I would like to take this opportunity on behalf of the Board of Directors and its leadership team to thank each shareholder, Banks for their continued co-operation, support and commitment to the Company.

Success is working together and not a destination; it is with this hope and faith I look forward to your continuous confidence in your Company embarking on the next phase of its growth journey.

**With Best Wishes,  
Sincerely**

**Anil Thakur**  
**Chairman**  
**DIN: 08945434**

## **NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twenty-Fifth Annual General Meeting (AGM) of the Members of Stampede Capital Limited ('the Company') will be held on Tuesday, 29<sup>th</sup> Day of December, 2020 at 09.00 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') at deemed venue at 402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad, Telangana, 500016 India to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **Item No. 1. To review, consider and adopt Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2020:**

To review, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, the Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board of Directors and the Auditors thereon.

### **SPECIAL BUSINESSES:**

#### **Item No. 2. To appoint Mr. Parameshwar Botla (DIN: 02431490) as an Independent Director:**

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to the recommendation of Board of Directors, **Mr. Parameshwar Botla (DIN: 02431490)**, who was appointed as Additional Independent Director of the Company on 12<sup>th</sup> November, 2020 under Section 161 of Companies Act, 2013 and who has submitted a declaration stating that he meets the criteria for independence as provided under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 12<sup>th</sup> November, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Item No. 3. To appoint Mr. Anil Thakur (DIN: 08945434) as an Independent Director:**

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Board of Directors, **Mr. Anil Thakur (DIN: 08945434)**, who was appointed as Additional Independent Director of the Company on 12<sup>th</sup> November, 2020 under Section 161 of Companies Act, 2013 and who has submitted a declaration stating that he meets the criteria for independence as provided under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 12<sup>th</sup> November, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 4. To appoint Mr. Naveen Parashar (DIN: 08399097) as Non Executive, Non Independent Director:**

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr. Naveen Parashar (DIN: 08399097)** who was appointed as Additional Non Executive, Non Independent Director of the Company on 13<sup>th</sup> November, 2020 under Section 161 of Companies Act, 2013 and who has given his consent to be the Director, be and is hereby appointed as a Non - Executive, Non Independent Director of the Company, liable to retire by rotation, with effect from 13<sup>th</sup> November, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 5. To appoint Mrs. Shaik Haseena (DIN: 08141400) as Non Executive, Non Independent Director:**

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mrs. Shaik Haseena (DIN: 08141400)** who was appointed as Additional Non Executive, Non Independent Director of the Company on 13<sup>th</sup> November, 2020 under Section 161 of Companies Act, 2013 and who has given her consent to be the Director, be and is hereby appointed as a Non - Executive, Non Independent Director of the Company, not liable to retire by rotation, with effect from 13<sup>th</sup> November, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 6. To approve the appointment of Mr. Jonna Venkata Tirupati Rao (DIN: 07125471) as a Managing Director:**

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration of **Mr. Jonna Venkata Tirupati Rao** as Managing Director (“MD”) of the Company for a period of 3 years, with effect from 27<sup>th</sup> November, 2020, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any Financial Year during his said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

**RESOLVED FURTHER THAT** subject to such approvals, consents and permission as may be required, in the event of loss or inadequacy of net profits in any financial year, the Company pays **Mr. Jonna Venkata Tirupati Rao**, remuneration by way of salary, perquisites and allowances as set out in Explanatory Statement as Minimum Remuneration.



**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration as may be agreed between the Board of Directors and **Mr. Jonna Venkata Tirupati Rao** and/or in such manner and to such extent as may be permitted or authorized in accordance with the provisions under the Act for the time being in force, subject to the same not exceeding the limits specified in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 7. To approve Change in Designation of Mr. Srinivas Maya (DIN: 08679514), Non Executive Director of the Company from Non Executive Director to Whole Time Director:**

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents or permissions as may be required and in terms with the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to elevate **Mr. Srinivas Maya (DIN: 08679514)** from Non-Executive Director to the Whole Time Director of the Company for a period of Three (3) years w.e.f. 13<sup>th</sup> November, 2020, as recommended by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 13<sup>th</sup> November, 2020, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be accepted to **Mr. Srinivas Maya**, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** the office of whole Time Director shall be liable to retire by rotation, provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Whole Time Director.

**RESOLVED FURTHER THAT** subject to such approvals, consents and permission as may be required, in the event of loss or inadequacy of net profits in any financial year, the Company pays **Mr. Srinivas Maya**, remuneration by way of salary, perquisites and allowances as set out in Explanatory Statement as Minimum Remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration as may be agreed between the Board of Directors and **Mr. Srinivas Maya** and/or in such manner and to such extent as may be permitted or authorized in accordance with the provisions under the Act for the time being in force, subject to the same not exceeding the limits specified in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 8. To approve conversion of Loan into Equity Shares or Equity shares-Differential Voting Rights:**

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 62 (3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions / Banks and anybody corporate entity(ies) under the financing documents executed or to be executed in respect of the financial assistance which have already been availed or which may be availed) by the Company under the lending arrangements with various Banks, Financial Institutions and anybody corporate entity(ies), (hereinafter collectively referred to as the “Lenders”), at the option of the Lenders, the loans (hereinafter referred to as the “Financial Assistance”), into fully paid up equity shares of the Company with ordinary voting rights and differential voting rights on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

1. The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;
2. On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the



- Lenders may accept the same in satisfaction of the part of the loans so converted;
3. The part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares with ordinary voting rights and differential voting rights of the Company in all respects as the case may be;
  4. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares with ordinary voting rights and differential voting rights as the case may be, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, and list the shares in the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed in the Stock Exchanges;
  5. The loans shall be converted into equity shares with ordinary voting rights and differential voting rights as the case may be at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company any time during the currency of the Financial Assistance, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, 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, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 9. To approve Change of Name of the Company:**

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to provisions of Section 4, 5, 13, 14 and 15 of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions, if any, and subject to provision of memorandum of association, article of association of Company, listing agreement entered between Company with stock exchanges (BSE & NSE) and subject to the approvals, Stock Exchanges, Registrar of Company or any other regulatory Authority(ies) as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from “STAMPEDE CAPITAL LIMITED” to “GAYI ADI CAPITAL LIMITED” or any other name as approved by the authorities.

**RESOLVED FURTHER THAT** the name “STAMPEDE CAPITAL LIMITED” wherever it occurs in Memorandum and Articles of Association, letterheads, hoardings, envelopes, stamps, stationary, business letters, billheads, letter papers and other official publications or documents be substituted by new name “GAYI ADI CAPITAL LIMITED” or any other name as approved by the authorities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 10. To approve Reduction of Share Capital of the Company:**

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 66 read with other applicable provisions of the Companies Act, 2013 and rules made there under and subject to (a) the consent of other appropriate authorities, if any; and (b) the confirmation by The National Company Law Tribunal and/or any other regulatory authority as may be prescribed under the Companies Act, 2013 as the case may be in this regard and such other approvals as may be required and Pursuant to the Article 47 of the Article of the Association of the Company, the consent of the members of the Company be and is hereby accorded for the reduction of share capital of the Company and writing off the accumulated losses of the Company as on 31<sup>st</sup> March, 2019, against such reduction of capital.



**RESOLVED FURTHER THAT** the terms and conditions of such Reduction of Capital which, inter-alia, include the following:

- a. The total paid up Share Capital of the Company shall be reduced **FROM** Rs. 28,62,64,000/- (Rupees Twenty Eight Crores Sixty Lakhs Sixty Four Thousand only) divided into 22,90,11,200 Equity Shares with ordinary voting rights of Rs. 1/- each fully paid up and 5,72,52,800 Equity Shares with Differential Voting rights of Rs. 1/- each fully paid up **TO** Rs. 11,45,05,600/- (Rupees Eleven Crores Forty Five Lakhs Five Thousand Six Hundred only) divided into 9,16,04,480 Equity Shares with ordinary voting rights of Re. 1/- each fully paid up and 2,29,01,120 Equity Shares with Differential Voting rights of Re. 1/- each fully paid up each.
- b. The accumulated losses of the Company being the debit balance of Profit & Loss Account to the tune of Rs. 17,17,58,400/- (Rupees Seventeen Crores Seventeen Lakhs Fifty Eight Thousand Four Hundred only) as per the Audited Balance Sheet of the Company as on 31<sup>st</sup> March, 2019, will be written off against such Reduction of Capital.
- c. The Reduction of Capital shall be on proportionate basis and all the pre-reduction shareholders will remain as the shareholders of the Company even after the Reduction in the same proportion. Be and are hereby approved.

**RESOLVED FURTHER THAT** post obtaining all approvals for the proposed reduction of the share capital of the Company, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof. Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date. The Company may instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof. In the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

**RESOLVED FURTHER THAT** upon extinguishment of share capital, the paid up share capital of the Company be stand reduced to the extent of the face value of the shares so extinguished.

**RESOLVED FURTHER THAT** any Director of the Company and / or Mr. Srinivas Maya, Whole Time Director and / or Mr. Abhishek Jain, Company Secretary, be and are hereby authorized severally to do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the proposed reduction of the share capital of the Company as placed before the Board or to any modification thereof, in particular:

- a. File application with the Hon'ble National Company Law Tribunal, Mumbai bench for directions and confirmation of the proposed reduction of equity share capital, signing, affirming and verifying affidavit, applications, petitions, vakalatnama etc. in the Hon'ble National Company Law Tribunal, Mumbai bench;



- b. To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient;
- c. Sign all documents as certified true copies;
- d. To make or prepare any applications, petitions, appeals and judges summons before any court, tribunal, or all relevant authorities and respond to the appropriate authorities;
- e. Make representation on their own or through legal counsels before Hon'ble National Company Law Tribunal, Mumbai bench or other authorities for confirmation of the proposed reduction of equity share capital; and
- f. Do all such acts and things necessary and convenient in relation thereto and to give effect to this resolution as the Board of Directors in their absolute discretion consider necessary, expedient and proper.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized, in their absolute discretion, to bring into effect the Proposed Reduction as afore-said on such other terms and conditions as they may consider appropriate and to accept such other conditions and modifications as may be prescribed by the National Company Law Tribunal, Mumbai Bench, Banks, Financial Institutions and other appropriate bodies/authorities while according their sanction or consent to the Proposed Reduction of share capital.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company inter alia to evolve, decide upon and bring into effect the Proposed Reduction as afore-said and make and give effect to any modifications, changes, variations, alterations or revision in the proposal for the Proposed Reduction from time to time or to suspend, withdraw or review the proposal for the Proposed Reduction from time to time as may be specified by any statutory authority or as the Board of Directors may Suo Moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise, as it may in its absolute discretion consider necessary, expedient, fit and proper."

**Item No. 11. To approve material related Party Transactions:**

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR) (including any statutory modification thereof for the time being in force and as may be enacted from time to time), pursuant to recommendations of the Audit Committee and the consent accorded by the Board of Directors vide resolution passed in their respective meetings, the consent of the shareholders of the company be and is hereby accorded to related party transactions till ensuing Annual General Meeting to be held in Financial Year 2021-22 as per the details set out under item No. 12 of the Statement annexed to this Notice and that the Board of Directors be and is hereby authorized to perform and execute deeds, matters and things including

delegation of such authority as may be deemed necessary or expedient to give effect to this resolutions and for the matters connected therewith or incidental thereto.

<b><u>Name of Related Party</u></b>	<b><u>Relations</u></b>	<b><u>Nature of Transaction</u></b>	<b><u>Monetary Value</u></b>
Gayi Adi Management and Trends Private Limited (CIN: U17299TG2018PTC124707)	Common Directors	Business Advance	30 Crore Per Annum
G.S.V. Securities Private Limited (CIN: U65990AP1996PTC107043)	Common Members holding more than 2 % of Paid up Share capital of the Company	Business Advance	30 Crore Per Annum
Haseena Apparel (OPC) Private Limited (CIN: U17299TG2020OPC138609)	Common Director	Business Advance	30 Crore Per Annum
Regency Fincorp Limited (CIN: L67120PB1993PLC013169)	Common Director	Business Advance	30 Crore Per Annum
JVTR Consultants (OPC) Private Limited (CIN: U74999TG2020OPC146388)	Common Director	Business Advance	30 Crore Per Annum

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Registered Office**

402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers,  
 Begumpet, above Pantaloons,  
 Hyderabad, Telangana, 500016, India

**Place** : Hyderabad

**Date** : 27<sup>th</sup> November, 2020

**By order of the Board**

**For Stampede Capital Limited**

Sd/-

**Abhishek Jain**

Company Secretary

M. No.: A62027



**NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 ('MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM. The deemed venue for the Twenty-Fifth AGM shall be the Registered Office of the Company i.e. 402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad, Telangana, 500016, India
2. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC / OAVM and do not visit the registered office to attend the AGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Institutional investors, who are members of the Company may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and | or vote.
4. Institutional investors, who are members of the Company, are encouraged to attend the 25<sup>th</sup> AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [psscruinizer@gmail.com](mailto:psscruinizer@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
5. 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.
6. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') setting out the material facts concerning each item of special business set out in the Notice is annexed hereto.
7. Details under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II issued by Institute of Company Secretary of India in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice.



8. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 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), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
9. 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 Act.
10. 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 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and has been uploaded on the website of the Company at [https://www.stampedecap.com/investor\\_relations.html](https://www.stampedecap.com/investor_relations.html). The Notice can also be accessed from the websites of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com). Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the (MCA) Circular No. 17/2020 dated April 13, 2020.
12. 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@stampedecap.com](mailto:cs@stampedecap.com) between Tuesday, 15<sup>th</sup> December, 2020 (09.00 a.m. IST) and Friday, December, 2020 (5.00 p.m. IST). Only those Members who have pre-registered themselves as speakers 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.
13. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

14. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members on request by sending an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.
15. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on [cs@stampedecap.com](mailto:cs@stampedecap.com) at least Ten days before the date of the Annual General Meeting (AGM) so as to enable the Management to keep the information ready and provide it at the AGM. Provided that the information to be provided shall be within four corners of the law and shall be provided that is permissible under law.
16. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
17. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 22<sup>nd</sup> December, 2020 to Tuesday, 29<sup>th</sup> December, 2020 (both days inclusive).
18. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is Venture Capital and Corporate Investment Private Limited ('R&TA') having its office at 12-10-167, Bharatnagar, Hyderabad-500018 (**Unit:** Stampede Capital Limited).
19. **Process for those members whose email ids are not registered:** The Members who have not registered their e-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering e-mail address, the Members are requested follow the below steps:
  - A. Members holding shares in physical mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar card through e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com).
  - B. Members holding shares in dematerialized mode are requested to provide name, Depository participant ID and Client ID, mobile number, e-mail address, scanned copies of self-attested client master or Consolidated Account statement through e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com).
20. **Voting through electronic means**
  - ✓ **How do I vote electronically using CDSL e-Voting system?**
    - a. **Step 1:** The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - b. **Step 2:** Click on Shareholders
    - c. **Step 3:** Now Enter your User ID
      - **For CDSL:** 16 digits beneficiary ID
      - **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID
      - Members holding shares in **Physical Form** should enter Folio Number registered with the Company

- d. **Step 4:** Next enter the Image Verification as displayed and Click on Login
- e. **Step 5A: For Members Already Registered with CDSL**  
 The Members who are already registered with CDSL and have exercised e-voting through [www.evotingindia.com](http://www.evotingindia.com) earlier may follow the steps given below
- Use the existing password

**OR**

- f. **Step 5B: For those Members who are not Registered with CDSL:**  
 The Members (holding shares in Demat | physical form) who are not already registered with CDSL and are using the e-voting facility for the first time may follow the steps given below:

- i. Register as under:
- The Members who have already submitted their Permanent Account Number (PAN) to the Company | DP may enter their 10-digit alpha-numeric PAN issued by the Income Tax department. Others are requested to use the sequence number in the PAN Field. The sequence number is mentioned in the e-communication
  - Enter Date of Birth (DOB) as recorded in Demat account or in records of the Company for the said Demat account or folio in DD | MM | YYYY format.
- OR**
- Enter the Dividend Bank Details (DBD) as recorded in Demat account or in records of the Company for the said Demat account or folio.
- OR**
- If the Dob or DBD details are not recorded with the DP or the Company, enter the Member ID | folio number in the DBD field as under:

<b>User ID for the Members holding shares in Demat form with CDSL</b>	16 digits beneficiary ID
<b>User ID for the Members holding shares in Demat form with NSDL</b>	8 Character DP ID followed by 8 Digits Client ID
<b>User ID for the Members holding shares in physical form</b>	the folio number of the shares held in the Company

- ii. After entering these details appropriately, click on 'Submit'.
- iii. The Members holding shares in physical form will reach the Company selection screen. However, the Members holding shares in Demat form will reach 'Password creation' menu and will have to enter login password in the 'new password' field. It is strongly recommended not to share the password with any other person and take utmost care to keep it confidential.



- iv. The Members holding shares in physical form can use login details only for e-voting on the resolutions contained in this Notice.
- g. **Step 6: How to Vote:**
- Click on the Electronic Voting Serial Number (**Equity: 201205006**) and (**DVR: 201205009**) of Stampede Capital Limited to vote.
  - 'Resolution description' appears on the voting page with 'Yes | No' options for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies assent and option 'No' implies dissent to the resolution.
  - Click on the 'Resolutions file link' to view the details.
  - After selecting the resolution, click on 'Submit' tab. A confirmation box will be displayed. To confirm vote, click on 'Ok' else click on 'Cancel'
  - After voting on a resolution, the Members will not be allowed to modify their vote.
  - A print of the voting done may be taken by clicking on 'Click here to print' tab on the voting page.
  - In case the Members holding shares in Demat form forget their password, they can enter the User ID and the image verification details and click on 'Forgot password' to generate a new one.
- ✓ **General Instruction 1:** In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide its members, as on the cut-off date being Tuesday, 22<sup>nd</sup> December, 2020 the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice, at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
- ✓ **General Instruction 2:** The remote e-voting period commences on Thursday, 24<sup>th</sup> December, 2020 at 9:00 am and ends on Monday, 28<sup>th</sup> December, 2020 at 5:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 22<sup>nd</sup> December, 2020 may cast their vote by remote e-voting. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ✓ **General Instruction 3:** The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM **but shall not be entitled to cast their votes thereat again.**
- ✓ **General Instruction 4:** A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- ✓ **General Instruction 5:** The Members can also use mobile application 'm-Voting' of CDSL for e-voting using their e-voting credentials.
- ✓ **General Instruction 6:** For the non-individual Members and the Custodians:

- Non-individual Members (that is, other than individuals, Hindu Undivided Family, Non-Resident Individual) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the registration form bearing the stamp and sign of the entity will be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a Compliance user will be created using the admin login and password. The Compliance user will be able to link the account(s) for which they wish to vote on.
- The list of accounts will be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, votes can be cast.
- A scanned copy of the Board Resolution and Power of Attorney issued in favor of the Custodian, if any, will have to be uploaded in portable document format in the system for verification by the Scrutinizer.

21. The instructions for e-voting during the AGM are as under:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM
- If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.



- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Registered Office**

402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers,  
Begumpet, above Pantaloons,  
Hyderabad, Telangana, 500016, India

**Place** : Hyderabad

**Date** : 27<sup>th</sup> November, 2020

**By order of the Board**

**For Stampede Capital Limited**

Sd/-

**Abhishek Jain**

Company Secretary

M. No.: A62027

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 2.

the Board of Directors of the Company have appointed **Mr. Parameshwar Botla**, as an Additional Independent Director of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at this Annual General Meeting (“AGM”).

As an Additional Independent Director, **Mr. Parameshwar Botla**, holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a declaration from **Mr. Parameshwar Botla**, confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). **Mr. Parameshwar Botla**, is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, **Mr. Parameshwar Botla**, fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

An electronic copy of the draft letter of the appointment of Independent Director setting out the terms and conditions is available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on “General Meetings”) of **Mr. Parameshwar Botla**, seeking appointment as an Independent Director is given in this notice.

The Board of Directors considers that on account of vast knowledge and experience of **Mr. Parameshwar Botla**, his appointment shall be in the interest of the Company. Therefore, the Board of Directors recommends the Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

### Item No. 3.

The Board of Directors of the Company have appointed **Mr. Anil Thakur**, as an Additional Independent Director of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at this Annual General Meeting (“AGM”).

As an Additional Independent Director, **Mr. Anil Thakur**, holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a declaration from **Mr. Anil Thakur**, confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). **Mr. Anil Thakur**, is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director

of the Company. In the opinion of the Board, **Mr. Anil Thakur**, fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

An electronic copy of the draft letter of the appointment of Independent Director setting out the terms and conditions is available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on “General Meetings”) of **Mr. Anil Thakur**, seeking appointment as an Independent Director is given in this notice.

The Board of Directors considers that on account of vast knowledge and experience of **Mr. Anil Thakur**, his appointment shall be in the interest of the Company. Therefore, the Board of Directors recommends the Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

#### **Item No. 4.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed **Mr. Naveen Parashar**, as an Additional Non Executive, Non Independent Director of the Company liable to retire by rotation, subject to consent by the Members of the Company at this Annual General Meeting (“AGM”).

As an Additional Non Executive, Non Independent Director, **Mr. Naveen Parashar**, holds office till the date of the AGM and is eligible for being appointed as Non Executive, Non Independent Director. The Company has received a declaration from **Mr. Naveen Parashar**, confirming that he is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Non Executive, Non Independent Director of the Company.

An electronic copy of the draft letter of the appointment of Non Executive Non Independent Director setting out the terms and conditions is available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on “General Meetings”) of **Mr. Naveen Parashar**, seeking appointment as an Non Executive Non Independent Director is given in this notice.

The Board of Directors considers that on account of vast knowledge and experience of **Mr. Naveen Parashar**, his appointment shall be in the interest of the Company. Therefore, the Board of Directors recommends the Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.



Except **Mr. Naveen Parashar**, none of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

#### **Item No. 5.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed **Mrs. Shaik Haseena**, as an Additional Non Executive, Non Independent Director of the Company not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting (“AGM”).

As an Additional Non Executive, Non Independent Director, **Mrs. Shaik Haseena**, holds office till the date of the AGM and is eligible for being appointed as Non Executive, Non Independent Director. The Company has received a declaration from **Mrs. Shaik Haseena**, confirming that she is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Non Executive, Non Independent Director of the Company.

An electronic copy of the draft letter of the appointment of Non Executive Non Independent Director setting out the terms and conditions is available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on “General Meetings”) of **Mrs. Shaik Haseena**, seeking appointment as a Non Executive Non Independent Director is given in this notice.

The Board of Directors considers that on account of vast knowledge and experience of **Mrs. Shaik Haseena**, her appointment shall be in the interest of the Company. Therefore, the Board of Directors recommends the Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

Except **Mrs. Shaik Haseena and Mr. Jonna Venkata Tirupati Rao**, none of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

#### **Item No. 6.**

The Board of Directors on recommendation of the Nomination and Remuneration Committee considered that Mr. Tirupati’s level of competence Company’s business areas would be of immense benefit towards the future business and financial growth of the Company therefore it is desirable to avail of his services as Managing Director. Based on the above, the Board of Directors of the Company appointed **Mr. Jonna Venkata Tirupati Rao** as the Managing Director of the Company, not liable to retire by rotation, for a period of three years effective from 27<sup>th</sup> November, 2020, subject to approval of the Shareholders.

The main terms and conditions relating to the re-appointment and terms of remuneration **Mr. Jonna Venkata Tirupati Rao** as Managing Director are as follows:

1. **Tenure:** For a period of 3 years i.e., from November 27, 2020 to November 26, 2023.
2. **Nature of Duties:** The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Remuneration:** The Managing Director shall be entitled to remuneration as stated here under:
  - A. **Basic Salary:**

10,00,000 /- Per Month to a maximum of 15,00,000/- Per Month, with authority to the Board or a Committee thereof to fix his Basic Salary within the said Maximum amount  
Provided that annual increment shall be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.
  - B. **Benefits, perquisites and allowances:**

Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary.
  - C. **Minimum Remuneration:**

Notwithstanding anything to the contrary here in contained where in any Financial Year during the currency of the tenure of Managing Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration as specified above within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.
  - D. **Termination:**
    - The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.
    - The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
      - if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which he is required by the Agreement to render services;
      - In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by Managing Director of any of the stipulations contained in the Agreement; or
      - In the event the Board expresses its loss of confidence in the Managing Director.

- In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- If and when this Agreement expires or is terminated for any reason whatsoever, **Mr. Jonna Venkata Tirupati Rao** will cease to be the Managing Director but shall not be ceased to be a Director of the Company. If at any time, **Mr. Jonna Venkata Tirupati Rao** ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and this Agreement shall forthwith terminate. If at any time, the Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.

#### **E. Policies:**

All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Managing Director unless specifically provided otherwise.

An electronic copy of the draft letter of the appointment of Managing Director setting out the terms and conditions is available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on "General Meetings") of **Mr. Jonna Venkata Tirupati Rao**, seeking appointment as Managing Director is given in this notice. The Board of Directors also considers that on account of vast knowledge and experience of **Mr. Jonna Venkata Tirupati Rao**, his appointment shall be in the interest of the Company. Therefore, the Board of Directors recommends the Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members of the Company as a **Special Resolution**.

Except **Mr. Jonna Venkata Tirupati Rao and Mrs. Shaik Haseena (DIN: 08141400)**, none of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

#### **Item No. 7.**

The Board of Directors on recommendation of the Nomination and Remuneration Committee considered that Mr. Maya's level of competence towards developments in Company's business areas would be of immense benefit and financial growth of the Company therefore it is desirable to avail his services as Whole Time Director. Based on the above, the Board of Directors of the Company changed the designation of **Mr. Srinivas Maya** from Non Executive Director to Whole Time Director of the Company, liable to retire by rotation, for a period of three years effective from 13<sup>th</sup> November, 2020, subject to approval of the Shareholders.

The main terms and conditions relating to the re-appointment and terms of remuneration **Mr. Srinivas Maya** as Whole Time Director are as follows:



1. **Tenure:** For a period of 3 years i.e., from November 13, 2020 to November 12, 2023.
2. **Nature of Duties:** The Whole Time Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Remuneration:** The Whole Time Director shall be entitled to remuneration as stated here under in terms of Schedule V of the Companies Act, 2013:

**A. Basic Salary:**

2,00,000 /- Per Month to a maximum of 5,00,000/- Per Month, with authority to the Board or a Committee thereof to fix his Basic Salary within the said Maximum amount

Provided that annual increment shall be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

**B. Benefits, perquisites and allowances:**

Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.

**C. Minimum Remuneration:**

Notwithstanding anything to the contrary here in contained where in any Financial Year during the currency of the tenure of Whole Time Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration as specified above within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.

**D. Termination:**

- The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.
- The employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice:
  - if the Whole Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which he is required by the Agreement to render services;
  - In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by Whole Time Director of any of the stipulations contained in the Agreement; or
  - In the event the Board expresses its loss of confidence in the Whole Time Director.

- In the event the Whole Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- If and when this Agreement expires or is terminated for any reason whatsoever, **Mr. Srinivas Maya** will cease to be the Whole Time Director but shall not cease to be a Director of the Company. If at any time, **Mr. Srinivas Maya** ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director and this Agreement shall forthwith terminate. If at any time, the Whole Time Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Whole Time Director of the Company.

**E. Policies:**

All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole Time Director unless specifically provided otherwise.

An electronic copy of the draft letter of the appointment of Whole Time Director setting out the terms and conditions is available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on "General Meetings") of **Mr. Srinivas Maya**, seeking appointment as Whole Time Director is given in this notice

The Board of Directors also considers that on account of vast knowledge and experience of **Mr. Srinivas Maya**, his appointment shall be in the interest of the Company. Therefore, the Board of Directors recommends the Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

Except **Mr. Srinivas Maya**, none of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Item No. 8.**

In line with the regulatory changes in the recent past, the changes in the Companies Act and in line with various directives issued by Reserve Bank of India, from time to time, and in pursuance of the financing documents of the Company, the Company is required to pass a Special Resolution under Section 62 (3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there under to enable the Banks and Financial Institutions (hereinafter referred to as the "Lenders") to convert the outstanding debt or any other financial assistance categorized as debt (hereinafter referred to as the "Financial Assistance"), in foreign currency or Indian Rupee, already availed or to be availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares with ordinary voting rights and differential voting rights of the Company as the case may be upon such terms and conditions as may be deemed appropriate by the

Board and at a price to be determined in accordance with the applicable laws at the time of such conversion.

Section 62 (3) of the Companies Act, 2013, provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the Company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in General Meeting.

Pursuant to Section 180 (1) (a) and 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company also recommends to borrow any sum or sums of monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as the Board may deem fit. For the purposes of such Borrowings, the Company may, from time to time, be required to execute financing documents, which provides for an enabling option to the Lenders, to convert the whole or any part of such outstanding Financial Assistance (comprising loans, debentures or any other financial assistance categorized as loans), into fully paid up equity shares with ordinary voting rights and differential voting rights of the Company as the case may be.

Accordingly, the Board of Director recommends the resolution as set forth in the item no. 8 of the Notice, to enable the Lenders, in terms of the lending arrangements, entered/to be entered and as may be specified by the Banks/Financial Institutions and anybody corporate entity(ies) under the financing documents already executed or to be executed in respect of the Financial Assistance availed/ to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistance into equity shares with ordinary voting rights and differential voting rights of the Company as the case may be, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

The Company hereby clarifies that this resolution is merely an enabling resolution and there are no proposals of conversion of loan into equity shares with voting rights and equity shares with differential voting rights, either pending or envisaged currently. Therefore, the Board of Directors recommends the Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members of the Company as a **Special Resolution**.

None of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

#### **Item No. 9.**

Pursuant to the provisions of Section 13 (2) of the Companies Act, 2013, any alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special resolution and the approval of Registrar of Companies and all other statutory approvals. The Board has proposed the name of the Company be changed from

“**STAMPEDE CAPITAL LIMITED**” to “**GAYI ADI CAPITAL LIMITED**” or any other name as approved by the authorities.

An electronic copy of the Memorandum of Association and Articles of Association of the Company together with the proposed amendments is available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

The Board of Directors recommends the Resolution set out at Item No. 9 of the accompanying Notice for approval of the Members of the Company as a **Special Resolution**.

None of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

#### **Item No. 10.**

Based on the recommendation of Audit Committee, the Board of Directors of the Company in its meeting held on 30<sup>th</sup> April, 2019 unanimously approved the reduction of the paid-up equity share capital by 60% on proportionate basis, under section 66 of the Companies Act, 2013 and other applicable provisions subject to approvals, consents, permissions of National Company Law Tribunal and other statutory authorities.

The Board of Directors discussed that there was an accumulated loss (debit balance of Profit & Loss Account) of Rs. 17,29,22,658/- as per the last Audited Annual Accounts of the Company for the Financial Year ended March 31, 2019. In order to re-align the relation between capital & assets; and to accurately and fairly reflect the liabilities & assets of the Company in its books of accounts; and for better presentation of the Financial Position of the Company, the Board of Directors has decided to write off the Rs.17,17,58,400/- (Rupees Seventeen Crores Seventeen Lakhs Fifty Eight Thousand Four Hundred only) of the total accumulated losses of Rs.17,29,22,658/- (Rupees Seventeen Crores Twenty Nine Lakhs Twenty Two Thousand Six Hundred and Fifty Eight only) against reduction in the share capital of the Company in accordance with section 66 of the Companies Act, 2013 and other applicable provisions.

Thereafter, the Company had applied with BSE and NSE (Stock Exchanges) in order to take No Objection Letter In terms of the Securities and Exchange Board of India ('SEBI') Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015. BSE and NSE vide its letter dated 22.10.2020 and 26.10.2020 respectively issued No Objection Letters to the proposal of afore-said Reduction of Capital. The Company had also taken fairness opinion from Ashika Capital Limited, SEBI Authorized Merchant Banker on proposed Reduction of Capital.

An electronic copy of the No Objection Letters from BSE and NSE along with fairness opinion is available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

Further, this resolution is subject to the approval of shareholders, National Company Law Tribunal and other statutory authorities. After necessary approvals,, the subscribed, issued and paid-up capital of the Company shall stand reduced **FROM** Rs. 28,62,64,000/- (Rupees Twenty Eight Crores Sixty Lakhs Sixty Four Thousand only) divided into 22,90,11,200 Equity Shares with ordinary voting rights

of Rs. 1/- each fully paid up and 5,72,52,800 Equity Shares with Differential Voting rights of Rs. 1/- each fully paid up **TO** Rs. 11,45,05,600/- (Rupees Eleven Crores Forty Five Lakhs Five Thousand Six Hundred only) divided into 9,16,04,480 Equity Shares with ordinary voting rights of Re. 1/- each fully paid up and 2,29,01,120 Equity Shares with Differential Voting rights of Re. 1/- each fully paid up each. The aforesaid reduction of paid-up share capital shall be effected by writing off Rs.17,17,58,400/- (Rupees Seventeen Crores Seventeen Lakhs Fifty Eight Thousand Four Hundred only) of the total accumulated losses of Rs.17,29,22,658/- (Rupees Seventeen Crores Twenty Nine Lakhs Twenty Two Thousand Six Hundred and Fifty Eight only).

The Shareholders of the Company after reduction of capital will get 2 (Two) equity shares of Rs. 1/- (Rupee One only) each for every 5 (Five) equity share of Rs. 1/- (Rupees Ten only) each held by them prior to reduction of capital.

Further, the proposed Capital Reduction would not in any way adversely affect the ordinary operations of the Company and the Company's equity capital structure will remain unchanged. There will be no change in the shareholding pattern of the Company pursuant to the proposed reduction of Capital as no issue of shares or reduction or cancellation of shares by the Company is envisaged under the proposed reduction of capital.

The Capital Structure and Shareholding Pattern of the Company pre-reduction of Capital post reduction of Capital are as follows:

<u>Particulars</u>	<u>Prior to Reduction of Capital</u>	<u>Post Reduction of Capital</u>
<b>Paid Up Share Capital</b>		
Equity Shares with ordinary voting rights of Rs. 1/-	22,90,11,200	9,16,04,480
Equity Shares with Differential voting rights of Rs. 1/-	5,72,52,800	2,29,01,120
<b>Total Paid Up Capital</b>	<b>28,62,64,000</b>	<b>11,45,05,600</b>

The Pre and Post Reduction Shareholding pattern of the Company will be as follows:

**A. Equity Shares with Ordinary Voting Rights:**

<u>Particulars</u>	<u>Prior to Reduction of Capital</u>		<u>Post Reduction of Capital</u>	
	No of Shares (Rs. 1/-)	% to Total	No of Shares (Rs. 1/-)	% to Total
Promoter's & Promoter Group	3,95,81,890	17.28	1,58,32,756	17.28
Public Shareholding	18,94,29,310	82.72	7,57,71,724	82.72
<b>Total</b>	<b>22,90,11,200</b>	<b>100</b>	<b>9,16,04,480</b>	<b>100</b>

**B. Equity Shares with Differential Voting Rights:**

<u>Particulars</u>	<u>Prior to Reduction of Capital</u>		<u>Post Reduction of Capital</u>	
	No of Shares (Rs. 1/-)	% to Total	No of Shares (Rs. 1/-)	% to Total



Promoter's & Promoter Group	2,44,95,725	42.79	97,98,290	42.79
Public Shareholding	3,27,57,075	57.21	1,31,02,830	57.21
<b>Total</b>	<b>5,72,52,800</b>	<b>100</b>	<b>2,29,01,120</b>	<b>100</b>

The reduction of capital does not envisage payout of cash and hence would not in any way have any adverse effect on the Company's ability to honor its commitments or meet its liabilities in the ordinary course of business. Also, the Proposed Reduction of Capital would enable the company to reflect the better financial position in its balance sheet. This would subsequently enable the company to raise required finance to enable the company to develop its business activities and thereby increase its net worth as well as enhance the stakeholder's value. Hence, the Board of Directors recommends the Resolution set out at Item No. 10 of the accompanying Notice for approval of the Members of the Company as a **Special Resolution**.

None of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

#### Item No. 11.

Section 188 read with rules made there under prescribe certain approvals for related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribe seeking shareholders' approval for material related party transaction beyond specified threshold. Provision to Section 188 (1) provides that noting contained in Section 188 (1) shall apply where transaction entered into by Company with related party in the ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length basis. The transactions are repetitive in nature, considering the large volume of the transaction, the contracts / arrangements / transactions are material in nature and hence require approval of members. Pursuant to provisions of Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the followings contracts / arrangements / transactions are material in nature and require approval of unrelated members of the Company by Ordinary Resolution:

<u>Name of Related Party</u>	<u>Relations</u>	<u>Nature of Transaction</u>	<u>Monetary Value</u>
Gayi Adi Management and Trends Private Limited (CIN: U17299TG2018PTC124707)	Common Directors	Business Advance	30 Crore Per Annum
G.S.V. Securities Private Limited (CIN: U65990AP1996PTC107043)	Common Members holding more than 2 % of Paid up Share capital of the	Business Advance	30 Crore Per Annum

	Company		
Haseena Apparel (OPC) Private Limited (CIN: U17299TG20200PC138609)	Common Director	Business Advance	30 Crore Per Annum
Regency Fincorp Limited (CIN: L67120PB1993PLC013169)	Common Director	Business Advance	30 Crore Per Annum
JVTR Consultants (OPC) Private Limited (CIN: U74999TG20200PC146388)	Common Director	Business Advance	30 Crore Per Annum

Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, all material related party transaction shall required approval of the members through Ordinary Resolution and all related parties shall abstain from voting on such resolution.

Except Mr. Jonna Venkata Tirupati Rao (DIN: 07125471), Mrs. Shaik Haseena (DIN: 08141400) and Mr. Naveen Parashar (DIN: 08399097), None of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board of Directors recommends the Resolution set out at Item No. 11 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

**Registered Office**

402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers,  
 Begumpet, above Pantaloons,  
 Hyderabad, Telangana, 500016, India

**Place** : Hyderabad

**Date** : 27<sup>th</sup> November, 2020

**By order of the Board**

**For Stampede Capital Limited**

Sd/-

**Abhishek Jain**

Company Secretary

M. No.: A62027

**Brief resume of Director/s seeking appointment / re-appointment**

Pursuant to provisions of SEBI (LODR) Regulations and Secretarial Standards on General Meetings, relevant particulars of Directors seeking appointment / re-appointment as this AGM are given here below:

<b><u>Name of the Director</u></b>	<b><u>Mr. Parameshwar Botla</u></b>	<b><u>Mr. Anil Thakur</u></b>
DIN	02431490	08945434
Date of Birth / Age	10/01/1969	30/11/1971
Date of original appointment	12.11.2020	12.11.2020
Termination of original Agreement	2025	2025
Terms and Conditions of appointment	He will appointed as Non Executive Independent Director and shall not be eligible for remuneration. He shall be paid as per provision of law.	He will appointed as Non Executive Independent Director and shall not be eligible for remuneration. He shall be paid as per provision of law.
Appointment for 5 Years w.e.f.	12.11.2020	12.11.2020
Designation	Independent Director	Independent Director
Areas of Expertise	Finance; Law; Management; Sale; Marketing; Administration; Research; Corporate Governance; Technical operations; or Other disciplines related to Company's Business	Finance; Law; Management; Sale; Marketing; Administration; Research; Corporate Governance; Technical operations; or Other disciplines related to Company's Business
Educational Qualifications	MBA, MA and LLM	Bachelor of Commerce
Companies in which he / she holds Directorship	Nil	Nil
Other listed Companies in which he/she holds Directorship	Nil	Nil
Membership / Chairmanship of Board Committees	Nil	Nil
Shareholding as on 31 <sup>st</sup> March, 2020	Nil	Nil



Relationship with other Directors and KMPs	No relation with any of the promoter, promoter group and director of the Company	No relation with any of the promoter, promoter group and director of the Company
No. of board meetings attended during FY 2019-20	Nil	Nil
Remuneration sought to be paid	Nil, However entitled as per Section 149 (9) of Companies Act, 2013	Nil, However entitled as per Section 149 (9) of Companies Act, 2013
Remuneration last paid	Nil	Nil

<b><u>Name of the Director</u></b>	<b><u>Mr. Naveen Parashar</u></b>	<b><u>Mrs. Shaik Haseena</u></b>
DIN	08399097	08141400
Date of Birth / Age	27/09/1983	14/03/1981
Date of original appointment	13.11.2020	13.11.2020
Termination of original Agreement	Not Applicable	Not Applicable
Terms and Conditions of appointment	As per Agreement to be executed between him and Company	As per Agreement to be executed between her and Company
Appointment w.e.f.	13.11.2020	13.11.2020
Designation	Non Executive Non Independent Director	Non Executive Non Independent Director
Areas of Expertise	<p>Mr. Naveen Parashar has vast experience of 16 years in exploring Indian securities market and investment strategies.</p> <p>He brings operational efficiency wherever he is appointed. He was worked as Associate Vice President at Indiabulls, Regional Manager in Sharekhan Ltd and Vice President at Globe Capital Markets Ltd.</p>	<p>Mrs. Haseena Rao has pursued her Masters degree in BA (Finance) as specialisation from Nagarjuna University. She also pursued 2 years Diploma in Textile and Fashion Designing from SNDT University, Mumbai.</p> <p>Presently, apart from being Director of Gayi Adi Management and Trends (P) Ltd, she is heading Haseena Rao Designer Boutique and Haseena Rao Silks and Handlooms which are the subsidiary units of GAMAT. She is having 10 years of experience in textile industry and entrepreneur.</p>

Educational Qualifications	Master of Business Administration	Diploma in Textile and Fashion Designing from SNDT University, Mumbai
Companies in which he / she holds Directorship	<ol style="list-style-type: none"> <li>1. Regency Fincorp Limited.</li> <li>2. Gayi Adi Management And Trends Private Limited</li> <li>3. Gayi Adi Finance And Investment Services private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Haseenarao Apparel (OPC) Private Limited.</li> <li>2. Gayi Adi Management And Trends Private Limited</li> </ol>
Other listed Companies in which he/she holds Directorship	Nil	Nil
Membership / Chairmanship of Board Committees	Nil	Nil
Shareholding as on 31 <sup>st</sup> March, 2020	Nil	Nil
Relationship with other Directors and KMPs	Mr. Naveen Parashar is occupying a position of Director in the Board of Directors of Acquirer	Mrs. Haseena Rao is occupying a position of Director in the Board of Directors of Acquirer and she is wife of Mr. Jonna Venkata Tirupati Rao
No. of board meetings attended during FY 2019-20	Nil	Nil
Remuneration sought to be paid	As per Agreement executed between him and Company	As per Agreement executed between her and Company
Remuneration last paid	Not Applicable	Not Applicable

<b><u>Name of the Director</u></b>	<b><u>Mr. Jonna Venkata Tirupati Rao</u></b>	<b><u>Mr. Srinivas Maya</u></b>
DIN	07125471	08679514
Date of Birth / Age	25/02/1979	16/09/1970
Date of original appointment	27.11.2020	13.11.2020
Termination of original Agreement	November 26, 2023	November 12, 2023
Terms and Conditions of appointment	As set out in Explanatory Statement and Agreement to be executed between him and Company	As set out in Explanatory Statement and Agreement to be executed between him and Company

Appointment for 3 Years w.e.f.	November 27, 2020	November 13, 2020
Designation	Managing Director	Whole Time Director
Areas of Expertise	Indian Securities Markets	Finance & Legal
Educational Qualifications	BBA from Nagarjuna University	Master of Business Administration and LLB
Companies in which he / she holds Directorship	<ol style="list-style-type: none"> <li>1. Aadhya E-Commerce India Private Limited</li> <li>2. Gayi Adi Finance and Investment Services Private Limited</li> <li>3. Gayi Adi Management and Trends Private Limited</li> </ol>	Nil
Other listed Companies in which he/she holds Directorship	Nil	Nil
Membership / Chairmanship of Board Committees	Nil	Nil
Shareholding as on 31 <sup>st</sup> March, 2020	Nil	Nil
Relationship with other Directors and KMPs	He is Spouse of Mrs. Shaik Haseena (Din: 08141400). No relation with other Directors	No Relation
No. of board meetings attended during FY 2019-20	Nil	Nil
Remuneration sought to be paid	As set out in Explanatory Statement	As set out in Explanatory Statement
Remuneration last paid	Not Applicable	Not Applicable

**Additional information for item nos. 6 & 7**

The details as required under Clause (IV) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

<b>General Information</b>	
Nature of industry	The Company is engaged in the business of Stock Broking.
Date or Expected date of commencement of commercial production	The company is an existing company and is in operation for commercial production since 28.04.1995.
In case of new companies, expected	Not applicable as the Company is an existing Company.



date of commencement of activity as per project approved by the financial institution appearing in the prospectus			
Financial performance based on given indicators	<b>(Rs. In Lakhs)</b>		
<b>Particulars</b>	<b><u>FY 2017-18</u></b> <b><u>(Amount is Rs.)</u></b>	<b><u>FY 2018-19</u></b> <b><u>(Amount is Rs.)</u></b>	<b><u>FY 2019-20</u></b> <b><u>(Amount is Rs.)</u></b>
Sales (Gross)	4,27,42,634	77,37,54,131	1,82,54,379
Loss Before Tax & Extra-Ordinary Item	(4,42,37,076)	(8,02,54,668)	(4,54,89,400)
Loss After Tax & Exceptional Item	(4,49,00,253)	(40,96,81,601)	(8,27,80,851)
Shareholders Fund	52,30,22,942	11,33,41,341	3,05,60,490
Rate of Dividend on Equity	-	-	-
Foreign investments or collaborations, if any	Nil		
<b><u>Other Information</u></b>			
Reasons of loss or inadequate profits	Due to unfavorable market conditions, Global recession, High input cost, inflationary trend, the Company could not achieve high levels of profits.		
Steps taken or proposed to be taken for improvement	The Company has taken cost cutting and restructuring measures to improve profitability.		
Expected increase in productivity and profits in measurable terms	The Company hopes increase in revenue and profits by improved margins in coming years.		
<b><u>Information about the appointees</u></b>	<b><u>Mr. Jonna Venkata Tirupati Rao</u></b>	<b><u>Mr. Srinivas Maya</u></b>	
a. Background details	<p>Mr. Jonna Venkata Tirupati Rao, an Indian resident individual, son of Venkat Rao Jonna, aged about 41 years has pursued his BBA from Nagarjuna University. He is having a vast experience of 18 years in the field of Indian Securities Markets. He leads the corporate team and directs the process: He</p> <ul style="list-style-type: none"> <li>- Was Regional Head of Kotak Commodity Services Limited</li> <li>- Was Business Head in Commodity and Currency of AP region in Anand Rathi Securities</li> </ul>	<p>Mr. Srinivas maya (Din: 08679514) aged 50 years, s/o Mr. Iylaiyah Maya is a graduate in Master of Business Administration and LLB, has a lot of business experience in the various fields.</p> <p>He joined the company in January, 2020 as an Additional Director of the company. Prior to joining the company he had experience of 15 years of working with Many Companies and group Companies in Finance Industry</p>	



	<ul style="list-style-type: none"> <li>- Was Zonal Director of CD Equi-search Private Limited</li> <li>- Was Sr. Vice President at Anand Rathi Securities</li> <li>- Was CEO with Basan Equity Broking Limited</li> <li>- Was Managing Director with GSV Securities Private Limited.</li> </ul>	
b. Past Remuneration	Nil	Nil
c. Job profile and his suitability	He is suitable to this position due to experience in this industry.	He is suitable to this position due to experience in this industry
d. Remuneration proposed	As set out in Explanatory Statement	As set out in Explanatory Statement
e. Comparative remuneration profile with respect to industry, size of Company, profile of the position and person	At par with the industry standards in which the Company operates.	At par with the industry standards in which the Company operates.
f. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Other than the remuneration stated above, Mr. Jonna Venkata Tirupati Rao has no other pecuniary relationship directly or indirectly with the Company.	Other than the remuneration stated above, Mr. Srinivas Maya has no other pecuniary relationship directly or indirectly with the Company.

**Registered Office**

402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers,  
Begumpet, above Pantaloons,  
Hyderabad, Telangana, 500016, India

**Place** : Hyderabad

**Date** : 27<sup>th</sup> November, 2020

**By order of the Board**

**For Stampede Capital Limited**

Sd/-

**Abhishek Jain**

Company Secretary

M. No.: A62027



## DIRECTOR'S REPORT

**To,  
The Members of  
Stampede capital limited ('Company')**

The Your Directors (hereinafter referred to as the Board) have pleasure in presenting the 25<sup>th</sup> (Twenty Fifth) Annual Report of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020.

### 1. FINANCIALS:

#### A. FINANCIAL RESULTS AND HIGHLIGHTS OF PERFORMANCE:

The Financial Performance of the Company for the year ended 31<sup>st</sup> March, 2020 is summarized below:

<u>Particulars</u>	<u>Year ended 31<sup>st</sup> March, 2020</u>	<u>Year ended 31<sup>st</sup> March, 2019</u>
Operational & Other Income	1,82,54,379	77,37,54,131
Total Expenses including Interest Expense and Depreciation and Amortization Expense	6,37,43,779	85,40,08,799
<b>Loss before exceptional items and tax</b>	<b>(4,54,89,400)</b>	<b>(8,02,54,668)</b>
Prior period items	NIL	NIL
Exceptional Items	NIL	NIL
Provision for diminution in the value of investments	<b>(3,75,00,100)</b>	31,90,20,999
<b>Loss before tax</b>	<b>8,29,89,500</b>	<b>39,92,75,667</b>
Current Tax	<b>(2,08,649)</b>	NIL
<b>Loss after tax</b>	<b>(8,27,80,851)</b>	<b>(40,96,81,601)</b>

#### B. OPERATIONS OF THE COMPANY / COMPANY PERFORMANCE:

For the Financial Year ended March 31, 2020, your Company had reported total Income of Rs. 1,82,54,379/- as against Rs. 77,37,54,131/- during the previous Financial Year. The Company recorded a net loss of Rs. 8,27,80,851/- as against net loss of Rs. 40,96,81,601/- during the previous Financial Year depicting reduction of 79.79% losses.

There is no change in nature of Business of the Company. However, the Company has applied for PMS (Port Folio Management Services) which is approved by the SEBI with Registration code is INP000006864.

During the Year under review, the company also became Trading Member of Indian Commodity Exchange Limited (ICEX) with membership code number is 2085.

The Company has also received approval from Bombay Stock Exchange (BSE) for Cash Segment (Deposit Based Member) w.e.f. Saturday, 14<sup>th</sup> November, 2020 under membership no. **6479**.

**C. SHARE CAPITAL:**

During the year under review, your Company's Authorized Share Capital is Rs. 34,00,00,000 comprising of 34,00,00,000 Equity Shares of Rs. 1/- each. The Company's paid up capital is Rs. 22,90,11,200 Equity Shares of Rs. 1/- each fully paid up and 5,72,52,800 Differential Voting Right Shares of Rs. 1/- each fully paid up.

The Board of Directors in its meeting held on 30<sup>th</sup> April, 2019 has approved the reduction in paid up share capital of the Company since there was an accumulated loss (debit balance of Profit & Loss Account) of Rs. 1729.23 lacs as against the paid-up share capital of Rs. 2862.64 lacs in the Company, as per the last Audited Annual Accounts of the Company for the Financial Year ended March 31, 2019. Subsequently, the Board of Directors in its meeting held on 30<sup>th</sup> October, 2019 decided to make an Application with Bombay Stock Exchange in order to take No objection Certificate pursuant to provision of Regulation 37 of SBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. In furtherance to the same, the Bombay Stock Exchange and National Stock Exchange had issued No Objection Certificate to the Company on 26<sup>th</sup> October, 2020 and 22<sup>nd</sup> October, 2020. The Board of Director shall seek the consent of shareholders for reduction of share capital in ensuing Annual General Meeting.

**D. DIVIDEND:**

As there are no profits, the Board of Directors of the Company does not recommend any payment of dividend on the Equity Shares for the Financial Year 2019 – 20.

**E. TRANSFER TO RESERVES:**

As there are losses for the Financial Year 2019 –20, the Company did not transfer any amount to reserves during the Year.

**F. UNPAID DIVIDEND & IEPF:**

The Company is not required to transfer any amount to the Investor Education & Protection Fund (IEPF) and does not have unclaimed dividend which remains to be transferred to Unpaid Dividend Account.

**G. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of Financial Statements provided in this Annual Report.

## **H. DEPOSITS:**

During the year under review, the Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

## **2. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATIONS AND JOINT VENTURE COMPANIES:**

With respect to Long-fin Corp, USA, Associate Company, the Company had impaired its Investment of Rs. 25,64,21,009 during the year under review. Hence, Long-fin Corp is no longer Associate of the Company.

With respect to Stampede Enterprises India Private Limited, Subsidiary Company, the Company had impaired its Investment of Rs. 5,00,99,990/- during the year under review. Hence, Stampede Enterprises India Private Limited is no subsidiary of the Company.

During the year under review, the Company had no joint venture.

As on 31<sup>st</sup> March, 2020, the Company had no Subsidiaries, Associates and Joint Ventures.

## **3. REMUNERATION / COMMISSION DRAWN FROM HOLDING / SUBSIDIARY COMPANY:**

During the year under review, none of the Directors of the Company have drawn any Remuneration / commission from the Company’s holding Company / subsidiary Companies.

## **4. CONSOLIDATED FINANCIAL STATEMENTS:**

The Consolidated Financial Statements of the Company prepared till the date of impairment of investment i.e. 31.12.2020 in Stampede Enterprises India Private Limited, Subsidiary Company and Longfin Corp, USA, Associate Company forms part of this Annual Report.

## **5. RELATED PARTY TRANSACTIONS:**

### **A. THE PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All related party transactions that were entered into during the Financial Year were on an arm’s length basis and were in the ordinary course of business as part of Company’s philosophy of adhering to highest ethical standards, transparency and accountability. These transactions are not likely to have any conflict with Company’s interest.

All Related Party Transactions up to 31<sup>st</sup> March, 2020 were placed before the Audit Committee

and the Board for approval. Also, prior omnibus approval of the Audit Committee was obtained for Related Party Transactions for the Financial Year 2019-20. The transactions entered into pursuant to the omnibus approval so granted were audited and a statement giving details of all related party transactions was placed before the Audit Committee for its review on a quarterly basis. The particulars of transactions between the Company and its related parties as per the Accounting Standard-18 are set out at **Note 22** in Notes to Accounts in the Annual Report.

The particulars of contracts or arrangements with related parties as defined under Section 188 of the Companies Act, 2013 in the prescribed Form **AOC - 2** is annexed hereto and marked as **Annexure - I** and forms part of this Report.

In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions. An abridged policy on related party transactions has been placed on the Company's website at:

[http://www.stampedecap.com/investor\\_relations.html](http://www.stampedecap.com/investor_relations.html)

Further, none of the Directors / Key Managerial Personnel has any pecuniary relationships or transactions vis-à-vis the Company which may have potential conflict with the interest of the Company at large.

**B. DISCLOSURE OF RELATED PARTY TRANSACTION WITH PERSON OR ENTITY BELONGING TO PROMOTER & PROMOTER GROUP:**

During the year under review, the Company has not made any transaction with person to promoter & promoter group that hold 10% or more shareholding of the Company.

**C. DISCLOSURE OF LOANS AND ADVANCES IN NATURE OF LOAN TO SUBSIDIARIES AND ASSOCIATE OF THE COMPANY:**

<b><u>Sr. No</u></b>	<b><u>Particulars</u></b>	<b><u>Long-fin Corp. USA (Associate Company)*</u></b>	<b><u>Stampede Enterprises India Private Limited, (Subsidiary Company)*</u></b>
1.	As on 31 <sup>st</sup> March, 2019, Loan and Advances from:	81,50,000	1,25,02,420
2.	Loan and Advances received during the Financial Year 2019-20	Nil	Nil
3.	Loan and Advances repaid during the Financial Year 2019-20	81,50,000	34,46,491
4.	Loan and Advances outstanding as on 31 <sup>st</sup> March, 2020	Nil	90,55,929

*\*Since, Company had impaired its investment in its associate and subsidiary during the year, reporting pertaining to 31<sup>st</sup> March, 2020 is not applicable.*

**6. MATTERS RELATED TO INDEPENDENT DIRECTORS:**

**A. DECLARATIONS BY INDEPENDENT DIRECTORS:**

The independent directors have submitted the Declaration of Independence, as required pursuant to section 149 (7) of the Companies Act, 2013 and Regulation 16 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that they meet the criteria of independence as provided in sub-section (6). There has been no change in the circumstances, which has affected their status as independent director.

Further, Non-Executive Directors of the Company had no pecuniary relationship other than sitting fee for attending meetings.

**B. EVALUATION BY INDEPENDENT DIRECTOR:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder relationship Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive director. The same was discussed in the Board meeting held subsequently to the meeting of the independent directors, at which the performance of the Board, its Committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

**C. OPINION OF BOARD OF DIRECTORS PERTAINING TO INDEPENDENT DIRECTORS OF THE COMPANY:**

In the opinion of the Board of Directors of the Company, Mrs. Chukka Lakshmi, Mr. Satya Srikanth Karaturi, Mr. Venkata Krishnayya Nekkanti and Mr. Chukka Siva Satya Srinivas Non-Executive Independent directors on the Board of the Company are independent of the management and complies with criteria of Independent Director as submitted by them under Companies Act, 2013 and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

Further, the afore-said independent director does possess integrity, expertise and also have vast experience which is necessary or suitable to be the Director of the Company.

## **7. MATTERS RELATING TO BOARD OF DIRECTORS:**

### **A. MEETING OF BOARD OF DIRECTORS OF THE COMPANY DURING THE FINANCIAL YEAR 2019-20:**

During the year under review, the Board met **Nine** times in accordance with the provisions of the Companies Act, 2013 to discuss and decide on various business strategies, policies and other issues.

The intervening gap between any two Meetings was not more than the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Company has complied with the applicable Secretarial Standards in respect of all the above Board meetings.

The detailed composition of Board of Directors and requisite details are given in the Corporate Governance Report.

### **B. FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF BOARD, ITS COMMITTEES AND DIRECTORS:**

The Board of Directors has adopted a formal mechanism for evaluating various aspects of the Board's functioning its performance and as well as that of its committee i.e. Audit, Nomination and Remuneration, Stakeholders Relationship and individual directors. The criteria for performance evaluation of the Board include aspects like composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance, experience, competencies etc. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of Individual Directors who was evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest The Board of Directors expressed their satisfaction with the evaluation process.

## **8. APPOINTMENT, RE-APPOINTMENT AND RESIGNATION OF DIRECTORS DURING THE YEAR 2019-20:**

The Board of the Company comprised of seven Directors, including 2 (Two) Executive, 1 (One) Non-Executive Non-Independent Director and 4 (Four) Non-Executive Independent Directors including 1 (One) Woman Director as required under Section 149 (1) of the Companies Act, 2013 as on 31<sup>st</sup> March, 2020. Further, Mr. Srinivas Maya, Non Executive Director of the Company was designated as Permanent Chairman of the Company as on 24<sup>th</sup> January, 2020.

**A. APPOINTMENT:**

- Mr. Chukka Siva Satya Srinivas (DIN: [07177166](#)) appointed as the additional Non Executive Independent Director of the Company w.e.f. April 30, 2019 and subsequently approved by the members of the Company in 24<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2019.
- Mr. Venkata Krishnayya Nekkanti (DIN: [07733209](#)) appointed as the additional Non Executive Independent Director of the Company w.e.f. August 08, 2019 and subsequently approved by the members of the Company in 24<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2019.
- Mr. Satya Srikanth Karaturi (DIN: [07733024](#)) appointed as the additional Non Executive Independent Director of the Company w.e.f. October 30, 2019.
- Mr. Vishnuvardhan Reddy Guntaka (DIN: [07125475](#)) appointed as the additional Executive Director of the Company w.e.f. January 24, 2020.
- Mr. Srinivas Maya (DIN: [08679514](#)) appointed as the additional Non Executive Director of the Company w.e.f. January 24, 2020. However, the Board of Directors in its meeting held on 13<sup>th</sup> November, 2020 has changed his designation and appointed him as Whole Time Director of the Company subject to approval of members of the Company in ensuing Annual General Meeting.

**B. RESIGNATION OF DIRECTORS:**

- Mr. Omesh Kumar Waghray (DIN: [07624771](#)) has tendered his resignation as the Non Executive Independent Director of the Company w.e.f. May 30, 2019.
- Mr. Avinash Karingam (DIN: [02599266](#)) has tendered his resignation as the Non Executive Independent Director the Company w.e.f. October 10, 2019.
- Mr. Emmanuel Dasi (DIN: [02598270](#)), has tendered his resignation as the Whole time Director of the Company with effect from January 24, 2020.

**9. APPOINTMENT, REAPPOINTMENT AND RESIGNATION OF KEY MANAGERIAL PERSONS DURING THE YEAR 2019-20:****A. APPOINTMENT:**

During the year 2019-20, no Key Managerial Persons has been inducted on the Board of the Company. However, Mr. Abhishek Jain current Company Secretary & Compliance Officer was appointed by the Board of Directors on 16<sup>th</sup> June, 2020.

**B. RESIGNATION:**

Mr. K. Kiran resigned from the post of Company Secretary & Compliance Officer w.e.f. 17<sup>th</sup> December, 2019.

**10. COMMITTEES OF BOARD OF DIRECTORS OF THE COMPANY:**

Following are the Committees of Board of Directors of the Company. Composition of the following Committees are also hosted on the website of the Company at [http://www.stampedecap.com/investor\\_relations.html](http://www.stampedecap.com/investor_relations.html):

- A. AUDIT COMMITTEE**
- B. NOMINATION AND REMUNERATION COMMITTEE**
- C. STAKEHOLDERS RELATIONSHIP COMMITTEE**
- D. INTERNAL COMPLAIN COMMITTEE FOR PREVENTION AND PROHIBITION OF SEXUAL HARASSMENT OF WOMAN AT WORKPLACE**
- E. INQUIRY COMMITTEE**

The constitutions, composition, terms of reference, details of meetings and attendance of members of afore-mentioned Committees have been mentioned in the Corporate Governance Report.

**F. CORPORATE SOCIAL RESPONSIBILITY:**

As the Company does not fall under any of the threshold limits given under the provisions of Section 135 of the Companies Act, 2013, the compliances under CSR are not applicable to the Company.

**G. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

In accordance with the provisions of Section 177 (9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 22 of SEBI (LODR) Regulations 2015 the Company already has in place "Vigil Mechanism Policy" (Whistle Blower Policy) for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The policy is also available on the Company's website at [http://www.stampedecap.com/investor\\_relations.html](http://www.stampedecap.com/investor_relations.html)





**H. RISK MANAGEMENT POLICY:**

The Company is not required to constitute Risk Management Committee pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has formulated internal risk management policy to deal with the risks that might become threat to the existence of the Company and subsequently affect the going concern status of the Company.

**11. AUDITORS & REPORTS:**

**A. STATUOTY AUDITORS OF THE COMPANY:**

At the 23<sup>rd</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2018, **M/s. Navitha and Associates, & Associate, Chartered Accountants, Hyderabad**, having Firm Registration No. 005120S have been appointed Statutory Auditors of the Company for a period of 5 years from the conclusion of 23<sup>rd</sup> AGM until the conclusion of the 28<sup>th</sup> Annual General Meeting.

Further, there no observations / qualifications / disclaimers made by the M/s. Navitha and Associates, & Associate in their report for the Financial Year ended 31<sup>st</sup> March 2020.

Further, the report of the Statutory Auditors along with notes to Schedules is enclosed to this report.

**B. SECRETARIAL AUDITORS OF THE COMPANY:**

Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. The Board appointed M/s Kota & Associates (Formerly Kota & Srinivas Associates), in Practice (M No. 34206 CP No. 14300), Hyderabad, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2019-20 and their report is annexed hereto and marked as **Annexure - II**. Management reply on observations market out by Secretarial Auditor is given below:

<b><u>Sr. No.</u></b>	<b><u>Observations/ Remarks of the Secretarial Auditor</u></b>	<b><u>Management Reply</u></b>
1.	Director Disqualification Certificate pursuant to provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not included in Corporate Governance Report for the Financial Year 2018-19	The Company has rectified its mistake by taking Director Disqualification Certificate from M/s. Kota & Associates, Practising Company Secretary. However, the Company shall attach Director Disqualification Certificate as an Exhibit - B of Corporate Governance Report forms part of this Annual Report.

Regulation 24 (A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 inter-alia requires every listed company to annex with its Board's report, a Secretarial Annual Compliance Report given by a Company Secretary in practice, in the prescribed form. The Board appointed M/s Kota & Associates (Formerly Kota & Srinivas Associates), Practicing Company Secretary in Practice (M No. 34206 CP No. 14300), has provided Secretarial Annual Compliance Report and their report is annexed hereto and marked as **Annexure - III**.

**C. COST AUDITORS OF THE COMPANY:**

In terms of Section 148 of the Companies Act, 2013 the Company is not required to appoint Cost Auditor of the Company.

**D. REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143 (12):**

During the year under review, the Statutory Auditors have not reported any incident of fraud to the Audit Committee or to the Board of Directors of the Company.

**E. INTERNAL AUDIT AND INTERNAL CONTROL SYSTEMS:**

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. Your Company has adequate internal controls for its business processes across departments to ensure efficient operations, compliance with internal policies, applicable laws and regulations, protection of resources and assets and appropriate reporting of financial transactions.

The Company has Internal Audit function which is empowered to examine the adequacy and compliance with policies, plans and statutory requirements. It comprises of experienced professionals who conduct regular audits across the Company's operations. The Company has also appointed a firm of Chartered Accountants as Internal Auditors, who reviews the various functions of the Company thoroughly and report to the Audit Committee. During the year under review, the Risk Management Committee of the Company had reviewed the new requirement of Internal Control over Financial Reporting ("ICOFR") and finalized the detailed analysis of key processes, and these were presented for review by the Statutory Auditors. The control mechanism and the process of testing of controls were discussed with the Statutory Auditors. The Statutory Auditors have submitted their report on the Internal Financial Controls which forms an integral part of this Report

The adequacy of the same has been reported by the Statutory Auditors of your Company in their report as required under the Companies (Auditor's Report) Order, 2003.

The Company has appointed **M/s Gorantla & Co & Associates, Chartered Accountants**, as Internal Auditor of the Company for the Financial Year 2019-20.

**12. INSURANCE:**

The assets of your Company are adequately insured. Your Company has also taken out suitable cover for Public Liability.

**13. EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, an Extract of the Annual Return in Form MGT-9 is hereto attached and marked as **Annexure - IV** for the Financial Year ended 31<sup>st</sup> March 2020.

The extract of Annual Return shall also be placed on the website of the Company at: [http://www.stampedecap.com/investor\\_relations.html](http://www.stampedecap.com/investor_relations.html)

**14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is not required to be given, since it is not applicable on the Company.

**15. CORPORATE GOVERNANCE REPORT:**

The Corporate Governance Report pursuant to Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and marked as **Annexure - V** and forms part of this Report.

**16. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report on the operations of the Company as required pursuant to Part B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and marked as **Annexure - VI** and forms part of this Report.

**17. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

The Company has an employee drawing remuneration above the limits mentioned in Section 197 (12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the details of the same is hosted on the website of the Company at [https://www.stampedecap.com/investor\\_relations.html](https://www.stampedecap.com/investor_relations.html).

## **18. SIGNIFICANT OR MATERIAL ORDERS PASSED AGAINST THE COMPANY:**

Pursuant to the requirement of Section 134 (3) (q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, it is confirmed that during FY 2019-20 there were no significant or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and your Company's operations in future.

## **19. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT:**

### **A. TAKEOVER:**

Pursuant to the provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 Gayi Management & Trends Private Limited, the Acquirer along with Person acting in concert shall acquire up to 7,44,28,650 (Seven Crore Forty Four Lakh Twenty Eight Thousand Six Hundred Fifty only) shares consisting of 5,95,42,920 (Five Crore Ninety Five Lakh Forty Two Thousand Nine Hundred and Twenty only) fully paid-up equity shares of face value of INR 1 (Indian Rupee One) each ("Equity Shares") and 1,48,85,730 (One Crore Forty Eight Lakh Eighty Five Thousand Seven Hundred Thirty only) fully paid-up differential voting right shares of face value of INR 1 (Indian Rupee One) each ("DVR Shares") of Stampede Capital Limited, Target Company.

### **A. CHANGE IN REGISTERED OFFICE OF COMPANY:**

Till the approval of this Directors' Report, the Company is in process to shift its Registered Office **FROM** Royal Pavilian Apartment, H. No. 6-3-787, Block — A, Flat No. 1003, Ameerpet, Hyderabad — 500016, Telangana **TO** 402 to 404, 4th, Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016, Telangana, India and pursuant to approval of Board of Directors of the Company in its meeting held on 13<sup>th</sup> November, 2020.

## **20. LEGAL AND REGULATORY:**

Compliance with laws and regulations is an essential part of your Company's business operations. We are subject to laws and regulations in diverse areas as trademarks, copyright, patents, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment and taxes.

Frequent changes in legal and regulatory regime and introduction of newer regulations with multiple authorities regulating same areas lead to complexity in compliance. We closely monitor and review our practices to ensure that we remain compliant with relevant laws and legal obligations.

## **21. SYSTEM AND INFORMATION:**

Your Company's operations are increasingly dependent on IT systems and the management of information. Increasing digital interactions with customers, suppliers and consumers place even greater emphasis on the need for secure and reliable IT systems and infrastructure, and careful management of the information that is in our possession.

The cyber-attack threat of un-authorized access and misuse of sensitive information or disruption to operations continues to increase. To reduce the impact of external cyber-attacks impacting our business, we have firewalls and threat monitoring systems in place, complete with immediate response capabilities to mitigate identified threats. Our employees are trained to understand these requirements.

## **22. SECRETARIAL STANDARDS OF ICSI:**

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and approved by the Central Government.

## **23. DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013 in relation to the audited financial statements of the company for the year ended 31<sup>st</sup> March, 2020 the Board of Directors hereby confirms that

- A.** In the preparation of the annual accounts, for the year ended 31<sup>st</sup> March, 2020, the applicable Accounting Standards have been followed and that there are no material departures;
- B.** Appropriate accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the loss of the Company for the year ended 31<sup>st</sup> March, 2020;
- C.** Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- D.** They have prepared the annual financial statements on a "Going Concern" basis.
- E.** Proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- F.** Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

## **24. GENERAL DISCLOSURES:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

### **A. DISCLOSURE UNDER SECTION 43 (a) (ii) OF THE COMPANIES ACT, 2013:**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished

### **B. DISCLOSURE UNDER SECTION 54 (1) (d) OF THE COMPANIES ACT, 2013:**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54 (1) (d) of the Act read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### **C. DISCLOSURE UNDER SECTION 62 (1) (b) OF THE COMPANIES ACT, 2013:**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### **D. DISCLOSURE UNDER SECTION 67 (3) OF THE COMPANIES ACT, 2013:**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

## **25. IMPACT OF COVID 19:**

Due to COVID-19 pandemic the nation-wide lockdowns was imposed by the central government since 24.03.2020 and the said period had been extended from time to time and due to closure of manufacturing activities, disruption of supply chain, closure vendor offices across the country, the operations of the so many Companies got affected. However, during the currency of lockdown, the operation of our Company was not closed since the Company is engaged into Stock Broking Services.

The Company has adopted work from home policy as per government guidelines and some employees of the company are working from home during the lockdown period. As per guidelines issued by ministry of home affairs dated 30<sup>th</sup> may, 2020, The Company is taking utmost care of all workers / employee for protection of their health and safety. The company is taking all safety measures and precaution at work place as per the guidelines issued by Ministry of home affairs and Ministry of health and family welfare of the Government of India. The steps taken by the Company are as follow:-

- Sanitize all work places and frequently sanitize all instruments at workplace.

- All workers/employee must wear face mask/cover and adequate stocks of face cover are made available.
- Social distancing during the work and avoid mass gathering.
- Thermal scanning of all workers/employees.
- Staggering of work/business hours followed in offices and factory premises.

The management of the company will closely monitor situation and take necessary steps as may be required from time to time.

## **26. OTHER DISCLOSURES**

### **A. CHANGE IN REGISTERED OFFICE OF COMPANY:**

The Company has shifted its Registered Office **FROM** A to Z Elite, 1st Floor, Plot No. 197, Guttala Begumpet Village, Madhapur, Hyderabad — 50008, Telangana **TO** Royal Pavilian Apartment, H. No. 6-3-787, Block — A, Flat No. 1003, Ameerpet, Hyderabad — 500016, Telangana and pursuant to approval of Board of Directors of the Company in its meeting held on 01<sup>st</sup> July, 2019.

## **27. CAUTIONARY STATEMENT:**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include input costs, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations

## **28. APPRECIATION / ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation and express their gratitude for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible. The Board takes this opportunity to express its gratitude for the valuable assistance and co-operation extended by Government Authorities, Banks, Corporate Debt Restructuring (CDR) Cell, Financial Institutions, Vendors, Customers, Advisors and other business partners.

**Place** : Hyderabad

**For and On Behalf of the Board of Directors**

**Date** : November 27, 2020

**Sd/-**  
**Mr. Jonna Venkata Tirupati Rao**  
**Managing Director**  
**DIN: 07125471**

**Sd/-**  
**Mr. Anil Thakur**  
**Chairman**  
**DIN: 08945434**



**ANNEXURE – I TO DIRECTORS’ REPORT**  
**FORM AOC-2**

**Particulars of Contracts / Arrangements entered in to by the Company with Related Parties referred to in Sub - Section (1) of Section 188 of the Companies Act, 2013**

1	Details of contracts or arrangements or transactions not at arm's length basis.	<b>As detailed Below</b>
2	Details of material contracts or arrangement or transactions at arm's length basis in the ordinary course of business.	<b>Not Applicable</b>

**1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:**

<b><u>Name of the Related Party</u></b> <b><u>Nature of Relationship</u></b>	<b><u>Nature of contracts / arrangement / transactions</u></b>	<b><u>Duration of the contracts / arrangements / transactions</u></b>	<b><u>Salient terms of the contracts or arrangements or transactions including the value, if any</u></b>	<b><u>Date(s) of approval by the Board, if any</u></b>	<b><u>Amount paid as advance in Rs</u></b>	<b><u>Date on which Special Resolution was passed in General Meeting</u></b>
Mr. Prathipati Parthasarathi	Service in relation to Chief Financial Officer of the Company	Ongoing	NA	27.05.2016	NA	NA

**Place** : Hyderabad

**Date** : November 27, 2020

**For and On Behalf of the Board of Directors**

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**  
**Managing Director**

**DIN: 07125471**

**Sd/-**

**Mr. Anil Thakur**  
**Chairman**

**DIN: 08945434**



**ANNEXURE – II TO DIRECTORS' REPORT**  
**SECRETARIAL AUDIT REPORT**  
**FORM MR - 3**

**CS Kota Srinivas**, MBA, FCS  
Company Secretary



**KOTA & ASSOCIATES**  
Company Secretaries  
(formerly Kota srinivas&Associates)  
Flat No.101, 1<sup>st</sup> Floor, Chaitanya Chambers,  
Chaitanyapuri, Hyderabad-500036  
Tel: +91 9493101245  
Email : cs.kotasrinivas@gmail.com

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]] And Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]  
**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020**

To  
The Members of  
M/s. **STAMPEDE CAPITAL LIMITED**  
CIN: L67120TG1995PLC020170  
Hyderabad.

Dear Sirs,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. STAMPEDE CAPITAL LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020, complied to the extent with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) viz.,
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading)
  - c. Regulations, 1992;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - g. The Securities and Exchange Board of India (Share based Employee Benefit) Regulations, 2014
  - h. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - i. The Securities and Exchange Board of India (Registrars to an Issue Companies Act and Share Transfer Agents) Regulations, 1993 regarding the companies Act, and dealing with client;
  - j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have also examined the compliances with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited/ The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year under review the Company has complied with the provisions of the Acts, to the extent applicable and the Rules, Regulations, Guidelines, etc., mentioned above:

We further report that, subject to our observations in annexure-II, that

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting, as represented by the Management. However, the records are to be updated regularly and no documentary evidence is seen during audit.
- iii. Majority decision is carried through while the dissenting members' views if any, are captured and recorded as part of the minutes, as represented by the Management. Suggested timely entry the signed records into the minutes book.

We further report based on the explanations, that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under review,

- a. The company has applied for reduction of capital during previous financial year which is under process with the authorities. As of preparing this report, there were Observation letters received from NSE & BSE.
- b. Stampede Enterprises India Private Limited and its wholly owned subsidiary Stampede Technologies Pte Ltd in Singapore, ceased to be the Subsidiary to Stampede Capital Limited during the year.
- c. The open offer which was initiated in the previous year was under process as at 31.3.2020.
- d. During the year there were promoter change found and the intimation in prescribed e-Form to be filed with ROC.
- e. The Company got PMS (Portfolio Management Services) license during the reporting period.
- f. The Company become Trading Member of Indian Commodity Exchange Limited.
- g. Trading membership compliance is to be met.
- h. We rely on Statutory audit report for related party transactions and others matters in absence of statutory registers.

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

We have relied on the information supplied and representation made by the Company and its officers for systems and mechanism followed by the Company for compliance under the applicable Acts, Laws and Regulations to the Company.

For KOTA & ASSOCIATES,  
Company Secretaries,

**Sd/-**

**KOTA SRINIVAS**

**FCS M.No.** : 34206

**CP No.** : 14300

**UDIN** : F010597B001244907

**Place** : Hyderabad

**Date** : 18.11.2020

This Report is to be read with our letter of even date which is annexed as Annexure –I & II and forms an integral part of this Report.

**ANNEXURE - I OF SECRETARIAL AUDIT REPORT**

(To the Secretarial Report of M/s. STAMPEDE CAPITAL Limited  
For the FY 2019-20)

To  
The Members of the  
M/s. STAMPEDE CAPITAL LIMITED  
CIN: L67120TG1995PLC020170  
Hyderabad.

Dear Sirs,

**Sub:** Annexure – I to the Secretarial Audit Report to your Company for the FY 2019-20.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.  
The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For KOTA & ASSOCIATES,  
Company Secretaries,

**Sd/-**

**KOTA SRINVIAS**

**FCS M.No.** : 34206

**CP No.** : 14300

**Place** : Hyderabad

**Dated** : 18.11.2020



**ANNEXURE - II OF SECRETARIAL AUDIT REPORT**

(To the Secretarial Audit Report of M/s. STAMPEDE CAPITAL (L67120TG1995PLC020170) for the FY 2019-20)

**LIST OF DOCUMENTS OBSERVATIONS BY US**

<b><u>SR.NO</u></b>	<b><u>DESCRIPTION OF DOCUMENTS VERIFIED</u></b>	<b><u>REMARKS / SUGGESTIONS / OBSERVATIONS</u></b>
1	Director Disqualification Certificate pursuant to Schedule V of SEBI (LODR)2015	Director Disqualification Certificate pursuant to SEBI (LODR)2015 not included in the Annual Report for Financial 2018-19



## ANNEXURE – III TO DIRECTORS' REPORT SECRETARIAL COMPLIANCE REPORT

**CS Kota Srinivas**, MBA, FCS  
Company Secretary



**KOTA & ASSOCIATES**  
Company Secretaries  
(formerly Kota srinivas&Associates)  
Flat No.101, 1<sup>st</sup> Floor, Chaitanya Chambers,  
Chaitanyapuri, Hyderabad-500036  
Tel: +91 9493101245  
Email : cs.kotasrinivas@gmail.com

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020**

We, Kota & Associates, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by M/s. **STAMPEDE CAPITAL LIMITED** (CIN: L67120TG1995PLC020170) having its Registered Office at to Royal Pavilion Apartment, H.No. 6-3-787, Flat No. 1003, Block - A, Ameerpet, Hyderabad-500016, Telangana, hereinafter referred to as “**the listed entity**”,
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity, (The website of the company has to be updated with Financial results for the quarter ended 31.03.2020, etc.)
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2020 (“Review Period”) in respect of compliance with the provisions of :
  - a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
  - b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **No such cases**

- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **No such cases.**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **No such cases**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **No such cases**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013- **No such cases**
- j) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016- **No such cases**
- k) SEBI (Investor Protection and Education Fund) Regulations, 2009  
 And circulars/ guidelines issued there under;

And based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

<u>Sr. No</u>	<u>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</u>	<u>Deviations</u>	<u>Observations/ Remarks of the Practicing Company Secretary</u>
1	Director Disqualification Certificate - SEBI (LODR)2015	Not included in the Annual report for Financial Year 2018-19	NSE letter dated 17.03.2020 issued to the company to Comply. We were informed that the company is taking care of the observed two points in the ensuing meetings.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

<u>Sr. No</u>	<u>Action taken by</u>	<u>Details of violation</u>	<u>Details of action taken E.g. fines, warning letter, debarment, etc.</u>	<u>Observations/ remarks of the Practicing Company Secretary, if any.</u>
Not Applicable				

Note: NSE has issued a letter dated 03.09.2019 seeking clarification about the difference in the shareholding pattern submitted for the quarter ended 30.06.2019 which was duly addressed by the company.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b><u>Sr. No</u></b>	<b><u>Observations of the Practicing Company Secretary in the previous reports</u></b>	<b><u>Observations made in the secretarial compliance report for the year ended 31.03.2019</u></b>	<b><u>Actions taken by the listed entity, if any</u></b>	<b><u>Comments of the Practicing Company Secretary on the actions taken by the listed entity</u></b>
NIL				

- e) Any other information: As per the documents provided by the Management, it is observed that the Company has applied for Scheme of Reduction of Capital which is under process.

For KOTA & ASSOCIATES,  
Company Secretaries,

Sd/-

**Kota Srinivas**

**FCS M.No.** : F10597

**CP No.** : 14300

**UDIN** : F010597B000517510

**Place** : Hyderabad

**Date** : 28-07-2020





**ANNEXURE – IV TO DIRECTORS' REPORT**  
**EXTRACT OF ANNUAL RETURN**  
**FORM MGT-9**

**As on Financial Year ended on 31<sup>st</sup> March 2020**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

<b>CIN</b>	:	L67120TG1995PLC020170
<b>Registration Date</b>	:	28/04/1995
<b>Name of the Company</b>	:	STAMPEDE CAPITAL LIMITED
<b>Category</b>	:	Company Limited by Shares.
<b>Sub-Category of the Company</b>		Indian Non-Government Company.
<b>Address of the Registered office</b>	:	Royal Pavilion Apartment, H. No. 6-3-787, Flat No. 1003, Block - A, Ameerpet, Hyderabad, Telangana State 500016, India.
<b>Contact details</b>		<b>Tel</b> : 040-48578444/26, <b>Fax</b> : 040-48578444 <b>Email</b> : <a href="mailto:cs@stampedecap.com">cs@stampedecap.com</a> <b>Website</b> : <a href="http://stampedecap.com/">http://stampedecap.com/</a>
<b>Whether listed company</b>	:	Yes, NSE and BSE (Equity and DVR)
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any:</b>	:	<b>Name</b> : Venture Capital And Corporate Investments Private Limited, <b>Address</b> : 12-10-167, Bharat Nagar, Hyderabad, 500004, Telangana <b>Phone</b> : 040-23818475/23818476/23868023 <b>Email</b> : <a href="mailto:info@vccipl.com">info@vccipl.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

<b>Sr. No.</b>	<b>Name and Description of main products/ services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1	Stock Broking	6612	100 %

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES AS ON 31<sup>ST</sup> MARCH, 2020:**

<b>Sr. No.</b>	<b>Name and address of the Company</b>	<b>CIN / GLN</b>	<b>Holding/Subsidiary / Associate*</b>	<b>% of shares held</b>	<b>Applicable section</b>
Not Applicable					





a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>39581890</b>	-	<b>39581890</b>	<b>17.28</b>	<b>582071</b>	--	<b>582071</b>	<b>0.25</b>	<b>17.03</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds	-	<b>97000</b>	<b>97000</b>	<b>0.04</b>	-	<b>97000</b>	<b>97000</b>	<b>0.04</b>	-
b) Banks / FI	<b>836222</b>	-	<b>836222</b>	<b>0.37</b>	<b>6000</b>	-	<b>6000</b>	<b>0</b>	<b>-0.36</b>
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):</b>	<b>836222</b>	<b>97000</b>	<b>933222</b>	<b>0.41</b>	<b>6000</b>	<b>97000</b>	<b>103000</b>	<b>0.04</b>	<b>-0.36</b>



(2)Non-Institutions									
a) Bodies Corp.	457926 80	23000	458156 80	20.01	9298097 7	23000	93003 977	40.61	20.61
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	490350 57	436060	494711 17	21.6	5304976 1	434060	53483 821	23.35	1.75
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	659551 85		659551 85	28.8	7467804 7	-	74678 047	32.61	3.81
c) Others (specify)	272541 06	-	272541 06	11.9	7160284	-	71602 84	3.12	8.78
<b>Sub-total(B)(2):</b>	<b>18803 7028</b>	<b>459060</b>	<b>18849 6088</b>	<b>82.31</b>	<b>2278690 69</b>	<b>457060</b>	<b>2283 2612 9</b>	<b>99.7</b>	<b>17.39</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>18887 3250</b>	<b>556060</b>	<b>18942 9310</b>	<b>82.72</b>	<b>2278750 69</b>	<b>554060</b>	<b>2284 2912 9</b>	<b>99.75</b>	<b>17.03</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	
<b>Grand Total (A+B+C)</b>	<b>22845 5140</b>	<b>556060</b>	<b>22901 1200</b>	<b>100.00</b>	<b>2284571 40</b>	<b>554060</b>	<b>2290 1120 0</b>	<b>100.00</b>	<b>0.00</b>

ii. DVR:



<u>Category of Shareholders</u>	<u>No. of Shares held at the beginning of the year 1<sup>st</sup> April, 2019</u>				<u>No. of Shares held at the end of the year 31<sup>st</sup> March, 2020</u>				<u>% Change during the year</u>
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	24495725	-	24495725	42.79	95725	-	95725	0.17	(42.62)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):</b>	<b>24495725</b>	<b>-</b>	<b>24495725</b>	<b>42.79</b>	<b>95725</b>	<b>-</b>	<b>95725</b>	<b>0.17</b>	<b>(42.62)</b>
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>24495725</b>	<b>-</b>	<b>24495725</b>	<b>42.79</b>	<b>95725</b>	<b>-</b>	<b>95725</b>	<b>0.17</b>	<b>(42.62)</b>
<b>B. Public Shareholding</b>									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	0	24250	24250	0.04	0	24250	24250	0.04	0



b) Banks / FI									
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):</b>	<b>0</b>	<b>24250</b>	<b>24250</b>	<b>0.04</b>	<b>0</b>	<b>24250</b>	<b>24250</b>	<b>0.04</b>	<b>0</b>
(2) Non-Institutions									
a) Bodies Corp.	67035 81	67925	677150 6	11.83	31572 335	67925	3164026 0	55.26	43.44
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	10596 801	195563	107923 64	18.85	14117 191	189313	1430650 4	24.99	6.14
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	71530 20	0	715302 0	12.49	96050 86	0	9605086	16.78	4.28
c) Others (specify)	80159 35	-	801593 5	14	15809 70	0	1580970	2.76	(11.24)
<b>Sub-total(B)(2):</b>	<b>32469 332</b>	<b>263493</b>	<b>32732 825</b>	<b>57.17</b>	<b>5687 5582</b>	<b>257243</b>	<b>5713282 5</b>	<b>99.79</b>	<b>42.62</b>
<b>Total Public Shareholding (B)=(B)(1)+(</b>	<b>32469 332</b>	<b>287743</b>	<b>32757 075</b>	<b>57.21</b>	<b>5687 5582</b>	<b>281493</b>	<b>5715707 5</b>	<b>99.83</b>	<b>42.62</b>



<b>B)(2)</b>									
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>56965057</b>	<b>287743</b>	<b>57252800</b>	<b>100.00</b>	<b>56971307</b>	<b>281493</b>	<b>57252800</b>	<b>100.00</b>	<b>0.00</b>

**B. SHAREHOLDING OF PROMOTERS:**

**i. EQUITY:**

<b>Sr. No.</b>	<b>Shareholder's Name</b>	<b>Shareholding at the beginning of the year 1<sup>st</sup> April, 2019</b>			<b>Shareholding at the end of the year 31<sup>st</sup> March, 2020</b>			<b>% change in share holding during the year</b>
		<b>No. of Shares</b>	<b>% of total Shares of the Company</b>	<b>% of Shares Pledge to total shares</b>	<b>No. of Shares</b>	<b>% of total Shares of the Company</b>	<b>% of Shares Pledge to total shares</b>	
1.	Venkat Srinivas Meenavalli	6,03,210	0.26	-	0	0	-	0.26
2.	M. Usha Rani	3,89,78,680	17.02	-	5,82,071	0.26	-	16.76

**ii. DVR:**

<b>Sr. No.</b>	<b>Shareholder's Name</b>	<b>Shareholding at the beginning of the year 1<sup>st</sup> April, 2019</b>			<b>Shareholding at the end of the year 31<sup>st</sup> March, 2020</b>			<b>% change in share holding during the year</b>
		<b>No. of Shares</b>	<b>% of total Shares of the Company</b>	<b>% of Shares Pledge to total shares</b>	<b>No. of Shares</b>	<b>% of total Shares of the Company</b>	<b>% of Shares Pledge to total shares</b>	
1.	Venkat Srinivas Meenavalli	1,50,802	0.26	-	0	0	-	0.26
2.	M.Usha Rani	2,43,44,923	42.52	-	95,725	0.17	-	42.35

**C. CHANGE IN PROMOTERS' SHAREHOLDING:**

**i. EQUITY**



Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019			Shareholding at the end of the year 31 <sup>st</sup> March, 2020			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledge to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledge to total shares	
1.	Venkat Srinivas Meenavalli							
	At the beginning of the year	6,03,210	0.26	-	0	0	-	0.26
	Increase/decrease in Directors shareholding during the year			-			-	
	<b>Sale 16<sup>th</sup> May, 2019</b>	6,03,210	0.26	-			-	
	At the End of the year	<b>0</b>	<b>0</b>	-	<b>0</b>	<b>0</b>	-	<b>0.26</b>
2.	M.Usha Rani							
	At the beginning of the year	38,97,8680						
	Increase/decrease in Directors shareholding during the year							
	<b>Purchase 16.05.2019</b>	603391	0.26					.26
	<b>Sale 21.01.2020</b>	39000000	17.03					17.03
	At the End of the year	<b>582071</b>	<b>0.25</b>			<b>582071</b>	-	<b>0.25</b>

ii. DVR:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019	Shareholding at the end of the year 31 <sup>st</sup> March, 2020
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		No. of Shares	% of total Shares of the Company	% of Shares Pledge to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledge to total shares	% change in share holding during the year
1.	Venkat Srinivas Meenavalli							
	At the beginning of the year	150802	0.26	-	0	0	-	0.26
	Increase/decrease in Directors shareholding during the year							
	<b>Sale 16<sup>th</sup> May, 2019</b>	(150802)	0.26	-	-	-	-	-
	At the End of the year	<b>0</b>	<b>0</b>	-	<b>0</b>	<b>0</b>	-	<b>0.26</b>
2.	M. Usha Rani							
	At the beginning of the year	24344923	42.52		95725	0.17	-	42.35
	Increase/decrease in Directors shareholding during the year							
	<b>Purchase 16<sup>th</sup> May, 2019</b>	150802	0.26					-
	<b>Sale 21<sup>st</sup> January, 2020</b>	(24400000)	42.62					-
	At the End of the year	<b>95725</b>	<b>0.17</b>		<b>95725</b>	<b>0.17</b>	-	<b>42.35</b>

**D. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

**i. EQUITY:**

<b><u>Sr. No.</u></b>	<b><u>Shareholding at the beginning of the year - 1<sup>st</sup> April, 2019</u></b>	<b><u>Transactions during the year</u></b>	<b><u>Cumulative Shareholding at end of year - 31<sup>st</sup> March, 2020</u></b>
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	Name & Type Of Transaction	No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
1.	Anil kumar Agarwal	3000000	1.31%	-	-	3000000	1.31
	<b>At the end of the year</b>	<b>3000000</b>	<b>1.31%</b>	-	-	<b>3000000</b>	<b>1.31</b>
2.	Bagaria Properties and Investment Private Limited	1099347	0.48%	-	-	1099347	0.48
	Market Buy	5873093	2.56%	-	-	6972440	3.04
	<b>At the end of the year</b>	<b>6972440</b>	<b>3.04%</b>	-	-	<b>6972440</b>	<b>3.04</b>
3.	Arcadia Share & Stock Brokers Pvt Ltd	6291412	2.75%	-	-	6291412	2.75
	Market Buy	-	-	05th April, 19	31249	6322661	2.76
	Market Sell	-	-	12th April, 19	(2999)	6319662	2.76
	Market Sell	-	-	19th April, 19	(510)	6319152	2.76
	Market Sell	-	-	21st June, 19	(391)	6318761	2.76
	Market Buy	-	-	9th August, 19	227	6318988	2.76
	Market Sell	-	-	30th August, 19	(232)	6318756	2.76
	Market Sell	-	-	20th September, 19	(52155)	6266601	2.74
	Market Sell	-	-	30th September, 19	(25055)	6241546	2.73
	Market Sell	-	-	4th October, 19	(79590)	6161956	2.69
	Market Sell	-	-	18th October, 19	(6161956)	0	0
	<b>At the end of the year</b>	<b>6291412</b>	<b>2.75%</b>	-	-	<b>0</b>	<b>0</b>
4.	Arcadia Share	0	0	0	0	0	0



	<b>And Stock Brokers Pvt Ltd-Proprietary A/C</b>						
	Market Buy	-	-	18th October, 19	6161956	6161956	2.69
	Market Sell	-	-	31st December, 19	(100000)	6061956	2.65
	Market Buy	-	-	14th February, 20	100000	6161956	2.69
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	-	-	6161956	2.69
5.	<b>Jainam Share Consultants Pvt. Ltd</b>	<b>0</b>	<b>0</b>	-	-	<b>1584729</b>	<b>0.69</b>
	Market Buy	-	-	05th-April-19	142759	1727488	0.75
	Market Sell	-	-	12th-April-19	(99709)	1627779	0.71
	Market Buy	-	-	19th-April-19	1300	1629079	0.71
	Market Buy	-	-	03rd-May-19	27959	1657038	0.72
	Market Buy	-	-	10th-May-19	500	1657538	0.72
	Market Buy	-	-	17th-May-19	5000	1662538	0.73
	Market Buy	-	-	24th-May-19	40298	1702836	0.74
	Market Sell	-	-	31st-May-19	(6950)	1695886	0.74
	Market Buy	-	-	14th-June-19	3500	1699386	0.74
	Market Sell	-	-	28th-June-19	(2500)	1696886	0.74
	Market Buy	-	-	12th-July-19	2000	1698886	0.74
	Market Buy	-	-	19th-July-19	10500	1709386	0.75
	Market Buy	-	-	2nd-August-19	1000	1710386	0.75
	Market Buy	-	-	9th-August-19	7000	1717386	0.75
	Market Buy	-	-	16th-	300	1717686	0.75



				August-19			
	Market Sell	-	-	23rd- August-19	(6846)	1710840	0.75
	Market Sell	-	-	30th- August-19	(13830)	1697010	0.74
	Market Buy	-	-	6th September,1 9	1350	1698360	0.74
	Market Sell	-	-	20th September	(300)	1698060	0.74
	Market Sell	-	-	24th September	(2000)	1696060	0.74
	Market Sell	-	-	27th September	(1659312)	36748	0.02
	Market Sell	-	-	30th September	(7500)	29248	0.01
	Market Sell	-	-	04th October,19	(250)	28998	0.01
	Market Sell	-	-	18th October,19	(8298)	20700	0.01
	Market Sell	-	-	25th October,19	(15700)	5000	0
	Market Sell	-	-	20th December,1 9	(5000)	0	0
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	-	-	<b>0</b>	<b>0.0</b>
6.	<b>Gayi Adi Management And Trends Private Limited</b>	<b>0</b>	<b>0</b>	-	-	<b>0</b>	<b>0</b>
	Market Buy	-	-	24th Januruy,20	39000000	39000000	17.03
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	-	-	<b>39000000</b>	<b>17.03</b>
7.	<b>Srinivas Naidu Kundavarapu</b>	<b>0</b>	<b>0</b>	-	-	<b>4000000</b>	<b>1.75</b>
	Market Buy	-	-	14th February,20	100000	4100000	1.79
	Market Buy	-	-	21st February,20	85000	4185000	1.83
	Market Buy	-	-	28th February,20	295101	4480101	1.96
	Market Buy	-	-	06th	216008	4696109	2.05

				March,20			
	Market Buy	-	-	13th March,20	172559	4868668	2.13
	Market Buy	-	-	20th March,20	334450	5203118	2.27
	Market Buy	-	-	27th March,20	101689	5304807	2.32
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	-	-	<b>5304807</b>	<b>2.32</b>
8.	<b>Niraj Chhaganraj Gemawat</b>	0	0	-	-	2776993	1.21
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	-	-	<b>2776993</b>	<b>1.21</b>
9.	<b>Amitabh Harivansh Rai Bachchan</b>	2893506	1.26	-	-	2893506	1.26
	<b>At the end of the year</b>	<b>2893506</b>	<b>1.26</b>	-	-	<b>2893506</b>	<b>1.26</b>
10.	<b>Agarwal Runit</b>	0	0	-	-	1133000	0.49
	Market Buy	-	-	24th September,1 9	85000	1218000	0.53
	Market Buy	-	-	29th November,1 9	225000	1443000	0.63
	Market Buy	-	-	6th December,1 8	60000	1503000	0.66
	<b>At the end of the year</b>	<b>1503000</b>	<b>0.66</b>	-	-	<b>1503000</b>	<b>0.66</b>
11.	<b>Ashok Mittal</b>	3255000	1.42	-	-	3255000	1.42
	Market Sell	-	-	30th August,20	(3255000)	0	0
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	-	-	<b>0</b>	<b>0</b>
12.	<b>Decent Trade Com Private Limited</b>	0	0	-	-		0
	Market Buy	-	-	30th March, 20	3655000	3655000	1.6
	<b>At the end of the year</b>	<b>3655000</b>	<b>1.6</b>	-	-	<b>3655000</b>	<b>1.6</b>
13.	<b>SMC Global</b>	5909958	2.58	-	-	5909958	2.58

	<b>Securities Ltd</b>						
	Market Buy	-	-	12th April 19	10000	5919958	2.59
	Market Sell	-	-	19th April 19	(11500)	5908458	2.58
	Market Sell	-	-	26th April 19	(100)	5908358	2.58
	Market Sell	-	-	17th May 19	(5873093)	35265	0.02
	Market Buy	-	-	31st May 19	39148	74413	0.03
	Market Sell	-	-	07th June, 19	(14175)	60238	0.03
	Market Sell	-	-	14th June, 19	(2000)	58238	0.03
	Market Buy	-	-	21st June, 19	8230	66468	0.03
	Market Sell	-	-	28th June, 19	(1200)	65268	0.03
	Market Buy	-	-	19th July, 19	1070	66338	0.03
	Market Sell	-	-	09th August, 19	(10000)	56338	0.02
	Market Buy			23rd August, 19	15000	71338	0.03
	Market Sell			30th August, 19	(10000)	61338	0.03
	Market Buy			06th September, 19	118549	179887	0.08
	Market Buy			24th September, 19	10000	189887	0.08
	Market Sell			27th September, 19	(33000)	156887	0.07
	Market Sell			30th September, 19	(156887)	0	0
	<b>At the end of the year</b>						
14.	<b>IIFL Securities Limited</b>	10585955	4.62	-	-	10585955	4.62
	Market Sell	-	-	06th September, 19	(10585955 )	0	0
	<b>At the end of</b>	<b>0</b>	<b>0</b>	-	-	<b>0</b>	<b>0</b>



	<b>the year</b>						
15.	<b>STANDARD FINANCIAL CONSULTANTS PVT LTD</b>	0	0	-	-	0	0
	Market Buy			06th September, 19	5415001	5415001	2.36
	<b>At the end of the year</b>	5415001	2.36			5415001	2.36
16.	<b>Longview Deal trade Pvt Ltd</b>						
	Market Buy			06th September, 19	4889000	4889000	2.13
	<b>At the end of the year</b>	4889000	2.13	-	-	4889000	2.13
17.	<b>JM Financial Services Limited</b>	1572656	0.69	-	-	1572656	0.69
	Market Buy	-	-	05th April, 19	400000	1972656	0.86
	Market Buy	-	-	17th May, 19	660000	2632656	1.15
	Market Sell	-	-	24th May, 19	(400000)	2232656	0.97
	Market Sell			18th August, 19	(1220387)	1012269	0.44
				30th September, 19	(1012269)	0	0
	<b>At the end of the year</b>	0	0	-	-	0	0
18.	<b>Resonance Opportunities Fund</b>	3250958	1.42	-	-	3250958	1.42
	Market Sell	-	-	06th December, 19	(714406)	2536552	1.11
	<b>At the end of the year</b>	2536552	1.11	-		2536552	1.11
19.	<b>Silver Stallion Limited</b>	9408805	4.11	-	-	9408805	4.11
	Market Sell	-	-	22th	(1203100)	8205705	3.58

				November, 19			
	Market Sell	-	-	29th November, 19	(5448800)	2756905	1.2
	Market Sell	-	-	06th December, 19	(2756905)	0	0
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**ii. DVR:**

Sr. No.	Name & Type Of Transaction	<u>Shareholding at the beginning of the year - 1<sup>st</sup> April, 2019</u>		<u>Transactions during the year</u>		<u>Cumulative Shareholding at end of year - 31<sup>st</sup> March, 2020</u>	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
1.	<b>Arcadia Share &amp; Stock Brokers Pvt Ltd</b>	536027	0.94	-	-	536027	0.94
	Market Sell	-	-	05th April, 19	(536027)	0	0
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	-	-	<b>0</b>	<b>0</b>
2.	<b>Arcadia Share And Stock Brokers Pvt Ltd-Proprietary A/C</b>	0	0	0	0	0	0
	Market Buy	-	-	30th August, 19	12001	12001	0.02
	Market Sell	-	-	18th October, 19	(536027)	548028	0.96
	Market Sell	-	-	22nd November, 19	(500)	547528	0.96
	Market Sell	-	-	31st December, 19	(11501)	536027	0.94
	<b>At the end of</b>	<b>536027</b>	<b>0.94</b>	-	-	<b>536027</b>	<b>0.94</b>





	<b>the year</b>						
3.	<b>Gayi Adi Management And Trends Private Limited</b>	0	0	-	-	0	0
	Market Buy	-	-	24th Januruy,20	24400000	24400000	42.62
	<b>At the end of the year</b>	<b>24400000</b>	<b>42.62</b>	-	-	<b>24400000</b>	<b>42.62</b>
4.	<b>Reema Agrawal</b>	299999	0.52	-	-	299999	0.52
	<b>At the end of the year</b>	<b>299999</b>	<b>0.52</b>	-	-	<b>299999</b>	<b>0.52</b>
5.	<b>Senator Realty Pvt Ltd</b>	307010	0.54	-	-	307010	0.54
	<b>At the end of the year</b>	<b>307010</b>	<b>0.54</b>	-	-	<b>307010</b>	<b>0.54</b>
6.	<b>Nomura Singapore Limited</b>	412500	0.72	-	-	412500	0.72
	Market Sell	-	-	27th December, 19	(412500)	0	0
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	-	-	<b>0</b>	<b>0</b>
7.	<b>Agarwal Runit</b>	355000	0.62	-	-	355000	0.62
	Market Buy	-	-	24th September,19	10000	365000	0.64
	Market Buy	-	-	27th December,18	55000	420000	0.73
	<b>At the end of the year</b>	<b>420000</b>	<b>0.73</b>	-	-	<b>420000</b>	<b>0.73</b>
8.	<b>Olympia Builders Private Limited</b>	307000	0.54	-	-	307000	0.54
	<b>At the end of the year</b>	<b>307000</b>	<b>0.54</b>	-	-	<b>307000</b>	<b>0.54</b>
9.	<b>Jobin J Edattu</b>	0	0	-	-	0	0
	Market Buy	-	-	13th December, 19	11250	11250	0.2
	Market Buy	-	-	20th	453750	465000	0.81



				December, 19			
	Market Buy	-	-	27th December, 19	321500	786500	1.37
	Market Buy	-	-	25th January, 20	403500	1190000	2.08
	<b>At the end of the year</b>	<b>1190000</b>	<b>2.08</b>	-	-	<b>1190000</b>	<b>2.08</b>
10.	<b>Padma Veerapaneni</b>	450000	0.79	-	-	450000	0.79
	<b>At the end of the year</b>	<b>450000</b>	<b>0.79</b>	-	-	<b>450000</b>	<b>0.79</b>
11.	<b>Pintail Realty Developers Private Limited</b>	1231250	2.15	-	-	1231250	2.15
	<b>At the end of the year</b>	<b>1231250</b>	<b>2.15</b>	-	-	<b>1231250</b>	<b>2.15</b>
	Ritu Jain	251000	0.44	-	-	251000	0.44
	<b>At the end of the year</b>	<b>251000</b>	<b>0.44</b>	-	-	<b>251000</b>	<b>0.44</b>
12.	<b>Avon Mark Trade Private Limited</b>	398750	0.7	-	-	398750	0.7
	<b>At the end of the year</b>	<b>398750</b>	<b>0.7</b>	-	-	<b>398750</b>	<b>0.7</b>
13.	<b>Resonance Opportunities Fund</b>	1509750	2.64	-	-	1509750	2.64
	Market Sell	-	-	06th December, 19	(757500)	752250	1.31
	<b>At the end of the year</b>	<b>752250</b>	<b>1.31</b>	-	-	<b>752250</b>	<b>1.31</b>
14.	<b>Silver Stallion Limited</b>	4427321	7.73	-	-	4427321	7.73
	Market Sell	-	-	29th November, 19	(257098)	4170223	7.28
	Market Sell	-	-	06th December, 19	(45639)	4124584	7.2
	Market Sell	-	-	13th December,	(752659)	3371925	5.89

				19			
	Market Sell			20th December, 19	(2200000)	1171925	2.05
	Market Sell			27th December, 19	(1171925)	-	-
	<b>At the end of the year</b>	<b>0</b>	<b>0</b>	-	-	<b>0</b>	<b>0</b>

**E. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**
**i. EQUITY:**

<b>Sr. No.</b>		<b><u>Shareholding at the beginning of the year</u></b>		<b><u>Cumulative Shareholding during the year</u></b>	
		<b>No. of shares</b>	<b>% of total shares of the Company</b>	<b>No. of shares</b>	<b>% of total shares of the Company</b>
1.	<b>Mr. Srinivas Maya</b> (Non Executive Director, Chairperson)				
	At the beginning of the year	-	-	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
2.	<b>Mr. Sudheer vegi (Executive Director)</b>				
	At the beginning of the year	1120	0	1120	0
	Increase/decrease in Directors shareholding during the year	0	0	0	0
	At the End of the year	<b>1120</b>	<b>0.0</b>	<b>1120</b>	<b>0.0</b>
	<b>Reason</b>	Nil movement during the year			
3.	<b>Mr. Satya Srikanth Karaturi</b> (Non-Executive _ Independent Director)				
	At the beginning of the year	0	0	0	0
	Increase/decrease in Directors shareholding during the year	20	-0	20	0
	At the End of the year	<b>20</b>	<b>0.0</b>	<b>20</b>	<b>0.0</b>
	<b>Reason</b>	Nil movement during the year			
4.	<b>Mr. Chukka Siva Satya</b>				

	<b>Srinivas</b> (Non-Executive-Independent Director)				
	At the beginning of the year	-	-	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
5.	<b>Mr. Venkata krishnayya Nekkanti</b> (Non-Executive - Independent Director)				
	At the beginning of the year	200	0	200	0
	Increase/decrease in Directors shareholding during the year	0	0	0	0
	At the End of the year	<b>200</b>	<b>0.0</b>	<b>200</b>	<b>0.0</b>
	<b>Reason</b>	Nil movement during the year			
6.	<b>Mrs. Chukka Lakshmi</b> (Non-Executive - Independent Director)				
	At the beginning of the year	-	-	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
7.	<b>Mr. Prathipati Parthasarathi</b> (Non-Executive - Nominee Director)				
	At the beginning of the year	1500	-	1500	-
	Increase/decrease in Directors shareholding during the year		-		-
	At the End of the year	<b>1500</b>	-	<b>1500</b>	-
	<b>Reason</b>	Nil movement during the year			
8.	<b>Mr. K. Kiran</b> * (Company Secretary & Compliance Officer)				
	At the beginning of the year	4000	0	4000	0
	Increase/decrease in Directors shareholding during the year	-	0	0	0
	At the End of the year	<b>4000</b>	<b>0.0</b>	<b>4000</b>	<b>0.0</b>
	<b>Reason</b>	Nil movement during the year			
9.	<b>Mr. Vishnuvardhan Reddy Guntaka</b> (Executive Director)				
	At the beginning of the year	-	-	-	-

	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
10.	<b>Mr. Emmanuel Dasi -</b> **(Executive Director)				
	At the beginning of the year	120000	0.05	120000	0.05
	Increase/decrease in Directors shareholding during the year	0	0.0	0	0
	At the End of the year	<b>120000</b>	<b>0.0</b>	<b>120000</b>	<b>0.05</b>
	<b>Reason</b>	Nil movement during the year			
11.	<b>Mr. Omesh Kumar Waghay</b> # (Non-Executive - Nominee Director)				
	At the beginning of the year	-	-	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
12.	<b>Mr. Avinash Karingam - ##</b> (Non-Executive - Independent Director)				
	At the beginning of the year	50000	0	50000	0.02
	Increase/decrease in Directors shareholding during the year	300	0	0	0
	At the End of the year	<b>50000</b>	<b>0</b>	<b>50000</b>	<b>0.02</b>

*\*Mr. K. Kiran has tendered his resignation as a Company Secretary & Compliance Officer with effect from December 17, 2019*

*\*\*Mr. Emmanuel Dasi has tendered his resignation as a Whole Time Director with effect from January 24, 2020.*

*#Mr. Omesh Kumar Waghay has tendered his resignation as a Non-Executive - Nominee Director with effect from June 17, 2019.*

*##Mr. Avinash Karingam has tendered his resignation as a Non-Executive - Independent Director with effect from October 30, 2019.*

**ii. DVR:**

<b>Sr. No.</b>		<b><u>Shareholding at the beginning of the year</u></b>		<b><u>Cumulative Shareholding during the year</u></b>	
		<b>No. of shares</b>	<b>% of total</b>	<b>No. of</b>	<b>% of total shares of</b>

			shares of the Company	shares	the Company
1.	<b>Mr. Srinivas Maya</b> (Non Executive Director, Chairperson)				
	At the beginning of the year	-	-	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
2.	<b>Mr. Sudheer vegi</b> (Executive Director)				
	At the beginning of the year	-	-	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
3.	<b>Mr. Satya Srikanth Karaturi</b> (Non-Executive _ Independent Director)			-	
	At the beginning of the year	0	0	0	0
	Increase/decrease in Directors shareholding during the year	130	0	130	0
	At the End of the year	<b>130</b>	<b>0</b>	<b>130</b>	<b>0</b>
	<b>Reason</b>	Nil movement during the year			
4.	<b>Mr. Chukka Siva Satya Srinivas</b> (Non-Executive- Independent Director)				
	At the beginning of the year	-	-	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
5.	<b>Mr. Venkata krishnayya Nekkanti</b> (Non-Executive - Independent Director)				
	At the beginning of the year	50	0	50	0
	Increase/decrease in Directors shareholding during the year	0	0	0	0
	At the End of the year	<b>50</b>	<b>0</b>	<b>50</b>	<b>0</b>
	<b>Reason</b>	Nil movement during the year			



6.	<b>Mrs. Chukka Lakshmi</b> (Non-Executive - Independent Director)				
	At the beginning of the year	-	-	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
7.	<b>Mr. Prathipati Parthasarathi</b> (Non-Executive - Nominee Director)				
	At the beginning of the year	375	0	375	0
	Increase/decrease in Directors shareholding during the year	0	0	0	0
	At the End of the year	<b>375</b>	<b>0</b>	<b>375</b>	<b>0</b>
	<b>Reason</b>	Nil movement during the year			
8.	<b>Mr. K. Kiran</b> * (Company Secretary & Compliance Officer)				
	At the beginning of the year	-	-	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
9.	<b>Mr. Vishnuvardhan Reddy Guntaka</b> (Executive Director)				
	At the beginning of the year	375	0	375	0
	Increase/decrease in Directors shareholding during the year	0	0	0	0
	At the End of the year	<b>375</b>	<b>0</b>	<b>375</b>	<b>0</b>
	<b>Reason</b>	Nil movement during the year			
10.	<b>Mr. Emmanuel Dasi -</b> **(Executive Director)				
	At the beginning of the year	86123	0.15	86123	0.15
	Increase/decrease in Directors shareholding during the year	0	0.0	0	0
	At the End of the year	<b>86123</b>	<b>0.15</b>	<b>86123</b>	<b>0.15</b>
	<b>Reason</b>	Nil movement during the year			
11.	<b>Mr. Omesh Kumar Waghray</b> # (Non-Executive - Nominee Director)				
	At the beginning of the year	-	-	-	-

	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the End of the year	-	-	-	-
	<b>Reason</b>	Nil movement during the year			
12.	<b>Mr. Avinash Karingam - ##</b> (Non-Executive - Independent Director)				
	At the beginning of the year	100	0	100	0.0
	Increase/decrease in Directors shareholding during the year	0	0	0	0
	At the End of the year	<b>100</b>	<b>0</b>	<b>100</b>	<b>0.02</b>
	<b>Reason</b>	Nil movement during the year			

*\*Mr. K. Kiran has tendered his resignation as a Company Secretary & Compliance Officer with effect from December 17, 2019*

*\*\*Mr. Emmanuel Dasi has tendered his resignation as a Whole Time Director with effect from January 24, 2020.*

*#Mr. Omesh Kumar Waghray has tendered his resignation as a Non-Executive - Nominee Director with effect from June 17, 2019.*

*##Mr. Avinash Karingam has tendered his resignation as a Non-Executive - Independent Director with effect from October 30, 2019.*

## V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	<i>(In Rs.)</i>			
	Secured Loans excluding deposits	Unsecured Loans excluding deposits	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the Financial Year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-		-	
<b>Change in Indebtedness during the financial year</b>				
Addition	-	1,31,18,781	-	1,31,18,781
Reduction	-	-	-	-
<b>Net Change</b>	-	<b>1,31,18,781</b>	-	<b>1,31,18,781</b>







			<b>i</b>						
1.	Independent Directors	-	-	-	-	-	-	-	-
	Fee for attending board / committee meetings	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-	-	-
2.	Other Non-Executive Directors	-	-	-	-	-	-	-	-
	Fee for attending board / committee meetings	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	-
3.	Total (3)=(1+2)	-	-	-	-	-	-	-	-

\*Mr. Omesh Kumar Waghray has tendered his resignation as a Non-Executive -Nominee Director with effect from June 17, 2019.

\*Mr. Avinash Karingam has tendered his resignation as a Non-Executive - Independent Director with effect from October 30, 2019.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of KMPs</b>		
		<b>Company Secretary &amp; Compliance Officer</b>	<b>CFO</b>	<b>Total</b>
		<b><u>K. Kiran *</u></b>	<b><u>Prathipati Parthasarathi</u></b>	
1.	Gross salary	<b>5,62,920</b>	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s	-	-	-

	17 (2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17 (3) Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- As % of profit	-	-	-
	- Others, specify	-	-	-
5.	Others, please Specify	-	-	-
	<b>Total</b>	<b>5,62,920</b>	<b>-</b>	<b>5,62,920</b>

*\*Mr. K. Kiran has tendered his resignation with effect from December 17, 2019 .*

#### **VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

During the year, no penalties were levied against the Company, its directors or any of its officers under the Companies Act, 2013 nor was there any punishment or compounding of offences against the Company, its directors or any of its officers.

**Place** : Hyderabad

**Date** : November 27, 2020

**For and On Behalf of the Board of Directors**

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**

**Managing Director**

**DIN: 07125471**

**Sd/-**

**Mr. Anil Thakur**

**Chairman**

**DIN: 08945434**

## **ANNEXURE – V TO DIRECTORS' REPORT** **CORPORATE GOVERNANCE REPORT**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2020, in terms of Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the Auditors Certificate annexed as **Exhibit - A** to this report, on compliance with the conditions of Corporate Governance laid down for the year ended 31<sup>st</sup> March, 2020.

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. Corporate governance also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined. Your Company has been following the Corporate Governance practices like striking out reasonable balance in the composition of Board of Directors, setting up Audit Committee and other business committees, adequate disclosures and business to be deliberated by the Board etc. It is the way of life, rather than mere legal compulsion. Your Company is committed to follow good Corporate Governance practices and improve upon them year after year. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("Act"). These codes are available on the Company's website.

The Company's philosophy on Corporate Governance is thus concerned with the ethics, values and morals of the Company and its directors, who are expected to act in the best interests of the Company and remain accountable to shareholders and other beneficiaries for their action.

The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under the regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

### **2. BOARD OF DIRECTORS:**

The Board Members are fully aware of their roles and responsibilities in discharge of the key functions. The Board Members strive to meet the expectation of operational transparency without compromising the need to maintain confidentiality of information.

The Board of Directors of the Company has an **optimum combination** of Executive and Non-Executive Directors with not less than Fifty percent of the Board of Directors comprising of Non-Executive Directors. The Company has Non Executive Chairman and 50% of the Board consisting of Independent and Non-Executive Directors. As on 31<sup>st</sup> March, 2020 the Company has 7 (Seven) Directors. Among the 7 Directors, the Company has a 2 (Two) Executive Directors, 1 (One) Non Executive Directors and 4 (Four) Non-Executive Independent Directors including one woman Director.

The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Act.

Also the Independent Directors on the Board are highly experienced and competent persons from their respective fields. The Independent Directors take active part at the Board Meetings and Committee Meetings which add value in the decision making process of the Board of Directors.

### 3. COMPOSITION AND CATEGORY OF BOARD OF DIRECTORS:

The Composition of the Board and Directorship held in other Companies and Committees as on 31<sup>st</sup> March, 2020 are prescribed below:

<b>Sr. No.</b>	<b><u>Name of the Director(s)</u></b>	<b><u>Category of Directorship</u></b>	<b><u>No. of Directorship including Company</u></b>	<b><u>No. of Committee positions held including Company</u></b>	
				<b><u>Chairman</u></b>	<b><u>Member</u></b>
1.	Mr. Srinivas Maya	Non- Executive Director	1	0	1
2.	Mr. Sudheer Vegi	Executive Director	2	0	0
3.	Mr. Vishnuvardhan Reddy Guntaka	Executive Director	1	0	0
4.	Mr. Chukka Siva Satya Srinivas	Non-Executive - Independent Director	5	2	2
5.	Mr. Satya Srikanth Karaturi	Non-Executive- Independent Director	4	2	3
6.	Mr. Venkata Krishnayya Nekkanti	Non-Executive- Independent Director	2	2	2
7.	Mrs. Chukka Lakshmi	Non-Executive- Independent Director	2	0	2

<b><u>Category</u></b>	<b><u>No. of Directors</u></b>	<b><u>% of Total Board</u></b>
Whole Time Executive Directors	02	28.57%
Non-Executive and Independent Director	04	57.14%
Non-Executive and Non-Independent Director	01	14.29%
<b>Total</b>	<b>07</b>	<b>100%</b>

**NOTES:**

- All the Directors are appointed or re-appointed with the approval of the shareholders.
- None of the Directors has any business / material pecuniary relationship or transactions with the Company.
- None of the Directors has received any loans, advances from the Company during the year.
- None of the Directors are related to each other except Mr. Chukka Siva Satya Srinivas and Mrs. Chukka Lakshmi who is spouse of each other.
- None of the Directors on the Board hold directorships in more than ten public companies.
- None of them is a member of more than Ten Committees or Chairman of more than five committees across all the public companies in which he is a Director.
- All Directors have intimated periodically about their Directorship and Membership in various Board and Committee positions of other Companies, which are within permissible limits of the Companies Act, 2013 and Corporate Governance Code.
- While considering the total No. of other outside Committee positions held, Membership in committees of Private Companies, Section 8 Companies and Foreign Companies have not been included. Also, membership of Audit Committee and Stakeholder's Relationship Committee of public company are considered.

**4. BOARD MEETING AND ATTENDANCE OF DIRECTORS:**

During the Financial Year 2019-20, 9 (Nine) Meetings of Board of Directors were held on 30<sup>th</sup> April, 2019, 1<sup>st</sup> July, 2019, 8<sup>th</sup> August, 2019, 28<sup>th</sup> August, 2019, 30<sup>th</sup> October, 2019, 24<sup>th</sup> December, 2019, 24<sup>th</sup> January, 2020, 12<sup>th</sup> February, 2020 & 24<sup>th</sup> March, 2020. The necessary quorum was present for all the meetings. The maximum gap between any two meetings was less than 120 Days. Further, for every Board Meeting, the agenda papers along with explanatory notes are circulated in advance to the Board Members.

Last Annual General Meeting (AGM) of the Company was held on 28<sup>th</sup> September, 2019.

**THE ATTENDANCE OF DIRECTORS AT THE BOARD MEETINGS AND LAST ANNUAL GENERAL MEETING WERE AS UNDER:**

<b><u>Dates on which the Meetings were held</u></b>	<b><u>Attendance of Directors</u></b>				
	<b>Mr. Srinivas Maya*</b>	<b>Mr. Sudheer Vegi</b>	<b>Mr. Vishnuvardhan Reddy Guntaka**</b>	<b>Mr. Chukka Siva Satya Srinivas</b>	<b>Mr. Satya Srikanth Karaturi* **</b>
<b><u>Board Meeting</u></b>					
30 <sup>th</sup> April, 2019	NA	P	NA	P	NA
1 <sup>st</sup> July, 2019	NA	P	NA	A	NA
8 <sup>th</sup> August, 2019	NA	P	NA	A	NA
28 <sup>th</sup> August, 2019	NA	P	NA	P	NA
30 <sup>th</sup> October, 2019	NA	P	NA	P	P

24 <sup>th</sup> December, 2019	NA	P	NA	P	P
24 <sup>th</sup> January, 2020	P	P	P	P	P
12 <sup>th</sup> February, 2020	P	P	P	P	P
24 <sup>th</sup> March, 2020	P	P	P	P	P
<b><u>Annual General Meeting</u></b>					
28 <sup>th</sup> September, 2019	NA	P	P	P	NA

<b><u>Dates on which the Meetings were held</u></b>	<b><u>Attendance of Directors</u></b>				
	<b>Mrs. chukka lakshmi</b>	<b>Mr. Venkata Krishnayya Nekkanti #</b>	<b>Mr. Omesh Kumar Waghra y ##</b>	<b>Mr. Dasi Emmanuel ###</b>	<b>Mr. Avinash Karingam ####</b>
<b><u>Board Meeting</u></b>					
30 <sup>th</sup> April, 2019	P	NA	P	P	P
1 <sup>st</sup> July, 2019	P	NA	NA	P	P
8 <sup>th</sup> August, 2019	P	NA	NA	P	P
28 <sup>th</sup> August, 2019	P	P	NA	P	P
30 <sup>th</sup> October, 2019	P	P	NA	P	NA
24 <sup>th</sup> December, 2019	P	P	NA	P	NA
24 <sup>th</sup> January, 2020	P	P	NA	NA	NA
12 <sup>th</sup> February, 2020	P	P	NA	NA	NA
24 <sup>th</sup> March, 2020	P	P	NA	NA	NA
<b><u>Annual General Meeting</u></b>					
28 <sup>th</sup> September, 2019	P	P	NA	P	P

**NA:** Not Applicable

**P:** Present

*\*Mr. Srinivas Maya appointed as additional Non Executive Director with effect from January 24, 2020.*

*\*\*Mr. Vishnuvardhan Reddy Guntaka appointed as additional Executive Director with effect from January 24, 2020.*

*\*\*\*Mr. Satya Srikanth Karaturi appointed as additional Independent Director with effect from October 30, 2019.*

*# Mr. Venkata Krishnayya Nekkant appointed as Independent Director with effect from August 08, 2019.*

*## Mr. Omesh Kumar Waghra y has tendered his resignation as a Non-Executive - Independent Director with effect from June 17, 2019.*

*### Mr. Dasi Emmanuel has tendered his resignation as a Whole Time Director with effect from January 24, 2020.*

*#### Mr. Avinash Karingam has tendered his resignation as a Non-Executive - Independent Director with effect from October 30, 2019.*

## 5. **BOARD PROCEDURE:**

- The Board meets at least once a quarter to review the results and other items on the agenda, once a year for approval of annual budgets and strategy and also on the occasion of the annual shareholders' meeting. When necessary, additional meetings are held.
- The Board Meetings are convened by giving appropriate Notice and Agenda.
- The Notice and Agenda of the board meetings is drafted by the Company Secretary if appointed or person authorized by Board of Directors of the Company along with the explanatory notes and these are distributed in advance to the directors. Every Board member is free to suggest the inclusion of items on the agenda.
- All divisions / departments in the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/ approval/ decision in the board/ committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the agenda for the board meetings. The agenda papers are prepared by the concerned officials of the respective department and are approved by the Chairman.
- Agenda papers are circulated to the Board by the Company Secretary if appointed or person authorized by Board of Directors. Additional items on the agenda are permitted with the permission of the Chairman and with the consent of all the Directors present at the meeting.
- The Board also passes resolutions by circulation on need basis. The Company has been providing the directors with an option to participate in Board Meetings through electronic mode.
- Minutes of the proceedings of the Board Meeting are prepared within stipulated time as per applicable law and thereafter the same is circulated to all Directors for their comments. The minutes of all the Committees of the Board of Directors of the Company and the minutes of the meetings of the Board of Directors of the Company are placed before the Board.
- The quarterly, half-yearly and the annual results of the Company are first placed before the Audit Committee of the Company and thereafter the same are placed before the Board of Directors.
- A Compliance Certificate, signed by the CFO and Executive Director in respect of various laws, rules and regulations applicable to the Company is placed before the Board, every quarter.

## **6. BRIEF PROFILE OF DIRECTORS OF THE COMPANY:**

### **A. MR. SRINIVAS MAYA (DIN: 08679514):**

Mr. Srinivas Maya (DIN: 08679514) aged 50 years, s/o Mr. Iylaiah Maya is a graduate in Master of Business Administration and LLB, has a lot of business experience in the various fields.

He joined the company in January, 2020 as an Additional Director of the company. Prior to joining the company he had experience of 15 years of working with Many Companies and group Companies in Finance Industry.

During the Year 2019-20, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting appointed Mr. Srinivas Maya as Non Executive Director of the Company and later on designated him as Permanent Chairman of the Company on 24<sup>th</sup> January 2020, considering his hard work, Discipline, Honest & loyalty



At present Mr. Srinivas Maya is Chairman the Company and he was not holding any share in the Company as on 31<sup>st</sup> March, 2020.

Table showing name of Unlisted Companies in which Mr. Srinivas Maya is director as on 31.03.2020:

<b><u>Sr. No.</u></b>	<b><u>Name of the Unlisted Company</u></b>	<b><u>Category of Directorship</u></b>
-	-	-

Table showing name of Listed Company in which Mr. Srinivas Maya is director as on 31.03.2020:

<b><u>Sr. No.</u></b>	<b><u>Name of the Listed Company</u></b>	<b><u>Category of Directorship</u></b>
1.	Stampede Capital Limited	Non Executive Director - Chairman

Table showing Name of the Companies in which Mr. Srinivas Maya is a member of the Committee of the Board as on 31.03.2020:

<b><u>Sr. No.</u></b>	<b><u>Name of Company</u></b>	<b><u>Name of the Committee in which he is Member</u></b>
1.	Stampede Capital Limited	Stakeholder Relationship Committee (Member)

**B. MR. SUDHEER VEGI (DIN: 08070785):**

Mr. **Sudheer vegi** (DIN: **08070785**) aged 40 years, s/o Mr. Srihari Vegi is a post-graduate in Master of Computer Applications from Madras University. Overall 10+ Years of IT Experience in front, middle and back office projects for global financial intermediaries. He led the development of new systems for a proprietary global trading platform on electronic markets. Also he is having expertise in field of functional understanding and coordinating with BAs, Developers and Quant Teams.

Mr. Sudheer Vegi has initiated numerous process improvements and has led a Quality Assurance department in delivering dozens of mission critical software releases in the world of FX markets. He involved in these activities include order origination and trade-processing, pricing, signals generation, back-testing, execution performance analysis, and other activities as needed by trading businesses.

He joined the company on 14<sup>th</sup> February, 2018 as the Additional Executive Director of the company, and subsequently his appointment was approved as by the members of the Company at the 23<sup>rd</sup> AGM of the Company held on 28<sup>th</sup> September, 2019.

Mr. Sudheer vegi is a Executive Director of the Company and he was holding 1120 Equity share in the Company as on 31<sup>st</sup> March, 2020.

Table showing name of Unlisted Companies in which Mr. Sudheer vegi is director as on 31.03.2020:



<b>Sr. No.</b>	<b>Name of the Unlisted Company</b>	<b>Category of Directorship</b>
1.	Kling Enterprises India Limited	Whole Time Director
2.	Kling Trading India Private Limited	Additional Director

Table showing name of Listed Company in which Mr. Sudheer vegi is director as on 31.03.2020:

<b>Sr. No</b>	<b>Name of the Listed Company</b>	<b>Category of Directorship</b>
1.	Stampede Capital Limited	Executive Director

Table showing Name of the Companies in which Mr. Sudheer vegi is a member of the Committee of the Board as on 31.03.2020:

<b>Sr. No</b>	<b>Name of Company</b>	<b>Name of the Committee in which he is Member</b>
-	-	-

**C. MR. VISHNUVARDHAN REDDY GUNTAKA (DIN: 07125475):**

**Mr. Vishnuvardhan Reddy Guntaka** (DIN: 07125475) aged 40 years, s/o Mr. Siva Reddy Guntaka has a lot of business experience in the numerous fields.

During the Year 2019-20, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting appointed Mr. Vishnuvardhan Reddy Guntaka the Executive Director of the Company on 24<sup>th</sup> January 2020.

Mr. Vishnuvardhan Reddy Guntaka is Executive Director the Company and he was holding 375 DVR share in the Company as on 31<sup>st</sup> March, 2020.

Table showing name of Unlisted Companies in which Mr. Vishnuvardhan Reddy Guntaka is director:

<b>Sr. No.</b>	<b>Name of the Unlisted Company</b>	<b>Category of Directorship</b>
-	-	-

Table showing name of Listed Company in which Mr. Vishnuvardhan Reddy Guntaka is director:

<b>Sr. No</b>	<b>Name of the Listed Company</b>	<b>Category of Directorship</b>
1.	Stampede Capital Limited	Additional Whole Time Director

Table showing Name of the Companies in which Mr. Vishnuvardhan Reddy Guntaka is a member of the Committee of the Board:

<b>Sr. No</b>	<b>Name of Company</b>	<b>Name of the Committee in which he</b>
---------------	------------------------	--



		<b><u>is Member</u></b>
-	-	-

**D. MR. CHUKKA SIVA SATYA SRINIVAS (DIN: 07177166):**

Mr. Chukka Siva Satya Srinivas (DIN: 07177166) aged 52 years, s/o Mr. Apparao Chukka has lot of business experience in the various fields. He has over 25 years of experience in Risk Management which will be useful for the Company.

He joined the company on 30<sup>th</sup> April, 2019 as the Additional Independent Director of the company, and subsequently approved by members of the Company at the 24<sup>th</sup> AGM of the Company held on 28<sup>th</sup> September, 2019 for a period of Five years up to 31<sup>st</sup> March, 2024.

At present Mr. Chukka Siva Satya Srinivas is Non-Executive Independent Director of the Company and he was not holding any share in the Company as on 31<sup>st</sup> March, 2020.

Table showing name of Unlisted Companies in which Mr. Chukka Siva Satya Srinivas is director as on 31.03.2020:

<b>Sr. No.</b>	<b>Name of the Unlisted Company</b>	<b>Category of Directorship</b>
1.	Barret Commodity Traders Private Limited	Additional Director
2.	Kling Enterprises India Limited	Additional Director
3.	Social Media India Limited	Director

Table showing name of Listed Company in which Mr. Chukka Siva Satya Srinivas is director as on 31.03.2020:

<b>Sr. No.</b>	<b>Name of the Listed Company</b>	<b>Category of Directorship</b>
1.	Stampede Capital Limited	Non-Executive - Independent Director
2.	Spacenet Enterprises India Limited	Non-Executive - Independent Director

Table showing Name of the Companies in which Mr.Chukka Siva Satya Srinivas is a member of the Committee of the Board as on 31.03.2020:

<b>Sr. No.</b>	<b>Name of Company</b>	<b>Name of the Committee in which he is Member</b>
1.	Stampede Capital Limited	Audit Committee (Chairperson) Nomination and Remuneration Committee (Chairperson) Stakeholder Relationship Committee (Chairperson)
2.	Spacenet Enterprises India Limited	Audit Committee (Member) Nomination and Remuneration Committee



		(Member) Stakeholder Relationship Committee (Member)
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**E. MRS. CHUKKA LAKSHMI (DIN: 07733231):**

Mrs. Chukka Lakshmi (DIN: 07733231) aged 47 years, d/o Mr. Srinivas has a lot of business experience in the various fields.

He joined the company on 20<sup>th</sup> March, 2017 as the Additional Independent Director of the company, and subsequently approved by members of the Company at the 22<sup>nd</sup> AGM of the Company held on 29<sup>th</sup> September, 2017 for a period of Five years.

Mrs. Chukka Lakshmi is Non-Executive Independent Director of the Company and she was not holding any share in the Company as on 31<sup>st</sup> March, 2020.

Table showing name of Unlisted Companies in which Mrs. Chukka Lakshmi is director as on 31.03.2020:

<u>Sr. No</u>	<u>Name of the Unlisted Company</u>	<u>Category of Directorship</u>
1.	Kling Enterprises India Limited	Additional Director

Table showing name of Listed Company in which Mrs. Chukka Lakshmi is director as on 31.03.2020:

<u>Sr. No</u>	<u>Name of the Listed Company</u>	<u>Category of Directorship</u>
1.	Stampede Capital Limited	Non-Executive Independent Director
2.	Proseed India Limited	Non-Executive Independent Director

Table showing Name of the Companies in which Mrs. Chukka Lakshmi is a member of the Committee of the Board as on 31.03.2020:

<u>Sr. No</u>	<u>Name of Company</u>	<u>Name of the Committee in which he is Member</u>
1.	Proseed India Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholder Relationship Committee (Member)

**F. MR. VENKATA KRISHNAYYA NEKKANTI (DIN: 07733209):**

Mr. Venkata Krishnayya Nekkanti (DIN: 07733209) aged 37 years, s/o Mr. Bhaskararao Nekkanti has 8 years of experience in Online Advertising industry including system analysis, data base designing, MIS and Risk Management.

He joined Company on 08<sup>th</sup> August, 2019 as the Additional Independent Director of the company, and subsequently approved by members of the Company at the 24<sup>th</sup> AGM of the Company held on 28<sup>th</sup> September, 2019 for a period of Five years up to 31<sup>st</sup> March, 2024.

Mr. Venkata Krishnayya Nekkanti is Non-Executive Independent Director of the Company and he was holding 200 Equity Shares and 50 DVR Shares in the Company as on 31<sup>st</sup> March, 2020.

Table showing name of Unlisted Companies in which Mr. Venkata Krishnayya Nekkanti is director as on 31.03.2020:

<b>Sr. No</b>	<b>Name of the Unlisted Company</b>	<b>Category of Directorship</b>
-	-	-

Table showing name of Listed Company in which Mr. Venkata Krishnayya Nekkanti is director as on 31.03.2020:

<b>Sr. No</b>	<b>Name of the Listed Company</b>	<b>Category of Directorship</b>
1.	Stampede Capital Limited	Non-Executive - Independent Director
2.	Proseed India Limited	Non-Executive - Independent Director

Table showing Name of the Companies in which Mr. Venkata Krishnayya Nekkanti is a member of the Committee of the Board as on 31.03.2020:

<b>Sr. No</b>	<b>Name of Company</b>	<b>Name of the Committee in which he is Member</b>
1.	Proseed India Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Chairman) Stakeholder Relationship Committee (Chairman)
2.	Stampede Capital Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholder Relationship Committee (Member)

**G. MR. SATYA SRIKANTH KARATURI (DIN: 07733024):**

Mr. Satya Srikanth Karaturi (DIN: 07733024) aged 44 Years, S/o Mr. Vijaya Mohan Rao Karaturi has 3 Years of Experience in Merchant Trade and Commodity Trading. He also has 3 Years of Experience as Trade Manager in electronic markets on global trading platforms 7 years' experience in Advertising campaign support, Ad trafficking, Campaign monitoring, optimizing, & reporting, invoicing, payment tracking, and Content Management. He is the scalable force behind large internet properties like Bharatstudent.com and Ad Networks like Axill.com, SMX.com, Adrope.com, Ziddu.com, etc.,

Making is his mark presence in online digital media with more than a decade of experience. Srikanth has been the engine behind Digital Advertising, VOIP, Social Media, and Cloud Technologies.

He joined the company on 30<sup>th</sup> October, 2019 as the Additional Independent Director of the Company.

Mr. Satya Srikanth Karaturi is Non-Executive Independent Director of the Company and he was holding 7020 Equity Shares and 130 DVR Shares in the Company as on 31<sup>st</sup> March, 2020.

Table showing name of Unlisted Companies in which Mr. Satya Srikanth Karaturi is director as on 31.03.2020:

<b>Sr. No</b>	<b>Name of the Unlisted Company</b>	<b>Category of Directorship</b>
1	Stampede Enterprises India Private Limited	Additional Director

Table showing name of Listed Company in which Mr. Satya Srikanth Karaturi is director as on 31.03.2020:

<b>Sr. No</b>	<b>Name of the Listed Company</b>	<b>Category of Directorship</b>
1.	Stampede Capital Limited	Non-Executive - Independent Director
2.	Proseed India Limited	Non-Executive - Independent Director
3	Spacenet Enterprises India Limited	Non-Executive - Independent Director

Table showing Name of the Companies in which Mr. Satya Srikanth Karaturi is a member of the Committee of the Board as on 31.03.2020:

<b>Sr. No</b>	<b>Name of Company</b>	<b>Name of the Committee in which he is Member</b>
1.	Proseed India Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholder Relationship Committee (Member)
2.	Stampede Capital Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)
3	Spacenet Enterprises India Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Chairman) Stakeholder Relationship Committee (Chairman)

#### 7. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Inter - se Relationship</b>
1.	Mr. Srinivas Maya	No Relation

2.	Mr. Sudheer Vegi	No Relation
3.	Mr. Vishnuvardhan Reddy Guntaka	No Relation
4.	Mr. Chukka Siva Satya Srinivas	Husband of Mrs. Chukka Lakshmi
5.	Mrs. Chukka Lakshmi	Wife of Mr. Chukka Siva Satya Srinivas
6.	Mr. Satya Srikanth Karaturi	No Relation
7.	Mr. Venkata Krishnayya Nekkanti	No Relation

#### 8. TRAINING OF NON-EXECUTIVE DIRECTORS OF THE BOARD OF DIRECTORS:

All Non-Executive Directors are appointed on the Board of the Company are introduced to the culture through induction sessions. The Executive Directors and senior management provide an overview of the operations and familiarize the Non-executive Directors on matters the morals and principles of the Company.

They are introduced to the organization structures and various procedures. Non-Executive Directors are also briefed pertaining to the group structure and subsidiaries.

Also, the Company has a detailed familiarization Programme for Non - Executive Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of such Programme are available on the website of the Company at [http://www.stampedecap.com/investor\\_relations.html](http://www.stampedecap.com/investor_relations.html).

#### 9. NUMBER OF SHARES & CONVERTIBLE INSTRUMENTS HELD BY NON - EXECUTIVE DIRECTORS AS ON 31<sup>ST</sup> MARCH, 2020 IS AS UNDER:

<u>Name of Director</u>	<u>Director Category</u>	<u>Number of Shares / convertible instruments held in the Company</u>
Mr. Chukka Siva Satya Srinivas	Non-Executive, Independent Director	NIL
Mrs. Chukka Lakshmi	Non-Executive, Independent Director	NIL
Mr. Satya Srikanth Karaturi	Non-Executive, Independent Director	Equity 7020 and DVR 130
Mr. Venkata Krishnayya Nekkanti	Non-Executive, Independent Director	Equity 200 and DVR 50

#### 10. REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR DURING THE FINANCIAL YEAR 2019-20:

During the year Mr. Omesh Kumar Waghray and Mr. Avinash Karingam, Independent Directors resigned from the Company w.e.f. May 30, 2019 and October 10, 2019 due to pre-occupation. The said

Independent Director has confirmed to the Company that there are no material reasons for their resignation.

11. **LIST OF SKILLS / EXPERTISE / COMPETENCIES REQUIRED TO FUNCTION THE BUSINESS EFFECTIVELY:**

Too many businesses fail because translating passion into a successful business model is a difficult task.

Developing a small business into a successful enterprise demands more than passion. Unfortunately, facts speak for themselves. Over half of new businesses fail mainly because the entrepreneur is unable to translate their passion into practical business skills. Success demands more than hard work, resilience, and expertise in your field. In order to succeed, you need to understand and to become proficient in a set of fundamental business skills.

Following are the essential skills that you are required to run the business of the Company:

**A. FINANCIAL MANAGEMENT SKILL:**

Being able to effectively manage your finances is critical. You will need to be able to forecast your cash flow and sales, as well as, monitor your profit and loss. Having sound financial management skills will help you to run your business profitably and protect your financial investment.

**B. MARKETING, SALES AND CUSTOMER SERVICE SKILL:**

It is important to be able to promote your products or services effectively. Providing good customer service and having a marketing strategy in place will help you to generate sales.

**C. COMMUNICATION AND NEGOTIATION SKILL:**

Communication and negotiation with your suppliers, potential investors, customers and employees is very important to have. Having effective written and verbal communication skills will help you to build good working relationships. Every communication should reflect the image you are trying to project.

**D. MANAGEMENT SKILL:**

These means offering other people opportunities to do work, even if you think it will benefit your own clout or resume to do it yourself. Delegation is an important part of time and resource management. If you take everything on yourself, chances are your work in key areas will suffer. Someone that excels in business will be able to manage their own workload by appropriately directing the appropriate colleagues and subordinates for the best tasks.







Experience of Large companies & understanding of the changing regulatory landscape	Yes	No	Yes	Yes	Yes	No	No
Communication & Negotiation Skill	Yes	Yes	Yes	Yes	Yes	Yes	Yes

**12. COMMITTEES OF THE BOARD:** Currently the Company is having 5 committees of the Board:

- A. Audit Committee.
- B. Stakeholders Relationship Committee.
- C. Nomination and Remuneration Committee.
- D. Internal Complaint Committee.
- E. Inquiry Committee.

**A. AUDIT COMMITTEE:**

**i) COMPOSITION:**

The Company has an Independent Audit Committee comprising of 3 Non - Executive - Independent Director as Members of the Committee as on 31<sup>st</sup> March, 2020. All being learned and experts are having adequate knowledge in the field of finance.

As required under section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with part C of schedule II thereto, the Board has complied with composition of Audit Committee which comprises of the following members as on 31<sup>st</sup> March, 2020:

<u>Name of the Member</u>	<u>Status &amp; Category (Date of Appointment)</u>	<u>Director Category</u>
Mr. Chukka Siva Satya Srinivas	Chairman & Member (30.04.2019)	Non-Executive - Independent Director
Mr. Venkata Krishnayya Nekkanti	Member (08.08.2019)	Non-Executive - Independent Director
Mr. Satya Srikanth Karaturi	Member (30.10.2019)	Non-Executive - Independent Director

**ii) CHANGE IN COMPOSITION:**

1. Mr. Omesh Kumar Waghray has ceased to be the member of the committee on 17<sup>th</sup> June, 2019 due to cessation of his directorship
2. Mr. Avinash Karingam has ceased to be the member of the committee on 30<sup>th</sup> October, 2019 due to cessation of his directorship
3. Mrs. Chukka Lakshmi has resigned from committee.
4. Mr. Chukka Siva Satya Srinivas was nominated as Member and chairman of committee on 30<sup>th</sup> April, 2019.
5. Mr. Venkata Krishnayya Nekkanti was nominated as Member of committee on 08<sup>th</sup> August, 2019.
6. Mr. Satya Srikanth Karaturi was nominated as Member of committee on 30<sup>th</sup> October, 2019.

**iii) TERMS OF REFERENCE OF THE AUDIT COMMITTEE:**

The Audit Committee shall have the authority to investigate into any matter that may be prescribed under Company Law for the time being in force and within its terms of reference.

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board the appointment, remuneration and terms of appointment of auditors of the company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (C) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - ii) Changes, if any, in accounting policies and practices and reasons for the same.
  - iii) Major accounting entries involving estimates based on the exercise of judgment by management.
  - iv) Significant adjustments made in the financial statements arising out of audit findings.
  - v) Compliance with listing and other legal requirements relating to financial statements.
  - vi) Disclosure of any related party transactions.
  - vii) Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of

funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Approval or any subsequent modification of transaction of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertaking or assets of the company, whenever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

Further, Additional Terms of Reference of Audit Committee for discharging its Obligation under SEBI (Prohibition of Insider Trading) Regulations, 2015 was added which are as follows:

- To verify that the systems for internal control towards compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015 are adequate and operating effectively at least once in a financial year.
- To review and verify the report on internal control.
- To strengthen the internal control system placed for compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- To review and verify the report to be provided by Compliance officer on compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015 and code of conduct at such frequency as may be stipulated by the Board of Directors.

**During the year, the Audit Committee, in its meetings, discussed among other things, the following:**

- Reviewed with management, quarterly, half yearly and annual financial statements before submission to the Board.
- Discussed with the management and the internal and statutory auditors findings in the internal audit reports.
- Deliberated on the applicability, compliance and impact of various Accounting Standards and guidelines issued by the Institute of Chartered Accountants of India from time to time.
- Reviewed the Company's Financial and Risk Management Policies and Audit Reports covering operational, financial and other business risk areas.

The Chairman of the Audit Committee has briefed the Board of Directors, about the Audit Committees observations on various issues discussed at its meetings. Minutes of the Audit Committee Meetings are also circulated to all the Board Members along with agenda of the subsequent meeting.

**iv) ATTENDANCE RECORD OF THE MEMBERS:**

The committee met 4 (Four) times during the Financial Year 2019-20 held on 30<sup>th</sup> April, 2019, 08<sup>th</sup> August, 2019, 30<sup>th</sup> October, 2019 and 02<sup>nd</sup> February, 2020. The attendance records of each member of the Audit Committee at the Meeting are as followed:

<b><u>Dates</u></b> <b><u>on</u></b> <b><u>which</u></b> <b><u>the</u></b> <b><u>Meeting</u></b> <b><u>s were</u></b> <b><u>held</u></b>	<b><u>Attendance of Members</u></b>					
	<b>Mr. Chukka Siva Satya Srinivas (Chairman)</b>	<b>Mr. Venkata Krishnayya Nekkanti</b>	<b>Mr. Satya Srikanth Karaturi</b>	<b>Mr. Avinash Karingam (Chairman)</b>	<b>Mr. Omesh Kumar Waghray</b>	<b>Mrs. Chukka Lakshmi</b>
30 <sup>th</sup> April, 2019	P	P	P	P	P	P
08 <sup>th</sup>	P	P	P	P	NA	P

August, 2019						
30 <sup>th</sup> October, 2019	P	P	P	P	NA	NA
02 <sup>nd</sup> February, 2020	P	P	P	NA	NA	NA

**NA:** Not Applicable

**P:** Present

Statutory Auditor and Internal Auditors and Secretarial Auditors have been invitees to the Audit Committee Meetings besides Chairman, Managing Director & Chief Financial Officer as an Invitee. Company Secretary attended most of the meeting of the Audit Committee as invitee as well.

The gap between two consecutive meetings did not exceed 120 Days. The necessary quorum was present for all the meetings.

## **B. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

### **i) COMPOSITION:**

The Stakeholders Relationship Committee presently consists of 2 Non-Executive - Independent Director and 1 Executive Director as Members of the Committee. Minutes of each Committee Meeting are placed and discussed in the next meeting of the Board.

The Shareholders' Relationship Committee of the Board is in compliance with the provisions of Section 178 (5) of the Companies Act and Regulation 20 of the SEBI Regulations read with Part D of Schedule II. The Stakeholder Relationship Committee comprises of the following Members:-

<b><u>Name of the Member</u></b>	<b><u>Status &amp; Category</u></b>	<b><u>Director Category</u></b>
Mr. Chukka Siva Satya Srinivas	Chairman & Member	Non - Executive - Independent Director
Mr. Srinivas Maya	Member	Executive Director
Mr. Venkata Krishnayya Nekkanti	Member	Non - Executive - Independent Director

**ii) CHANGE IN COMPOSITION:**

1. Mr. Omesh Kumar Waghay has ceased to be the member of the committee on 17<sup>th</sup> June, 2019 due to cessation of his directorship.
2. Mr. Avinash Karingam has ceased to be the member of the committee on 30<sup>th</sup> October, 2019 due to cessation of his directorship.
3. Mr. Dasi Emmanuel has ceased to be the member of the committee on 24<sup>th</sup> January, 2020 due to cessation of his directorship.
4. Mr. Chukka Siva Satya Srinivas was nominated as Member and chairman of committee on 30<sup>th</sup> April, 2019.
5. Mr. Venkata Krishnaya Nekkanti was nominated as Member of committee on 08<sup>th</sup> August, 2019.
6. Mr. Srinivas Maya was nominated as Member of committee on 24<sup>th</sup> January, 2020.

**iii) TERMS OF REFERENCE OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The terms of reference of shareholders grievances committee inter-alia considers the following matters:-

- To consider and approve requests for transfers, transmissions, Dematerialization/ Re-materialization and issue of fresh share certificates on replacement/ subdivision/ consolidation, issue of duplicate share certificate on loss whether by theft, misplacement or otherwise.
- To review the status of Dematerialization of Company's shares and matters incidental thereto.
- To review and monitor the approval to the transfers and transmission made by any Director under executive authority delegated to him from time to time.
- To monitor the matters of litigation related to shareholders and take decisions relating thereto.
- To consider, review and monitor the matters related to the shareholders grievances.
- To consider and finalize the report on Corporate Governance to be annexed with the Annual Report of the Company.
- To deal with any other matters related and/or incidental to the shareholders.

The Committee has authorized its Registrar and Transfer Agent (RTA) to redress any complaints received from members of the Company. To expedite the matter of Share Transfer, RTA has been authorized to approve the Share Transfer Requests received for and on behalf of the Company. The committee periodically reviews the report sent by RTA in this regard.

**iv) ATTENDANCE RECORD OF THE MEMBERS:**

The attendance record of each member of the Stakeholder Relationship Committee at the Meeting held on 28<sup>th</sup> August, 2019 and 24<sup>th</sup> January, 2020 is as follows:



<b><u>Dates on which the Meetings were held</u></b>	<b><u>Attendance of Members</u></b>					
	<b>Mr. Chukka Siva Satya Srinivas (Chairman)</b>	<b>Mr. Srinivas Maya</b>	<b>Mr. Venkata Krishnaya Nekkanti</b>	<b>Mr. Avinash Karingam</b>	<b>Mr. Omesh Kumar Waghray</b>	<b>Mr. Dasi Emmanuel</b>
28 <sup>th</sup> August, 2019	P	NA	P	P	NA	P
24 <sup>th</sup> January, 2020	P	P	P	NA	NA	P

**NA: Not Applicable**

**P: Present**

**v) COMPLIANCE OFFICER:**

Mr. Kiran, Company Secretary appointed as Compliance Officer as resigned on 27<sup>th</sup> May, 2016. Required under Regulation 6 of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"). He has been entrusted the task of overseeing the Share Transfer work done by the Registrars and Share Transfer Agents and attending to grievances of the Shareholders and Investors intimated to the Company directly or through SEBI and Stock Exchanges. All complaints / grievances have been duly intimated to exchange under Regulation 13 of the SEBI (LODR) Regulations, 2015 to resolve the investor grievances. Mr. Kiran had resigned from post of Company Secretary & Compliance Officer on 17<sup>th</sup> December, 2019. Further, Mr. Abhishek Jain appointed as Company Secretary & Compliance Officer on 16<sup>th</sup> June, 2020.

The Committee specially redresses the grievances of the Shareholders.

During the Financial Year 2019-20, the status of Compliant is as follows:

**EQUITY:**

<b>No. of Investor complaints pending at the beginning of the quarter</b>	<b>No. of Investor complaints received during the quarter</b>	<b>No. of Investor complaints disposed of during the quarter</b>	<b>No. of Investor complaints unresolved at the end of the quarter</b>
0	0	0	0



**DVR:**

No. of Investor complaints pending at the beginning of the quarter	No. of Investor complaints received during the quarter	No. of Investor complaints disposed of during the quarter	No. of Investor complaints unresolved at the end of the quarter
0	0	0	0

All share transfer and correspondence thereon are handled by the Company's Registrars and Share Transfer Agents viz. **Venture Capital and Corporate Investment Private Limited** situated at 12-10-167, Bharatnagar, Hyderabad-500018.

**C. NOMINATION AND REMUNERATION COMMITTEE:**
**i) COMPOSITION:**

The Nomination & Remuneration Committee of the Board is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Regulations read with Part D of Schedule II. The minutes of the Remuneration Committee meetings are reviewed and noted by the Board from time to time. This Committee shall have the authority to Investigate into any matter that may be prescribed under Company Law for the time being in force and shall also comply with the terms of reference as specified herein as under:

- The Nomination & Remuneration Committee shall have meetings periodically as it may deem fit.
- The Nomination & Remuneration Committee shall invite such of the executives to be present at the meetings of the Committee required by it.
- The Nomination & Remuneration Committee shall have the following powers and functions:
  - To recommend to the Board, the terms and conditions of appointment of key Management personnel.
  - To seek information from any employee.
  - To obtain outside legal or other professional advice.

The Nomination and Remuneration Committee consists of 3 (three) Non-Executive - Independent Director as Members of the Committee as on 31<sup>st</sup> March, 2020. The Nomination & Remuneration Committee comprises of the following Members:

<b><u>Name of the Member</u></b>	<b><u>Status &amp; Category</u></b>	<b><u>Director Category</u></b>
Mr. Chukka Siva Satya Srinivas	Chairman & Member	Non-Executive - Independent Director
Mr. Venkata Krishnayya Nekkanti	Member	Non-Executive - Independent Director
Mr. Satya Srikanth Karaturi	Member	Non-Executive - Independent Director

**ii) CHANGE IN COMPOSITION:**

1. Mr. Omesh Kumar Waghray has ceased to be the member of the committee on 17<sup>th</sup> June, 2019 due to cessation of his directorship.
2. Mr. Avinash Karingam has ceased to be the member of the committee on 30<sup>th</sup> October, 2019 due to cessation of his directorship.
3. Mrs. Chukka Lakshmi has resigned from committee.
4. Mr. Chukka Siva Satya Srinivas was nominated as Member and chairman of committee on 30<sup>th</sup> April, 2019.
5. Mr. Venkata Krishnayya Nekkanti was nominated as Member of committee on 08<sup>th</sup> August, 2019.
6. Mr. Satya Srikanth Karaturi was nominated as Member of committee on 30<sup>th</sup> October, 2019.

**iii) CRITERIA FOR SELECTION OF NON-EXECUTIVE DIRECTORS:**

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - Qualification, expertise and experience of the Directors in their respective fields;
  - Personal, Professional or business standing;
  - Diversity of the Board
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.
- The Company has not paid any remuneration to Non-Executive Directors during the Financial Year 2019-20.
- The quantum of sitting fees payable if any to Independent Directors of the Company is in terms of provisions of the Act.

**iv) TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE:**

The terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down, and recommend to the Board their appointment and removal.

**v) ATTENDANCE RECORD OF THE MEMBERS:**

Three Meetings of the Nomination and Remuneration Committee were held during the Financial Year 2019-20 i.e. on 30<sup>th</sup> April, 2019, 30<sup>th</sup> October, 2019 and 24<sup>th</sup> January, 2020.

Dates on which the Meetings were held	Attendance of Members					
	Mr. Chukka Siva Satya Srinivas (Chairman )	Mr. Venkata Krishnayya Nekkanti	Mr. Satya Srikanth Karaturi	Mr. Avinash Karingam	Mr. Omesh Kumar Waghray	Mrs. Chukka Lakshmi
30 <sup>th</sup> April, 2019	P	NA	NA	P	P	P
30 <sup>th</sup> October, 2019	P	P	P	P	NA	NA
24 <sup>th</sup> January, 2020	P	P	P	NA	NA	NA

**NA:** Not Applicable

**P:** Present

**vi) REMUNERATION POLICY:**

- The Remuneration Policy of the Company for managerial personnel is primarily based on the performance of the Company and track record, potential and performance of individual managerial personnel. The Remuneration Committee recommends to the Board the compensation package of the Executive Directors of the Company.
- Since the appointment of the Executive Director is by virtue of their employment with the Company, their service contract, notice period and severance fees, if any, is governed by the remuneration policy of the Company.
- The Company does not have any Employee Stock Option Scheme.
- The details of remuneration paid to Executive Directors of the Company during the Financial Year 2019-20 is given in **MGT - 9** annexed to Director's Report.

The remuneration policy of the Company is directed towards rewarding performance based on review of achievements on a periodic basis and is inconsonance with the existing industry practice which is hosted on the website of the Company at: [http://www.stampedecap.com/investor\\_relations.html](http://www.stampedecap.com/investor_relations.html).

**D. INTERNAL COMPLAINT COMMITTEE FOR PREVENTION AND PROHIBITION OF SEXUAL HARASSMENT OF WOMAN:**

**i) COMPOSITION:**

During the Financial Year 2019-20, the Company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31<sup>st</sup> March, 2020. The Company had constituted a committee called as Internal Complaint Committee for prevention and prohibition of Sexual Harassment of woman at workplace which consists of following members:

<b><u>Sr. No.</u></b>	<b><u>Name of Members</u></b>	<b><u>Designation</u></b>
1.	Ms. Jayanti Satyam	Presiding Officer / External Member
2.	Mr. Srinivas Maya	Member (Non-Executive Director)
3.	Mrs. Chukka Lakshmi	Member (Independent Director)
4.	Ms. Gunisha Malhotra	Member
5.	Ms. Samhita Vadyaraju	Member

Further, the Company has complied with provisions relating to constitution of Internal Complaint Committee under Sexual Harassment of woman at workplace (prevention, prohibition and Redressal) Act, 2013.

**ii) TERMS OF REFERENCE OF COMMITTEE:**

- Prevent discrimination and sexual harassment against women, by promoting gender amity among employees;
- Make recommendations to the Director for changes/elaborations in the rules for staff and employees to lay down procedures for the prohibition, resolution, settlement and prosecution of acts of discrimination and sexual harassment against women, by the employees;
- Deal with cases of discrimination and sexual harassment against women, in a time bound manner, aiming at ensuring support services to the victims and termination of the harassment;

**E. INQUIRY COMMITTEE:**

**i) COMPOSITION:**

The Board of Directors of the company has constituted the Inquiry Committee pursuant to the provision of the SEBI (Prohibition of Insider Trading) Regulations, 2015 which shall discharge its functions to assist the Board of Directors to enquire into Leak and Suspected Leak of UPSI Company.

The Inquiry Committee is constituted with the following Members: -

<b><u>Name of the Member</u></b>	<b><u>Status &amp; Category</u></b>	<b><u>Director Category</u></b>
Mr. Srinivas Maya	Chairman & Member	Whole Time Director
Mr. Jagannatha Prasad S N	Member	Chief Financial Officer
Mrs. Haseena Rao	Member	Non Executive Director

**ii) ROLES OF THE COMMITTEE:**

The role of the Committee shall be as follows:

- Consider complaints received in writing on leak or suspected Leak of UPSI and conduct inquiry thereof;
- Initiate inquiry on its own motion on leak or suspected Leak of UPSI;
- Devise process for inquiry in case of leak and suspected Leak of UPSI;
- Report the results of an inquiry to and make recommendations of actions to be taken by the Board of Directors of the Company.

**iii) POWERS OF THE COMMITTEE:**

The power of the Committee shall be as follows:

- To investigate, in cases of leak or suspected leak of UPSI;
- To require the attendance of the person supposed to be acquainted with the facts and circumstances of the leak or suspected Leak of UPSI, for the purpose of the investigation;
- To examine, either orally or in writing, any person supposed to be acquainted with the facts and circumstances of the leak or suspected Leak of UPSI;
- To reduce into writing any statement made to the Committee in the course of examination;
- To make a separate and true record of the statement of each such person whose statement is recorded;
- To require the attendance of the witnesses unless their appearance is not necessary for the just decision of the case and to examine the witnesses and;

To require the production of documents (physical/electronic) in connection to the investigation.

### 13. GENERAL BODY MEETINGS:

#### A. DETAILS OF LAST 3 ANNUAL GENERAL MEETING:

Financial Year	Date of AGM	Venue of AHM	Time of AGM	No. of Special Resolution Passed
2016-17	29/09/2017	Moti Nagar Community Hall, Moti Nagar Cross Roads, Borabanda, Hyderabad-500018	10.30 A.M	-
2017-18	28/09/2018	Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhura Nagar, Hyderabad-500038	10.30 A.M.	-
2018-19	28/09/2019	Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhura Nagar, Hyderabad-500038	10.00 A.M.	2*

\* To approve material related party transaction.

\* To change the name of the Company

#### B. EXTRA ORDINARY GENERAL MEETINGS:

In addition to Annual General Meeting, the Company holds Extra Ordinary General Meeting of the members of the Company as and when situation arises. During the year under review, the Company had not conducted any Extra Ordinary General Meeting.

#### C. POSTAL BALLOT:

The Company had not conducted Postal Ballot during the Financial Year.

### 14. OTHER DISCLOSURES:

#### a) MANAGEMENT DISCLOSURES:

The Senior Management Personal have been making disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management Personnel has entered into any such transactions during the year.

#### b) MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

The matter has been set out in Directors' Report.



**c) STATUS OF REGULATORY COMPLIANCES:**

The Company has complied with all the mandatory requirements of Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is reviewed by the Board from time to time.

**d) STRUCTURES AND PENALTIES:**

There were no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter relating to the capital markets during the last three years. Also no Penalty has been levied by regulators under Companies Act, 2013 and the same has been evident from MGT – 9 which forms part of Board Report.

**e) RISK MANAGEMENT FRAMEWORK:**

The matter has been set out in Directors' Report.

**f) MAINTENANCE OF THE CHAIRMAN'S OFFICE:**

The Company has an Executive Chairman and the office provided to him for performing his executive duties is also utilized by him for discharging his duties as Chairman. No separate office is maintained for the Non- Executive Chairman of the Audit Committee but Secretarial and other assistance is provided to him whenever needed, in performance of his duties.

**g) MODIFIED OPINION(S) IN AUDIT REPORT:**

There are no qualifications in the Auditor's Report on the financial statements of the Company.

**h) REPORTING OF INTERNAL AUDITOR:**

The Internal Auditor directly reports to the Audit Committee and report of internal auditor is also placed before the Board of Directors of the Company.

**i) TOTAL FEES PAID TO STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2018-19 AND 2019-20:**

M/s. Navitha and & Associates, Chartered Accountants (ICAI Firm Registration No. 012026S and Membership No. 221085) the Company's Statutory Auditor, is responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

As required under Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the total fees paid by the Company to the statutory auditor and all entities in the network firm / entity of which the statutory auditor is a part is during the Year Rs. 3,02,500/- and for the Financial Year 2019-20.

As required under Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the Company could not provide details in its Corporate Governance Report for Financial Year 2018-19 with respect to fees paid to Auditor for the Financial Year 2018-19 from all entities in the network firm / entity of which the statutory auditor is a part. The Company paid Rs 8,16,857/- for the Financial Year 2018-19.

**j) PROHIBITION OF INSIDER TRADING CODE / PREVENTION OF INSIDER TRADING:**

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended by SEBI (Prohibition of Insider Trading) Regulations, 2015, which is effective from May 15, 2015, the Company has adopted a code of conduct for prohibition of insider trading. The Code is applicable to all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company. As per the Code, the trading window is closed during the time of declaration of results and material events, etc. Disclosure of shareholding is taken from all the Directors and Designated Employees and other connected persons of the Company.

In January 2015, SEBI Notified the SEBI (Prohibition of Insider Trading) Regulations, 2015. that came into effect from May 15, 2015. Pursuant thereof, the Company as a listed Company has formulated and adopted a code for prevention of Insider Trading including Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, incorporating the requirements in accordance with the regulation, clarification and circulars the same are updated as and when required.

In line with the recent amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has updated its Code for prevention of Insider Trading including Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the same is effective from April 01, 2019 also is updated as per changes in regulations from time to time.

**k) DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT:**

During the year 2019-20, the Company has not raised any amount through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

**l) DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE PREVENTION, PROHIBITION & REDRESSAL ACT, 2013:**

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the



provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made there under for prevention and redressal of complaints of sexual harassment at workplace. The Company also has an Internal Committee comprising of two male and two female members. During the year under review:-

- a) Number of complaints filed during the financial year: NIL
- b) Number of complaints disposed of during the financial year: NIL
- c) Number of complaints pending as on end of the financial year: NIL

**m) SUBSIDIARIES:**

The matter has been set out in Directors' Report.

**n) WEB LINK FOR POLICY FOR DETERMINING THE MATERIAL SUBSIDIARIES:**

The policy for determining the material subsidiaries as approved by the Board may be accessed on the Company's website at the link:  
[http://www.stampedecap.com/investor\\_relations.html](http://www.stampedecap.com/investor_relations.html).

**o) DISCLOSURE OF ACCOUNTING TREATMENT:**

There was no deviation in following the treatments prescribed in any of Accounting Standards (AS) in preparation of the Financial Statement of your Company.

**p) ACCEPTANCE OF RECOMMENDATION OF COMMITTEE:**

During the year 2019-20, all the suggestions /recommendations of all the committees of the Board, have been accepted by the Board of Directors.

**15. DISQUALIFICATION / DEBAR OF DIRECTORS OF THE COMPANY:**

A Certificate dated 03<sup>rd</sup> August, 2020 was provided by **M/s. KOTA & Associates Co. Practicing Company Secretary** certifying on qualification of Directors of the Company and was placed before Board of Directors in the meeting held on 25<sup>th</sup> November, 2020. On the basis of certificate provided by M/s. KOTA & Associates Co. Practicing Company Secretary the Board of Directors of the Company take a cognizance that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority. Certificate provided by M/s. KOTA & Associates Co. Practicing Company Secretary is annexed hereto and marked as **Exhibit - B** to this report.

**16. CEO / CFO CERTIFICATION:**

The Certificate is placed before the Board by the Chairman and Executive Director & CFO of the Company. This certificate is being given to the Board pursuant to Regulation 17 (8) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule II Part B of the said regulations.

The aforesaid certificate duly signed by the Executive Director & CFO in respect of the Financial Period ended 31<sup>st</sup> March, 2020 has been placed before the Board in the meeting held on 30<sup>th</sup> June, 2020 is annexed hereto and marked as **Exhibit - C** to this report.

**17. CODE OF CONDUCT AND CERTIFICATE ON COMPLIANCE THERE OF:**

Certificate signed by the Executive Director stating that the members of Board and Senior Management personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management is annexed hereto and marked as **Exhibit - D** to this report.

**18. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL:**

As stipulated by SEBI a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and Listed capital. This audit is carried out periodically and thereon is submitted to the Stock Exchanges. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

**19. MEANS OF COMMUNICATION:**

The primary source of information to the shareholders, customers, analysts and other stakeholders of your Company and to public at large is through the website of your Company <http://www.stampedecap.com/index.html>. The Annual Report, quarterly results, shareholding pattern, material events, corporate actions, copies of press releases, schedule of analysts / investor meets, among others, are regularly sent to Stock Exchanges and uploaded on the Company's website. Quarterly/ annual financial results are regularly submitted to the Stock Exchanges in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The quarterly, half-yearly and annual results were published in daily Newspapers which included Business Standard / Financial Express & the Regional Language Newspapers in Nava Telangana / Andhra Prabha (Telugu Language). The same were sent to Stock Exchanges are promptly filed on BSE Listing Centre and NEAPS (NSE Electronic Application Processing System).

The Board of Directors have approved a policy for determining materiality of events for the purpose of making disclosure to the stock exchange. The Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company are empowered to decide on the materiality of the information for the purpose of making disclosure to the Stock Exchanges.

The Company's website [www.stampedecap.com](http://www.stampedecap.com) contains a separate dedicated section 'Investor Relations' where all the information required by the shareholder is available. Annual Report of the

Company, Notices of Postal Ballot, and Outcome of Board Meeting etc. are regularly updated on the website. The Company's presentations to institutional investors and analysts, if made would be put up on the website of the Company

## 20. GENERAL SHAREHOLDER INFORMATION:

### a) DETAILS OF AGM OF 2019-20:

**Date** : 29<sup>th</sup> December, 2020

**Time** : 09:00 A.M.

**Venue** : 402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad, Telangana, 500016 India.

### b) FINANCIAL YEAR:

1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020.

The current financial year of the Company is 31<sup>st</sup> March, 2020.

### c) NAME OF THE STOCK EXCHANGE WHERE COMPANY'S SHARES ARE LISTED AND CONFIRMATION OF PAYMENT OF LISTING FEES TO STOCK EXCHANGES:

Bombay Stock Exchange	National Stock Exchange of India Limited
Phiroze Jeejee bhoj Towers Dalal Street Mumbai- 400001	Exchange Plaza Block G, C 1, Bandra Kurla Complex, G Block, Bandra East, Mumbai – 400051, Maharashtra, India
<b>Phones</b> : 91-022-22721233 / : 91-22-66545695	<b>Phones:</b> 91- 022 2659 8100

The Company has duly paid the listing fees to Bombay Stock Exchange and National Stock Exchange & Custodial Fees to Central Depository Services (India) Limited and National Securities Depository Limited for the Financial Year 2019-20.

### d) DATE OF BOOK CLOSURE:

Tuesday, 22<sup>nd</sup> December, 2020 to Tuesday, 29<sup>th</sup> December, 2020 (Both days inclusive)

### e) FINANCIAL CALENDAR (2019 - 2020):

First Quarterly Results	08 <sup>th</sup> August, 2019
Second Quarterly Results	30 <sup>th</sup> October, 2019
Third Quarterly Results	12 <sup>th</sup> February, 2020
Financial Year ending	30 <sup>th</sup> June, 2020

**f) (TENTATIVE) RESULTS FOR FINANCIAL YEAR 2020-21:**

June 30, 2020	2 <sup>nd</sup> week of August 2020
September 30, 2020	2 <sup>nd</sup> week of November 2020
December 31, 2020	2 <sup>nd</sup> week of February 2021
March 31, 2021	4 <sup>th</sup> week of May 2021
Annual General Meeting	September, 2021

**g) SUSPENSION OF SECURITIES OF THE COMPANY FROM STOCK EXCHANGE:**

During the year 2019-20, the Company's securities have not been suspended from trading on NSE and BSE Limited.

**h) STOCK DETAILS OF COMPANY:**

<b>Name of Stock Exchange</b>	BSE and NSE
<b>BSE Ltd (BSE) Code</b>	Equity : 531723 DVR : 570005
<b>National Stock Exchange of India Limited (NSE) Code</b>	Equity : STAMPEDE DVR : SCAPDVR
<b>ISIN No.</b>	Equity : INE224E01028 DVR : INE224E01036

**i) OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS:**

Not Applicable

**j) DEMATERIALIZATION OF SHARES:**

The Company's shares are tradable compulsorily in electronic form. The Company has established through its Registrar and Share Transfer Agents, connectivity with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). **99.76%** of the equity shares and **99.51** for Differential Voting Right (DVR) of the company have been dematerialized as on 31<sup>st</sup> March, 2020.

Details of No. of shares held in dematerialized and physical mode as on 31<sup>st</sup> March, 2020:



**EQUITY:**

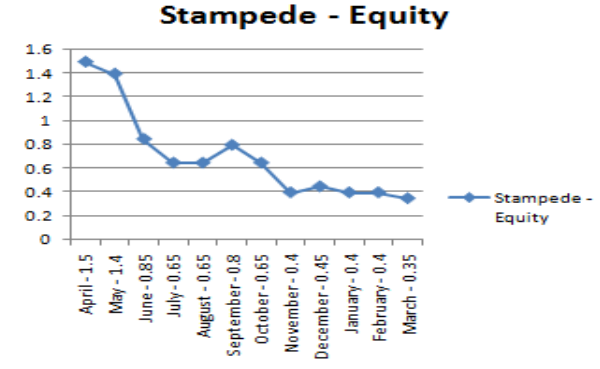
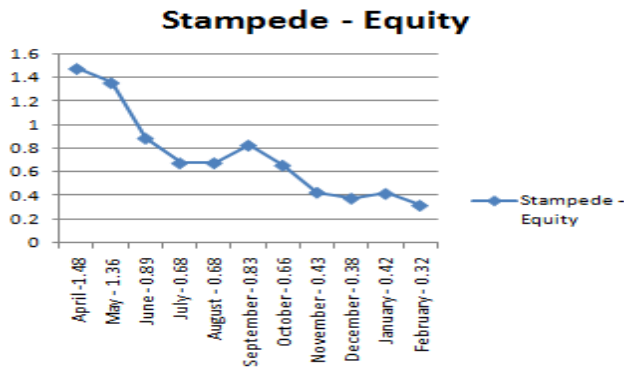
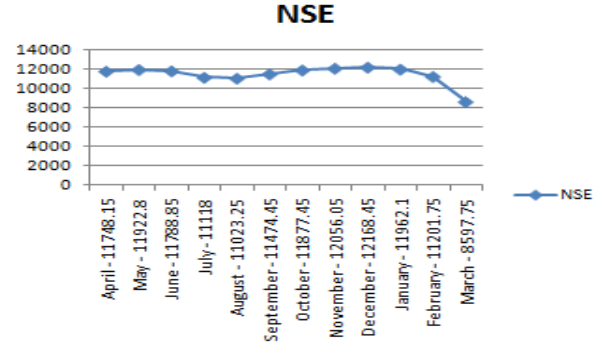
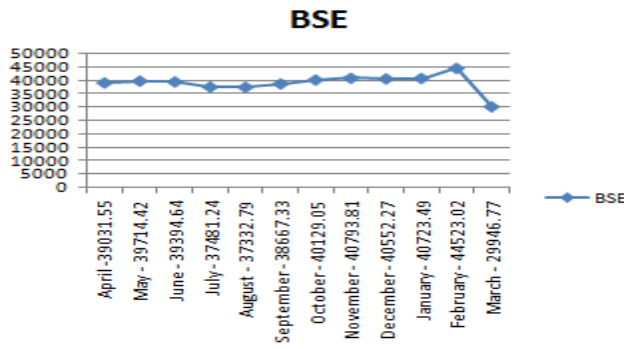
<b><u>Particulars</u></b>	<b><u>No. of Shares</u></b>	<b><u>% of Total issued Capital</u></b>
Held in Dematerialized form in CDSL	14,21,41,976	62.07
Held in Dematerialized form in NSDL	8,63,15,164	37.69
Physical Form	5,54,060	0.24
<b>Total</b>	<b>22,90,11,200</b>	<b>100.00</b>

**DVR:**

<b><u>Particulars</u></b>	<b><u>No. of Shares</u></b>	<b><u>% of Total issued Capital</u></b>
Held in Dematerialized form in CDSL	3,75,39,900	65.57
Held in Dematerialized form in NSDL	19,41,31,407	33.94
Physical Form	28,14,93	0.49
<b>Total</b>	<b>5,72,52,800</b>	<b>100.00</b>

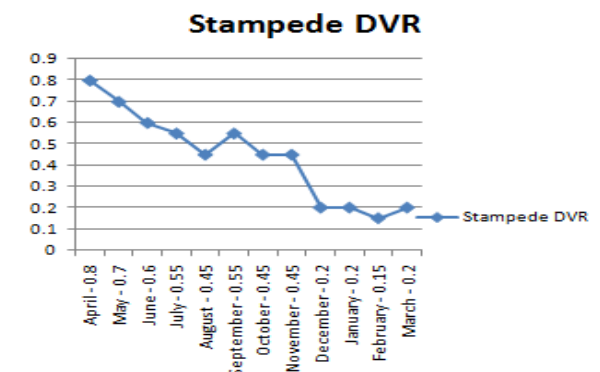
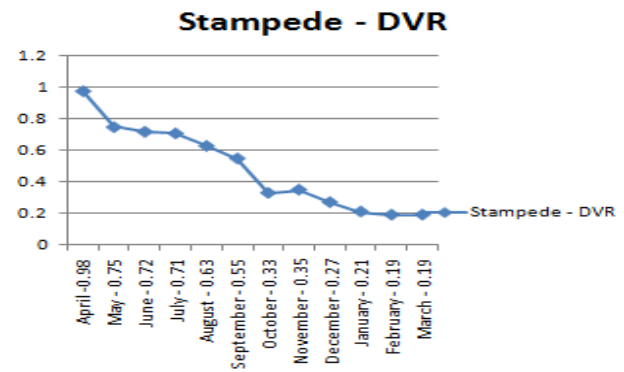
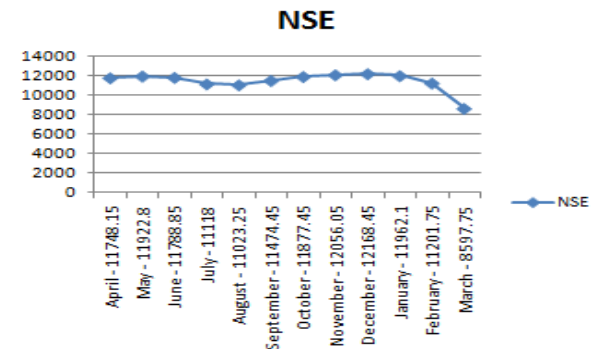
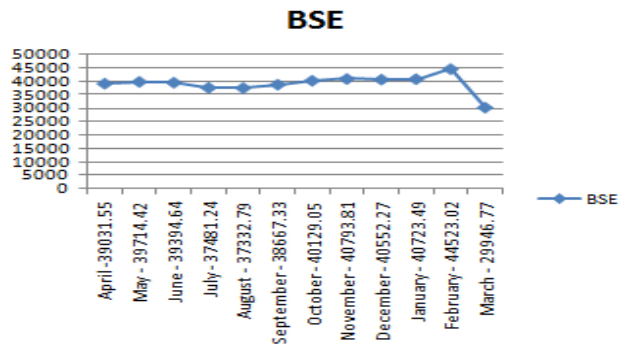
**k) PERFORMANCE IN COMPARISON TO BROAD BASED INDICES (SUCH AS SENSEX & NIFTY):**

**i. BSE & NSE Vis a Vis Stampede Capital Limited (Equity Shares with Ordinary Voting Rights):**



(Source: BSE website & NSE Website)

ii. BSE & NSE Vis a Vis Stampede Capital Limited (DVR):



(Source: BSE website & NSE Website)



**1) HIGH/LOW OF MARKET PRICE OF COMPANY'S SHARES TRADED ON THE BOMBAY STOCK EXCHANGE (BSE) UP-TO 31<sup>ST</sup> MARCH, 2020:**

**EQUITY:**

<b>Month (April 2019 to March 2020)</b>	<b>BSE</b>		<b>NSE</b>	
	<b>High (Rs)</b>	<b>Low(Rs)</b>	<b>High (Rs)</b>	<b>Low(Rs)</b>
April	2.02	1.35	1.85	1.50
May	1.55	1.08	1.50	1.10
June	1.41	0.89	1.40	0.85
July	0.97	0.69	1	0.60
August	0.76	0.65	0.80	0.60
September	0.83	0.65	0.85	0.65
October	0.82	0.58	0.80	0.60
November	0.72	0.43	0.70	0.40
December	0.44	0.36	0.45	0.35
January	0.46	0.37	0.45	0.35
February	0.46	0.31	0.45	0.30
March	0.38	0.33	0.45	0.30

*(Source: BSE website & NSE Website)*

**DVR:**

<b>Month (April 2019 to March 2020)</b>	<b>BSE</b>		<b>NSE</b>	
	<b>High (Rs)</b>	<b>Low(Rs)</b>	<b>High (Rs)</b>	<b>Low(Rs)</b>
April	1.03	0.71	1.05	0.75
May	0.94	0.75	0.85	0.55
June	0.77	0.66	0.75	0.55
July	0.77	0.71	0.65	0.45
August	0.64	0.58	0.60	0.45
September	0.57	0.53	0.55	0.35
October	0.53	0.33	0.55	0.45
November	0.35	0.33	0.50	0.35
December	0.36	0.27	0.40	0.15
January	0.26	0.19	0.25	0.15
February	0.23	0.19	0.25	0.15
March	0.20	0.19	0.25	0.15

*(Source: BSE website & NSE Website)*

**m) INVESTOR SERVICES:**

The Company has appointed **M/S. Venture Capital And Corporate Investment Limited** whose address is given below, as its Registrar and Transfer Agents. The Registrar handles all matters relating to the shares of the Company including transfer, transmission of shares, dematerialization of share certificates, subdivision /consolidation of share certificates and investor grievances.

**Details of M/S. Venture Capital And Corporate Investment Limited as follows:**

<b><u>Address</u></b>	12-10-167, Bharat Nagar Colony, Hyderabad-500 018 Telangana, India
<b><u>Telephone No</u></b>	Phone: 91-40 23868024,
<b><u>E-mail address</u></b>	<a href="mailto:info@vccilindia.com">info@vccilindia.com</a> .
<b><u>Fax No</u></b>	Fax: 91-40 23868023

**n) ANY QUERY ON ANNUAL REPORT CONTACT AT CORPORATE OFFICER:**

<b><u>Name</u></b>	Mr. Abhishek Jain
<b><u>Designation</u></b>	Company Secretary and Compliance Officer
<b><u>Officer Address</u></b>	402 to 404, 4 <sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad, Telangana, 500016, India
<b><u>Email ID</u></b>	<a href="mailto:cs@stampedecap.com">cs@stampedecap.com</a>
<b><u>Telephone</u></b>	040-48578444/26

**o) PLANT LOCATION:**

Not Applicable

**p) SHARE TRANSFER SYSTEM:**

All the transfers received are processed by Registrar and Transfer Agents. Share transfers are registered and returned within maximum of 21 days from the date of lodgement if documents are complete in all respects. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.

**q) DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2020:**

**EQUITY:**

<b><u>Range (In Rs.)</u></b>	<b><u>Total Holders</u></b>	<b><u>% of Total Holders</u></b>	<b><u>Total Holding in Rupees</u></b>	<b><u>% of Total Capital</u></b>
1 – 5000	10718	81.64	11520129	5.03
5001 – 10000	902	6.87	7185056	3.14
10001 – 20000	565	4.3	8454547	3.69
20001 – 30000	263	2	6686916	2.92
30001 – 40000	130	0.99	4618480	2.02



40001 – 50000	105	0.8	4918488	2.15
50001 – 100000	185	1.41	14257382	6.23
100001 and above	261	1.99	171370202	74.83
<b>Total</b>	<b>13,129</b>		<b>22,90,11,200</b>	<b>100.0000</b>

**DVR:**

<b><u>Range (In Rs.)</u></b>	<b><u>Total Holders</u></b>	<b><u>% of Total Holders</u></b>	<b><u>Total Holding in Rupees</u></b>	<b><u>% of Total Capital</u></b>
1 – 5000	6183	90.22	3384650	5.91
5001 – 10000	234	3.41	1804498	3.15
10001 – 20000	159	2.32	2306935	4.03
20001 – 30000	78	1.14	1961746	3.43
30001 – 40000	27	0.39	927529	1.62
40001 – 50000	31	0.45	1467649	2.56
50001 – 100000	70	1.02	5210606	9.1
100001 and above	71	1.04	40189187	70.2
<b>Total</b>	<b>6,853</b>		<b>22,90,11,200</b>	<b>100.0000</b>

**r) SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2020:**
**EQUITY:**

<b><u>Category</u></b>	<b><u>No. of Shareholders</u></b>	<b><u>No. of Shares</u></b>	<b><u>% of Shareholding</u></b>
Promoters/Directors/Directors Relative	1	5,82,071	0.25
Mutual Funds	1	97,000	0.04
Foreign Portfolio Investors	3	37,35,030	1.63
Financial Institutions and Banks	1	6,000	0.0
Resident Individuals <b>up to Rs. 2 Lacs</b>	12,658	6,68,04,009	29.17
Resident Individuals <b>excess of Rs. 2 Lacs</b>	100	6,13,57,859	26.79
Bodies Corporate	202	9,30,03,977	40.61
Clearing Member	20	3,97,217	0.17
NRIs	143	30,28,037	1.32
<b>Total</b>	<b>13,129</b>	<b>22,90,11,200</b>	<b>100</b>

**DVR:**

<b>Category</b>	<b>No. of Shareholders</b>	<b>No. of Shares</b>	<b>% of Shareholding</b>
Promoters/Directors/Directors Relative	1	95,725	0.17
Mutual Funds	1	24,250	0.04
Foreign Portfolio Investors	3	10,04,750	1.75
Resident Individuals <b>up to Rs. 2 Lacs</b>	6956	1,90,71,382	33.31
Resident Individuals <b>excess of Rs. 2 Lacs</b>	16	56,80,273	9.92
Bodies Corporate	163	3,07,63,128	53.73
Clearing Member	27	2,46,640	0.43
NRIs	102	3,66,527	0.64
Trust	1	125	0.0
<b>Total</b>	<b>7,270</b>	<b>5,72,52,800</b>	<b>100</b>

s) **UNCLAIMED DIVIDEND:**

Not Applicable.

t) **ADDRESS FOR CORRESPONDENCE:**

<b>Stampede Capital Limited</b>	<b>M/S. VENTURE CAPITAL AND CORPORATE INVESTMENT LIMITED</b>
402 to 404, 4 <sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad, Telangana, 500016, India	12-10-167, Bharat Nagar Colony, Hyderabad-500 018
<b>Tel.:</b> 040-23540763	Phone: 91-40 23868024, Fax: 91-40 23868023
<b>E-mail:</b> <a href="mailto:cs@stampedecap.com">cs@stampedecap.com</a>	<b>E-mail:</b> <a href="mailto:info@vccilindia.com">info@vccilindia.com</a>
<b>Website:</b> <a href="http://www.stampedecap.com/index.html/">http://www.stampedecap.com/index.html/</a>	<b>Website:</b> <a href="https://www.vccipl.com/">https://www.vccipl.com/</a>

u) **DISCRETIONARY REQUIREMENTS/ COMPLIANCE WITH MANDATORY AND NON-MANDATORY PROVISION:**

Your Company has adhered to all the mandatory requirements of Corporate Governance norms as prescribed by Regulations 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company.

The Company complies with following non-mandatory requirements of Regulation 27(1) of the Listing Regulations.



**v) AUDIT QUALIFICATION:**

No observations or qualifications were made in the Auditor's Report for the financial year 2019-20.

**Place** : Hyderabad

**For and On Behalf of the Board of Directors**

**Date** : November 27, 2020

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**  
**Managing Director**

**DIN: 07125471**

**Sd/-**

**Mr. Anil Thakur**  
**Chairman**

**DIN: 08945434**

**EXHIBIT - A (CORPORATE GOVERNANCE REPORT)**  
**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**To**  
**The Members,**  
**Stampede Capital Limited**

We have examined the compliance of conditions of Corporate Governance by Stampede Capital Limited ("The Company"), for the year ended on 31<sup>st</sup> March, 2020 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

**A. MANAGEMENT RESPONSIBILITY:**

1. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of the Corporate Governance as stipulated in the Listing Regulations.

**B. AUDITOR'S RESPONSIBILITY:**

2. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
4. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certificate of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

**C. OPINION:**

5. Based on our examination of the relevant records and according to the information and explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the

SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 during the year ended March 31, 2020.

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

**For NAVITHA AND ASSOCIATES**

Chartered Accountants

Firm Registration No: 012026S

**Sd/-**

**Navitha. K**

Proprietor

**Membership No:** 221085

**Place:** Hyderabad

**Dated:** 27/11/2020

**EXHIBIT – B1 (CORPORATE GOVERNANCE REPORT)**  
**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

***(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)***

**To,**  
**The Members**  
**STAMPEDE CAPITAL LIMITED,**  
**Address:** Royal Pavilion Apartment, H.No. 6-3-787,  
 Flat No. 1003, Block - A, Ameerpet, Hyderabad-500016.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **STAMPEDE CAPITAL LIMITED** having **CIN L67120TG1995PLC020170** and having registered office at *Royal Pavilion Apartment, H.No. 6-3-787, Flat No. 1003, Block - A, Ameerpet, Hyderabad-500016* (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31<sup>st</sup> March, 2020** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

**Table A**

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>Director Identification Number</b>	<b>Date of appointment in Company</b>
1.	Mr. Vishnuvardhan reddy guntaka	07125475	24/01/2020
2.	Mr. Chukka siva satya srinivas	07177166	30/04/2019
3.	Mr. Satya srikanth karaturi	07733024	30/10/2019
4.	Mr. Venkata krishnayya nekkanti	07733209	08/08/2019
5.	Mrs. Chukka lakshmi	07733231	20/03/2017
6.	Mr. Sudheer vegi	08070785	14/02/2018
7.	Mr. Srinivas Maya	08679514	24/01/2020

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KOTA & ASSOCIATES,  
Practicing Company Secretaries**

**Sd/-**

**KOTA SIRNIVAS**

**Proprietor**

**FCS No.: 10597**

**CP No.: 14300**

**Place: Hyderabad**

**Date: 03<sup>rd</sup> August, 2020**

**UDIN: F010597B000545120**

**EXHIBIT – B2 (CORPORATE GOVERNANCE REPORT)**  
**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

**To,**  
**The Members**  
**STAMPEDE CAPITAL LIMITED,**  
**Address:** Royal Pavilion Apartment, H.No. 6-3-787,  
 Flat No. 1003, Block - A, Ameerpet, Hyderabad-500016.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **STAMPEDE CAPITAL LIMITED** having **CIN L67120TG1995PLC020170** and having registered office at *Royal Pavilion Apartment, H.No. 6-3-787, Flat No. 1003, Block - A, Ameerpet, Hyderabad-500016* (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31<sup>st</sup> March, 2019** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

**Table A:**

<b><u>Sr. No.</u></b>	<b><u>Name of the Directors</u></b>	<b><u>Director Identification Number</u></b>	<b><u>Date of appointment in Company</u></b>
1.	Mr. Avinash Karingam	02599266	22/07/2011
2.	Mr. Gunturu Narasimha Rao	07733090	13/10/2017
3.	Mr. Omesh Kumar Waghray	07624771	01/09/2016
4.	Mrs. Chukka lakshmi	07733231	20/03/2017
5.	Mr. Sudheer vegi	08070785	14/02/2018
6.	Mr. Dasi Emmanuel	02598270	22/07/2011



Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KOTA & ASSOCIATES,  
Practicing Company Secretaries**

**Sd/-**

**KOTA SIRNIVAS**

**Proprietor**

**FCS No.: 10597**

**CP No.: 14300**

**Place: Hyderabad**

**Date: 03<sup>rd</sup> August, 2020**

**UDIN: F010597B000545098**

**EXHIBIT - C (CORPORATE GOVERNANCE REPORT)**  
**CODE OF CONDUCT AND CERTIFICATE ON COMPLIANCE THERE OF**

This is to confirm that Company has adopted the Code of Conduct for Directors and Senior Management of the Company and is available on the website of the Company.

I hereby confirm that the Company has obtained affirmation from all the Members of the Board and the Senior Management Personnel that they have complied with the Code of Conduct for the Financial Year 2019-20.

This certificate is being given pursuant to Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**For and On Behalf of the Board of Directors**

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**

**Managing Director**

**DIN : 07125471**

**Place : Hyderabad**

**Date : 27/11/2020**

**EXHIBIT - D (CORPORATE GOVERNANCE REPORT)**  
**CEO/CFO CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To  
The Board of Directors,  
Stampede Capital Limited

- A. I have reviewed the Financial Statements and the Cash Flow Statement of **Stampede Capital Limited** for the year ended 31<sup>st</sup> March, 2020 and to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have take nor propose to take to rectifying these deficiencies.
- D. I have indicated to the Auditors and the Audit Committee:
1. Significant changes in internal control over financial reporting during the year;
  2. Significant changes in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Sd/-**  
**Mr. Jonna Venkata Tirupati Rao**  
**Managing Director**  
**DIN : 08679514**  
**Place : Hyderabad**  
**Date : 27/11/2020**

**Sd/-**  
**Mr. Renduchintala Sri Naga Satya Venkata**  
**Jagannadha Prasad**  
**Chief Financial Officer**  
**Place : Hyderabad**  
**Date : 27/11/2020**

## ANNEXURE – VI TO DIRECTORS' REPORT MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR).

### 1. GLOBAL ECONOMY:

The global economy has been buffeted by headwinds since the beginning of 2019, and all the international and regional crises were aggravated by the corona virus (COVID-19) pandemic of early 2020, which dominated the entire first half of the year. Trade tensions between the United States and China, which had eased briefly in early 2019, worsened again later in the year as both the countries imposed more tariff barriers on each other. This affected investor sentiment globally and led to lower manufacturing activity. Service sector activity, however, remained relatively stable. Monetary policy updates in major economies cushioned, to a degree, the impact of trade tensions.

The US economy, however, remained relatively resilient. It started 2019 on a strong note, by posting a growth of 3.1%. Although the growth slowed in the subsequent quarters, full-year growth in 2019 came in at 2.3%. China saw a weakened economy as well, with its Gross Domestic Product (GDP) growth in 2019 falling to an estimated three-decade low at 6.1%. From the beginning of CY2020, the novel corona virus (COVID-19) outbreak of Wuhan City, China, started adversely affecting the world, and by early March 2020, it was officially a global health crisis. The rapid spread of COVID-19 and the resultant lockdowns across the world led to a drastic lowering of growth forecasts and rapid depreciation in Emerging Market currencies, triggering risk-off sentiment and causing sharp market falls. As the crisis deepened, economists predicted a recession in key economies in 2020 and a slow recovery in 2021. International Monetary Fund (IMF) Managing Director Kristalina Georgieva added that she expected a recession that is as bad as or worse than the 2008 global financial crisis.

**COVID-19** is an evolving crisis that has already resulted approximately in tens of millions of job losses around the world and the near decimation of some sectors that are entirely reliant on human mobility. Its economic impact will depend on how efficiently countries are able to contain its spread.

### 2. INDIAN ECONOMY:

Amidst a weak environment for global manufacturing, trade and demand, Indian economy emerged as one of fastest growing major economy as compared to the advanced and emerging nations in Financial Year 2020. However, the mainly due to the COVID-19 impact. The deceleration was also most evident in the manufacturing and agriculture sectors, whereas Government-related services sub-sectors there was rise in Government spending, sharp slowdowns in household consumption and investment offset the same. The economy had shown signs of recovery in the third quarter of fiscal 2020 with the rise of purchasing managers index (PMI) in manufacturing hitting an eight year high of 55.3 in January 2020. However, with the onset of COVID-19 pandemic and the resultant lockdown, the revival came to impact on the economy in Financial Year 2021 will depend on future extent and the resultant outcome of the COVID-19. Weakness in income growth and a rising unemployment rate is also expected to undermine consumer sentiment.

However, the Government of India along with the RBI has undertaken a slew of measures to counter

the impact of the lockdown, including:

- A Rs. 20 trillion stimulus package, which is almost 10% of the GDP in order to revive the economy and address the slowdown faced by various sectors.
- Reducing REPO rate and reverse REPO rate to incentivise banks to lend more.
- The Government has brought in a stimulus of Rs. 1.70 trillion through direct bank transfers and provision of more food quantities to the population most affected by the pandemic.
- Infusion of liquidity to the extent of Rs. 3.74 trillion through a combination of
  - a. Targeted TLTRO of up to 3 year tenor amounting to Rs. 1 trillion
  - b. Reduction in CRR by up to 100 bps and.
  - c. Increase in leading under MSF from 2% to 3% leading to additional liquidity under the LAF window.
  - d. The Government has brought in a stimulus of Rs. 1.70 trillion through direct bank transfers and provision of more food quantities to the population most affected by the pandemic.

### **3. OVERVIEW OF CAPITAL MARKETS:**

The COVID-19 pandemic impact and the uncertainty surrounding the lockdown phase have kept the markets volatile in the near term. The mutual funds collections in Financial Year 2020 have held up well, however the recent correction is one of the steepest in last twelve years. Prior to the COVID-19 impact, Financial Year 2020 saw more green shoots for Indian economy with India's weight-age in global indices increasing, more FII money is coming into India, driving both secondary and primary markets. A strong budget with focus on demand stimulation and improvement in government spending and measures to tackle the COVID-19 impact and the improving liquidity amongst NBFCs is further expected to drive capital market activity in Financial Year 2021.

### **4. MARKET AND OUTLOOK/INDUSTRY OVERVIEW:**

#### **STOCK BROKING SECTOR:**

The Indian brokerage sector can be classified in terms of type of brokerage service; the following chart described the market structure:

There are primarily two types of brokers in India:

- A. Fully Brokerage Services
- B. Discounted Brokerage Services

**Full-service brokers:** These brokers offer a wide range of services like offline and online trading, Demat accounts, investment advisory and other customised services. Further, full service broker provides research reports, relationship managers for personalised services, portfolio management services, insurance, etc.

**Discount brokers:** These brokers offer services at low and fixed brokerage fees, irrespective of order and provide such services via an online platform.

Stampede is primarily a research driven Global Trading House specialized in Data Handling, Data Processing and Data Management and also specialized in the field of commodity trading across the markets.

## **5. MACRO-ECONOMIC AND INDUSTRY DEVELOPMENTS:**

The Stock Market has been revolutionized by adopting modern technology, as the exchanges are now able to reach out to the far flung centres of the country with an efficient trading network for the benefit of retail customers. The Capital Market is most efficient when it discounts all information's in pricing of traded equity stocks. The maturity of the Stock Market has made it increasingly less risky through built-in information system made available to the participants over and above supervisory oversight.

The ongoing efforts for further broadening and deepening of the Stock Market domestically and aligning the market with global trading system is not only expanding the customer base but also attracting more resources for investments.

The Indian broking industry is one of the oldest trading industries that have been around even before the establishment of the BSE in 1875. Despite passing through a number of changes in the post liberalization period, the industry has found its way towards sustainable growth.

## **6. INDUSTRY STRUCTURE:**

Your company is primarily engaged in Stock Broking and Port-folio Management.

## **7. OPPORTUNITY & THREATS:**

The Company being a player (primarily engaged) in the financial market, the performance of the Company largely depends on the National and Global Capital Markets. The High volatility in the market along with higher inflation has intensified the competition. Your Company continues to achieve cost effectiveness through the application of technology. We have been fashioning our own responses to these challenges and we believe that we can turn them into opportunities, which can unlock growth for us in the future.

### **A. OPPORTUNITIES:**

- Growing Financial Services industry's share of wallet for disposable income.
- Regulatory reforms would aid greater participation by all the class of investors.
- Leverage technology to enable best practices and process.

**B. THREATS:**

- Execution Risk.
- Slowdown in global liquidity flows.
- Intense competition from local and global players.
- Unfavourable economic conditions.

**8. FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE:**

The Companies growth considering the past few years' performance has satisfactory. The Company is striving further for increasing profits. The total revenue from the operations for the year ended March 31, 2020 was at Rs. 182 Lakhs as against Rs. 7737 Lakhs in the previous year.

**9. CHALLENGES, RISK AND CONCERN:**

The Company faces normal business challenges of market competition in its business and needs to continuously seek attractive growth opportunities. The Company adopts suitable business strategies to counter these challenges. As a part of the overall risk management strategy, the Company consistently insures its assets and generally follows a conservative financial profile by following prudent business practices.

**10. RISK MANAGEMENT:**

Our real-time risk management tool is built on trading platform and it is also an integral part of trade order life cycle, calibrating real time pricing data and ensures our order execution within pre-defined positioned limits. If our risk management system detects that a trading strategy in exceeding of our configure pre-defined limits, it will report the logs and creates alert management to the trading terminals. In addition, our risk management system continuously monitors our trade transactions against the order execution over the Exchanges. The objective of its risk management framework is to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallisation of such risks.

**A. CREDIT RISK:**

- Deal with Banks, Clearing Firms, Prime of Prime.
- OTC trade on bilateral agreement.
- Covered with Insurance on trade above threshold.

**B. MARKET RISK:**

- Market Neutral Strategies at any Given of Time - Hedged Positions.
- Non-Directional Strategies.

**C. LIQUIDITY RISK:** Trading on

- Liquidity Routing.
- Multiple Venues.

**D. OPERATIONAL RISK:**

- Real time Hedged positions and exposures are monitored central monitoring of network performance of hardware, application services and venues.
- Global View of Trading Strategy Events which requires manual intervention to update cancels the existing strategies.
- Risk Team monitors all activities during the live markets.

**11. HUMAN RESOURCES:**

Intellectual capital is one of the key resources of the Company to ensure business sustainability and growth. The Company has an experienced and talented pool of employees who play a key role in enhancing business efficiency, devising strategies, setting-up systems and evolving business in line with its growth aspirations. The Company provides regular skill and personnel development training to enhance employee productivity.

Your company believes in investing in people to develop and expand their capability. The Company has been able to create favourable work environment that motivates performance, customer focus and innovation **STAMPEDE** strategies are based, inter alia, on processes of continuous learning and improvement.

As part of group processes, the Company follows a robust leadership potential assessment and leadership development process. These processes identify and groom leaders for the future and also enable succession planning for critical positions in the Company. Being a growth-oriented and performance driven organisation, the Company follows the principles of meritocracy and care for its employees. The Company has a strong culture of innovation and challenging the status Quo. The business leaders and employees in the Company are encouraged to think like entrepreneurs and create value for all stakeholders. The Company has embarked on several human resource initiatives to create business enablers to enhance the productivity of the organisation and its employees. The Company endeavours to provide a safe, conducive and productive work environment.

**12. KEY FINANCIAL RATIOS:**



<b>Sr. No.</b>	<b>Particulars of Ratio</b>	<b>F.Y. 31.3.2020</b>	<b>F.Y. 31.3.2019</b>	<b>Explanation for change in Ratios</b>
1.	Debtors Turnover			NA
2.	Inventory Turnover			NA
3.	Interest Coverage Ratio			NA
4.	Debt Equity Ratio			NA
5.	Current Ratio	3.32	3.36	Not more than 25 %. Hence not applicable
6.	Operating Profit Margin (%)	-74%	-2.10	During the year, turnover of the Company was reduced to Rs. 176.67/- Lakhs in comparison to Rs. 7728.81/- Lakhs due to adverse market conditions, lack of working capital and increase in overheads.
7.	Net Profit Margin (%)	-453 %	-53%	During the year, turnover of the Company was reduced to Rs. 176.67/- Lakhs in comparison to Rs. 7728.81/- Lakhs due to adverse market conditions, lack of working capital and increase in overheads.

NA: Not Applicable

### 13. DETAILS PERTAINING TO NET-WORTH OF THE COMPANY:

<b>Particulars</b>	<b>31.03.2020 (In Rs.)</b>	<b>31.03.2019 (In Rs.)</b>	<b>Explanation for change in Net-worth</b>
Net-worth	3,05,60,490	11,33,41,341	During the year the Net-worth of the Company was reduced to Rs. 3,05,60,490/-. In comparison to previous year, Net-worth of the Company eroded to the extent of Rs. 8,27,80,851/- due to losses incurred by the Company during the year. The major reason for the decrease in net-worth is due to diminution in the value of investment in subsidiaries and investment in other Companies and the Company had written off to the extent of Rs. 3,56,52,100/- during the year and in previous year.

### 14. CAUTIONARY NOTE:

Statements in the Management Discussion and Analysis outlining the Company's This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. Estimates, perceptions and expectations may be forward looking statements within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed herein above due to certain factors which may be beyond the control of the Company.

Important factors that could influence the Company's operations include the impact of Covid-19 Pandemic, global and domestic demand and supply, input costs, availability, changes in government regulations, tax laws, economic developments within the country and other factors

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. Reader should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

**Place** : Hyderabad

**For and On Behalf of the Board of Directors**

**Date** : November 27, 2020

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**  
**Managing Director**

**DIN: 07125471**

**Sd/-**

**Mr. Anil Thakur**  
**Chairman**

**DIN: 08945434**

### **Independent Auditor's Report**

To

**The Members of  
M/s STAMPEDE CAPITAL LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying Consolidated Financial Statements of **M/S STAMPEDE CAPITAL LIMITED** (“the **Holding Company**”) and its subsidiaries (collectively referred to as “the Company” or “the group”), comprising of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

During the year, the Company has sold 100% of its share holding in Stampede Enterprises India Private Limited on 31 December 2019. Hence the financials of Stampede Enterprises India Private Limited consolidated up to the date of 31 December 2019. During the year, Stampede Technologies Pte Limited, Singapore a step down subsidiary closed its operations and the Company has filed documents to strike off the Company with authorities in Singapore.

We did not audit the financial statements of the subsidiary, Stampede Technologies Pte Limited (step-down) Singapore and Longfin Corp (LFIN), included in the consolidated financial statements year to date, whose consolidated financial statements reflect total assets of Nil, as at 31<sup>st</sup> March 2020 and total expenses of ₹ 0.30 lakhs as at 31<sup>st</sup> March, 2020. These interim financial statements and other financial information have been reviewed by other auditors whose reports have been furnished to us, and our opinion on the financial statements to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

These financial statements and other financial information have been audited by other Auditors whose report has been furnished to us by the Management and our opinion on the year ended financial results, to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2020, and its consolidated Profit and its consolidated Cash Flow for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by section 143 (3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b. in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2020 from being appointed as a Director of that company in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Audit Report - "**Annexure A**".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- h. The Group Companies do not have any pending litigations which would impact its consolidated financial position.

### **For Navitha And Associates**

#### **Chartered Accountants**

ICAI Firm Registration Number: 012026S

**Navitha.K**

**Proprietor**

Membership Number: 221085

Place: Hyderabad

Date: 30.06.2020

**“Annexure A” to the Independent Auditor's Report of even date on the Consolidated Financial Statements of M/s STAMPEDE CAPITAL LIMITED  
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **M/S STAMPEDE CAPITAL LIMITED (“the Holding Company”)** as of March 31, 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or

that the degree of compliance with the policies or procedures may deteriorate.



**Opinion**

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

***For NavithaAnd Associates***

***Chartered Accountants***

ICAI Firm Registration Number: 012026S

**Navitha.K**

***Proprietor***

Membership Number: 221085

Place: Hyderabad

Date:30.06.2020

**Stampede Capital Limited**
**Consolidated Balance sheet as at 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, plant and equipment	2 (a)	5,529,651	48,262,226
<b>(b) Intangible assets</b>			
(i) Goodwill		-	-
(ii) others	2 (b)	152,603	17,658,214
<b>(c) Financial assets</b>			
(i) Investments			
a) Investments in associates	3	-	-
b) Other investments		-	37,500,100
(ii) Loans to subsidiaries			
<b>(d) Tax assets</b>			
(i) Deferred Tax Asset (net)		-	-
(ii) Current Tax Asset (Net)		6,507,051	11,925,804
<b>Total Non-current Assets</b>		<b>12,189,305</b>	<b>115,346,344</b>
<b>Current Assets</b>			
(a) Financial assets			
(i) Investments	7	-	6,955,948
(ii) Trade receivables	4	-	181,214,216
(ii) Cash and cash equivalents	5	7,972,507	26,342,662
(iii) Other financial assets	6	38,367,904	27,175,005
<b>Total Current Assets</b>		<b>46,340,411</b>	<b>241,687,831</b>
<b>Total Assets</b>		<b>58,529,716</b>	<b>357,034,175</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	8	286,264,000	286,264,000
(b) Other Equity	9	(255,703,510)	(181,724,350)
<b>Total Equity</b>		<b>30,560,490</b>	<b>104,539,650</b>
<b>LIABILITIES</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10	13,118,781	23,314,466
(b) Deferred tax liabilities (Net)		-	4,978,710
<b>Total Non-current Liabilities</b>		<b>13,118,781</b>	<b>28,293,176</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	11	-	204,082,561
(ii) Other financial liabilities	12	14,850,445	19,413,019
(iii) Provisions	13	-	497,120
(iv) Current tax liabilities (Net)		-	208,649
(iv) Other current liabilities		-	-
<b>Total Current Liabilities</b>		<b>14,850,445</b>	<b>224,201,349</b>
<b>Total Liabilities</b>		<b>27,969,226</b>	<b>252,494,525</b>
<b>Total Equity and Liabilities</b>		<b>58,529,716</b>	<b>357,034,175</b>
<b>Notes forming part of the financial statements</b>	1 to 28		
As per our report attached For Navitha And Associates Chartered Accountants Firm's registration no. 012026S		For and on behalf of the Board of Directors of <b>Stampede Capital Limited</b>	
<b>Navitha.K</b> Proprietor Membership No: 221085	<b>Sudheer Vegi</b> Executive Director DIN: 08070785	<b>Srinivas Maya</b> Director DIN: 08679514	
	<b>Prathipati Parthasarthi</b> Chief Financial Officer	<b>Abhishek Jain</b> Company Secretary ACS: 62027	
Place : Hyderabad Dale : 30.06.2020		Place: Hyderabad Dale : 30.06.2020	

**Stampede Capital Limited**
**Consolidated Statement of Profit and Loss for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Revenue</b>			
Revenue from Trading	14	166,913,209	1,569,853,933
Other income	15	1,329,904	54,114,246
<b>Total Revenue</b>		<b>168,243,113</b>	<b>1,623,968,179</b>
<b>Expenses</b>			
Cost of Operations	16	167,566,202	1,556,161,309
Employee benefits expense	17	10,886,582	9,411,626
Finance Cost	18	-	4,357,090
Depreciation and amortisation expense	2(a)&(b)	29,869,537	129,429,336
Other expenses	19	17,685,784	219,479,326
<b>Total Expenses</b>		<b>226,008,105</b>	<b>1,918,838,687</b>
<b>Profit/(loss) before exceptional, extraordinary items and tax</b>		<b>(57,764,992)</b>	<b>(294,870,508)</b>
<b>Exceptional items</b>			
Software written off		-	198,256,363
Loss on disposal of fixed assets		-	51,994,563
Foreign exchange translation reserve		(529,698)	(37,997,001)
<b>Profit / (loss) before extraordinary items and tax</b>		<b>(57,235,294)</b>	<b>(507,124,433)</b>
Provision for impairment in the investment of associate		-	8,991,860
Provision for impairment in the investment		37,500,100	12,500,000
<b>Profit / (loss) before tax</b>		<b>(94,735,394)</b>	<b>(528,616,293)</b>
<b>Tax expense:</b>			
- Current tax		(208,649)	(12,271)
- MAT Credit		-	-
- Deferred tax charge/(credit)		(5,699,696)	(6,974,591)
<b>Profit / (Loss) for the year before minority interest</b>		<b>(88,827,049)</b>	<b>(521,629,431)</b>
Share of Profit/(loss) of Associate		-	(92,597,981)
Minority Interest		-	-
<b>Profit / (Loss) for the year</b>		<b>(88,827,049)</b>	<b>(614,227,412)</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss		-	-
(ii) Items that may be reclassified to profit or loss		-	-
<b>Total Other Comprehensive Income</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>(88,827,049)</b>	<b>(614,227,412)</b>
<b>Earnings per equity share</b>			
Basic / Diluted		(0.31)	(2.15)
<b>Number of shares used in computing earnings per share</b>			
Basic / Diluted		286,264,000	286,264,000
<b>Notes forming part of the financial statements</b>	1 to 28		
As per our report attached For Navitha And Associates Chartered Accountants Firm's registration no. 012026S		For and on behalf of the Board of Directors of <b>For Stampede Capital Limited</b>	
<b>Navitha.K</b> <b>Proprietor</b> <b>Membership No: 221085</b>		<b>Sudheer Vegi</b> Executive Director DIN: 08070785	<b>Srinivas Maya</b> Director DIN: 08679514
		<b>Prathipati Parthasarthi</b> Chief Financial Officer	<b>Abhishek Jain</b> Company Secretary ACS: 62027
Place : Hyderabad Dale : 30.06.2020			Place: Hyderabad Dale : 30.06.2020



**Stampede Capital Limited**
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

For the year ended 31 March 2020

**(A) Equity Share Capital**

Particulars	As at 31 March 2020		As at 31 March 2019	
	No of shares	In Rupees	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>				
At the beginning of the year	229,011,200	229,011,200	229,011,200	229,011,200
Add : Changes in Equity during the year	-	-	-	-
	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>				
At the beginning of the year	57,252,800	57,252,800	57,252,800	57,252,800
Add : Changes in Equity during the year	-	-	-	-
	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>
<b>Total Equity Share Capital</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>

**(B) Other Equity**

Particulars	Reserves & Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance at the Beginning of the reporting period i.e 1 April 2019	-	278,525,115	(460,249,465)	<b>(181,724,350)</b>
Dividends	-	-	-	-
Profit for the period	-	-	(88,827,049)	<b>(88,827,049)</b>
Transfer on account of sale of subsidiary	-	-	14,847,889	<b>14,847,889</b>
Transfer to Retained Earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>Balance at the end of the reporting period i.e 31 March 2020</b>	<b>-</b>	<b>278,525,115</b>	<b>(534,228,625)</b>	<b>(255,703,510)</b>

See accompanying notes forming part of standalone financial statements

 As per our report attached  
 For Navitha And Associates  
 Chartered Accountants  
 Firm's registration no. 012026S

 For and on behalf of the Board of Directors of  
**Stampede Capital Limited**
**Navitha.K**  
 Proprietor  
 Membership No: 221085

**Sudheer Vegi**  
 Executive Director  
 DIN: 08070785

**Srinivas Maya**  
 Director  
 DIN: 08679514

**Prathipati Parthasarthi**  
 Chief Financial Officer

**Abhishek Jain**  
 Company Secretary  
 ACS: 62027

 Place: Hyderabad  
 Date: 30.06.2020

 Place: Hyderabad  
 Date: 30.06.2020

**Stampede Capital Limited**
**Consolidated Cash Flow Statement for the year ended 31 March, 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	For the Year ended 31-Mar-20		For the Year ended 31 March, 2019	
<b>I. Cash flow from / (used in) Operating Activities:</b>					
Net Profit/(Loss) before tax			(94,735,394)		(528,616,293)
<i>Adjustments for:</i>					
Depreciation		29,869,537		129,429,336	
Unrealised foreign exchange gain		545,875		(37,997,001)	
Creditors written back		-		(46,635,695)	
Baddebts/advances written off		499,900		189,901,240	
Disinvestment of subsidiary		14,847,889		-	
Provision for impairment in investment		37,500,100		12,500,000	
Share of Loss of Associate		-		92,597,981	
Loss on sale of fixed assets/ amortisation of software		-		250,250,926	
Provision for impairment in investment of Associate		-		8,991,860	
Interest Income		(1,329,904)		(7,478,551)	
Interest expense		-		4,357,090	
			81,933,397		595,917,186
<b>Operating Profit / (Loss) before Working Capital changes</b>			<b>(12,801,997)</b>		<b>67,300,893</b>
<b>Adjustments for working capital changes:</b>					
(Increase) / Decrease in trade receivables		181,214,216		260,303,095	
Increase/(Decrease) in trade payables		(204,082,561)		(19,707,114)	
(Increase) / Decrease in Short-term loans and advances		(11,192,899)		46,309,914	
Increase / (Decrease) in Other current liabilities and provisions		(5,268,344)		(10,480,869)	
Foreign currency translation reserve		(116,139)		(227,330,374)	
Increase/(Decrease) in Other current assets		6,955,948	(32,489,779)	(5,597,066)	43,497,586
Cash generated from / (used in) Operations			(45,291,776)		110,798,479
Less: Direct taxes paid / utilised			5,418,753		1,736,543
<b>Net Cash flow from / (used in) Operating Activities</b>			<b>(39,873,023)</b>		<b>112,535,022</b>
<b>II. Cash flow from/ (used in) Investing Activities:</b>					
Purchase/Transfer of fixed assets			30,368,649		(20,042,336)
Interest received			1,329,904		7,478,551
<b>Net Cash flow from / (Used in) Investing Activities</b>			<b>31,698,553</b>		<b>(12,563,785)</b>
<b>III. Cash flow from/(used in) Financing Activities:</b>					
Short Term Borrowings (net)			(10,195,685)		(1,053,498,256)
Interest paid			-		(4,357,090)
<b>Net Cash flow from / (used in) Financing Activities</b>			<b>(10,195,685)</b>		<b>(1,057,855,346)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>			<b>(18,370,155)</b>		<b>(957,884,109)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	8		<b>26,342,662</b>		<b>984,226,771</b>
<b>Cash and Cash Equivalents at the end of the year</b>	8		<b>7,972,507</b>		<b>26,342,662</b>
Notes forming part of the financial statements					

 As per our report attached  
 For Navitha And Associates  
 Chartered Accountants  
 Firm's registration no. 012026S

 For and on behalf of the Board of Directors of  
 Stampede Capital Limited

 Navitha.K  
 Proprietor  
 Membership No: 221085

 Sudheer Vegi  
 Executive Director  
 DIN: 08070785

 Srinivas Maya  
 Director  
 DIN: 08679514

 Prathipati Parthasarathi  
 Chief Financial Officer

 Abhishek Jain  
 Company Secretary  
 ACS: 62027

 Place : Hyderabad  
 Dale : 30.06.2020

 Place: Hyderabad  
 Dale : 30.06.2020

**Stampede Capital Limited**  
**Notes to Consolidated financial statements for the year ended 31 March 2020**  
(All amounts in Indian rupees, except share data and where otherwise stated)

**Note 1: Significant Accounting Policies**

**Company Overview**

Stampede Capital Limited (Parent), together with its subsidiaries (collectively, the Company or the group) Stampede Enterprises India Pvt Ltd (formerly Stampede Cloud Services Private Limited), Stampede Technologies Pte. Ltd. (step-down) Singapore. During the year, the Company sold its 100% stake in Stampede Enterprises India Limited and shut down its operations of Stampede Technologies Pte Limited, Singapore and has filed with ACRA, Singapore to strike off.

Longfin Corp (LFIN), USA an associate company of Stampede Capital Ltd, in which Stampede has 37.14% stake, filed the Assignment for the benefit of Creditors, formal bankruptcy proceedings in the Court of New Jersey, USA.

**a) Basis of preparation of Consolidated Financial Statements**

**(a) Statement of compliance**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

**(b) Basis of preparation**

These consolidated financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

**(c) Basis of consolidation**

The Company consolidates all entities which are controlled by it. The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over relevant activities of the entity. Entities controlled by the Company are consolidated from the date control commences until the date control ceases.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation. Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the Company.

**(d) Business combinations**

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve. The interest of non

controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries. Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

**Stampede Capital Limited****Notes to Consolidated financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**(e) Use of estimates and judgements**

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Key source of estimation of uncertainty at the date of consolidated financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of goodwill, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions, contingent liabilities and fair value measurements of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

**b) Current–non-current classification**

All assets and liabilities are classified into current and non-current.

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

- i. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- ii. it is held primarily for the purpose of being traded;
- iii. it is expected to be realised within 12 months after the reporting date; or
- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- i. it is expected to be settled in the company's normal operating cycle;
- ii. it is held primarily for the purpose of being traded;
- iii. it is due to be settled within 12 months after the reporting date; or
- iv. the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

**c) Fixed Assets and Depreciation****Tangible asset and capital work-in-progress**

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed asset that are not yet ready for their intended use at the reporting date.

**Intangible asset**

Intangible assets are recorded at the consideration paid for acquisition of such asset under carried at cost less accumulated amortization and impairment.

**Depreciation and Amortization**

Depreciation on tangible and intangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the other fixed assets as follows:

**Stampede Capital Limited**  
**Notes to Consolidated financial statements for the year ended 31 March 2020**  
 (All amounts in Indian rupees, except share data and where otherwise stated)

**Intangible asset**

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**Depreciation and Amortization**

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Particulars	(No of years)		
	Stampede Capital Limited	Stampede Enterprises India Pvt Ltd	Stampede Technologies Pte Ltd
Servers and data processing equipment	6	6	4
Computers	3	3	4
Furniture and fixtures	10	10	4
Vehicles	8	8	5
Intangible assets	5	5	4

**d) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long Term Investments are carried at cost less diminution in value other than temporary determined separately for each individual investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

**e) Taxes on Income**

- i. Tax expense comprises current year income tax and deferred income tax charges or credit for the year.
- ii. Current year income tax charge will be calculated based on assessable profits of the company determined in accordance with the provisions of Income Tax Act, 1961. It will also includes, income tax charge provided if any, for such disallowances made on completion of assessment proceedings pending appeals, as considered appropriate depending on the merits of each case.
- iii. Deferred income tax charge or credit pertaining to future tax consequences attributable to timing difference between the financial statement determination of income and their recognition for tax purposes will be recognised. The effect of a change in tax rates on deferred tax assets and liabilities is recognised in income using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

iv. Minimum Alternate Tax (MAT) Credit entitlement:

MAT Credit entitlement represents amounts paid in a year under Section 115 JA of the Income Tax Act, 1961 (IT Act), in excess of the tax payable, computed on the basis of normal provisions of the IT Act.

Such excess amount can be carried forward for set off against future tax payments for five succeeding years in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Company as a result of past events and there is evidence as at the reporting date the Company will pay normal income tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT Credit entitlement, under "Short Term Loans and Advances" in balance sheet with a corresponding credit to the profit and loss account, as a separate line item.

**Stampede Capital Limited****Notes to Consolidated financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

Such assets are reviewed as at each balance sheet date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

**f) Earnings Per Share**

- i. The basic earnings per share is calculated considering the weighted average number of equity shares outstanding during the year.
- ii. The diluted earnings per share is calculated considering the effects of potential equity shares on net profits after tax for the year and weighted average number of equity shares outstanding during the year.

**g) Revenue Recognition**

- i. Revenue from broking activities is accounted on the trade date of transaction.
- ii. Gains / loss, on investments in options and futures, both equity stock and index, being the difference between the contracted rate and the rate on the settlement or sale date, whichever is earlier is recognized in the Profit and Loss Account on settlement / sale.
- iii. Revenue from services consist primarily of revenue earned from technology services performed on a 'time and material' basis. The related revenue is recognised as and when the services are rendered and when there is no significant uncertainty in realizing the same.
- iv. *Sale of goods*  
Revenue from sale of goods is recognised upon the transfer of significant risks and rewards of ownership of the goods to the customer. Revenue is not recognized to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.
- v. Interest Income is recognized on accrual basis. Dividend income is recognized when the right to receive payment is established

**h) Leases**

Leases of assets under which all risks and rewards of ownership are affectively retained by lesser are classified as operating leases. Lease payments under operating leases are recognised as an expense on a straight line basis over the period of lease.

**i) Provisions, Contingent Liabilities and Contingent Assets**

Provisions, involving substantial degree of estimation in measurement, are recognised when there is present obligation as a result of past events and if it is probable that there will be an outflow of resources. Contingent liabilities, which are possible or present obligations that may be probably will not require outflow of resources, are not recognised but are disclosed in the notes to the financial statements. Contingent Assets are neither recognised nor disclosed in financial statements.

**j) Cash and Cash equivalents**

Cash and cash equivalents are short-term, highly liquid investments that are readily convertible into cash with original maturities of three months or less. Cash and cash equivalents consist principally of cash on deposits with banks.

**k) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit or loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

**l) Impairment of Assets**

The Company assesses at each balance sheet date whether there is any indication that any assets forming part of its cash generating units may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the reassessed recoverable amount subject to a maximum of depreciated historical cost.

**Stampede Capital Limited**
**Notes to Consolidated financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**m) Retirement benefits**

Gratuity and long term compensated absence, which are defined benefits plan, are determined by independent actuary at the balance sheet date are charged to the statement of profit and loss. All actuarial gains and losses arising during the year are recognized in the statement of profit and loss.

Contributions payable to the recognized provident fund which is defined contribution schemes, is charged to the statement of profit and loss.

**Note No 2 (a) : Property, Plant and Equipment**

Particulars	Buildings	Servers	Desktops and Laptops	Furniture and fixtures	Office equipments	Vehicles	Total
<b>Gross carrying value :</b>							
As at 01 April 2019	17,975,500	119,821,559	2,371,689	3,208,345	857,390	5,155,529	149,390,012
Additions	-	-	-	-	-	-	-
Transfer through sale	(17,975,500)	(50,865,359)	-	(1,802,500)	(84,108)	(3,005,529)	(73,732,996)
Disposals	-	-	-	-	-	-	-
Translation exchange difference	-	-	-	-	-	-	-
As at 31 March 2020	-	68,956,200	2,371,689	1,405,845	773,282	2,150,000	75,657,016
<b>Accumulated Depreciation :</b>							
As at 01 April 2019	177,670	93,939,378	2,371,689	1,778,414	733,406	2,127,229	101,127,786
Depreciation Charge for the year	176,425	17,729,986	-	135,462	58,172	469,632	18,569,677
Transfer through sale	(354,095)	(48,160,004)	(25,244)	(508,031)	(75,863)	(688,810)	(49,812,047)
Disposals	-	-	-	-	-	241,949	241,949
Translation exchange difference	-	-	-	-	-	-	-
As at 31 March 2020	-	63,509,360	2,346,445	1,405,845	715,715	2,150,000	70,127,365
<b>Net Carrying Value :</b>							
As at 31 March 2020	-	5,446,840	25,244	-	57,567	-	5,529,651
Previous Year	17,797,830	25,882,181	-	1,429,931	123,984	3,028,300	48,262,226

**Note No 2 (b) : Goodwill and Other Intangible Assets**

Particulars	Computer software	Goodwill	Copy rights	Total
<b>Gross carrying value :</b>				
As at 01 April 2019	86,747,777	100,541,210	141,900	187,430,887
Additions	-	-	-	-
Transfer through sale	(63,427,530)	-	-	(63,427,530)
Disposals	-	-	-	-
Translation exchange difference	-	-	-	-
As at 31 March 2020	23,320,247	100,541,210	141,900	124,003,357
<b>Accumulated Depreciation :</b>				
As at 01 April 2019	69,089,563	100,541,210	141,900	169,772,673
Depreciation Charge for the year	11,299,860	-	-	11,299,860
Transfer through sale	(57,221,779)	-	-	(57,221,779)
Disposals	-	-	-	-
Translation exchange difference	-	-	-	-
As at 31 March 2020	23,167,644	100,541,210	141,900	123,850,754
<b>Net Carrying Value :</b>				
As at 31 March 2020	152,603	-	-	152,603
Previous Year	17,658,214	-	-	17,658,214

**Stampede Capital Limited**
**Notes to Consolidated financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 3 : Investments**

Particulars	As at 31 March 2020	As at 31 March 2019
<b>(A) Investment in Associates</b>		
- Investment in Longfin Corp, USA (27,500,000 Class A Common stock of \$ 0.00001 each, in NASDAQ quoted stock, Market Price as on 31 March 2018 Rs 309,170.40 lakhs (Market price \$17.26 Per share)	8,991,860	101,589,842
<b>Less : Share of loss for the year</b>	-	(92,597,982)
<b>Less : Provision for diminution in value of investment</b>	(8,991,860)	<b>(8,991,860)</b>
	-	-
<b>(B) Investment in Others</b>		
- Investment in Hero Wiretext Pvt Ltd 1,66,667 shares @ `100/- each at premium of `200 each (Previous year `50,000,100)	50,000,100	50,000,100
<b>Less : Provision for diminution in value of investment</b>	<b>(50,000,100)</b>	<b>(12,500,000)</b>
	-	37,500,100
	-	<b>37,500,100</b>

**Current Assets**
**Note No 4 : Trade receivables**

Particulars	As at 31 March 2020	As at 31 March 2019
- Outstanding for more than six months	-	181,214,216
- Others	-	-
	-	<b>181,214,216</b>

**Note No 5 : Cash and cash equivalents**

Particulars	As at 31 March 2020	As at 31 March 2019
Cash on hand	904	121,218
Balance with banks		
- in current accounts	746,603	17,946,444
Other Bank balances		
- Bank deposits with less than 12 months maturity	7,225,000	8,275,000
	<b>7,972,507</b>	<b>26,342,662</b>

**Note No 6 : Other financial assets**

Particulars	As at 31 March 2020	As at 31 March 2019
Unsecured, considered good:		
Loans and advances	20,159,929	8,859,900
Rent receivable	-	27,000
Prepaid expenses	-	164,965
TDS Receivable	639,404	1,818,377
Service tax receivable	-	1,766,585
Security deposits	12,828,269	12,325,818
GST, net	4,740,302	2,212,360
	<b>38,367,904</b>	<b>27,175,005</b>





**Stampede Capital Limited**

**Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 7 : Investments**

Particulars	Type	As at 31 Mar 2020			As at 31 March 2019		
		Number of Units	Cost per unit	Amount in `	Number of Units	Cost per unit	Amount in `
HDFC Bank	Equity shares	-	-	-	942	1,442.55	1,358,882
Goldman Sachs Mutual Fund (CPSE)	Mutual Funds	-	-	-	17,861	27.12	484,390
Reliance ETF Liquid Bees	Liquid bees	-	-	-	5,083	1,000.00	5,083,000
NTPC	Equity shares	-	-	-	15	135.95	2,039
Steel Authority Of India Limited (SAIL)	Equity shares	-	-	-	487	56.75	27,637
<b>Total current investments</b>				-			<b>6,955,948</b>
Aggregate amount of market value		-	-	-	-	-	<b>1,700,969</b>



**Stampede Capital Limited**

**Notes to Consolidated financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 8 : Share Capital**

Particulars	As at 31 March 2020	As at 31 March 2019
<b>Authorised:</b>		
<b>Equity shares</b>		
34,00,00,000 equity shares of ₹ 1/- each (Previous year 34,00,00,000 shares of ₹ 1/- each)	340,000,000	340,000,000
	<b>340,000,000</b>	<b>340,000,000</b>
<b>Issued, subscribed and paid-up:</b>		
<b>Equity shares</b>		
22,90,11,200 equity shares of ₹ 1/- each, (previous year: 22,90,11,200 shares of ₹ 1/- each)	229,011,200	229,011,200
5,72,52,800 differential voiting right shares of ₹ 1/- each ( previous year: ₹ 572,52,800)	57,252,800	57,252,800
	<b>286,264,000</b>	<b>286,264,000</b>

**The reconciliation of the number of equity shares outstanding is set out below:**

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	229,011,200	229,011,200	229,011,200	229,011,200
Shares Issued during the year	-	-	-	-
Bonus Shares	-	-	-	-
Shares outstanding at the end of the year	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>

**The reconciliation of the number of DVR equity shares outstanding is set out below:**

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	57,252,800	57,252,800	57,252,800	57,252,800
Shares Issued during the year	-	-	-	-
Bonus Shares	-	-	-	-
Shares outstanding at the end of the year	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>

**Note No 9 : Other Equity**

Particulars	As at 31 March 2020	As at 31 March 2019
<b>Securities Premium Account</b>		
Balance at the beginning of the year	278,525,115	278,525,115
Add: Additions during the year	-	-
Less : Issued Bonus shares *	-	-
Balance at the end of the year	<b>278,525,115</b>	<b>278,525,115</b>
<b>Balance in the statement of profit and loss account</b>		
Balance at the beginning of the year	(460,249,465)	153,977,947
Add : Transfer on account of sale of subsidiary	14,847,889	-
Add Share of profit of Associate	-	(92,597,981)
Add: Profit / (loss) for the year	(88,827,049)	(521,629,431)
Balance at the end of the year	<b>(534,228,625)</b>	<b>(460,249,465)</b>
<b>Foreign currency translation reserve</b>		
Balance at the beginning of the year	-	(9,886,509)
Less: Transferred on account of dilution of investment in subsidiary	-	-
Add/Less: Translation of foreign subsidiaries with non-integral operations	529,698	47,883,510
Balance at the end of the year	<b>529,698</b>	<b>37,997,001</b>
Less Charged to profit and loss account	(529,698)	37,997,001
	-	-
	<b>(255,703,510)</b>	<b>(181,724,350)</b>

**Stampede Capital Limited**
**Notes to Consolidated financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 10 : Borrowings**

Particulars	As at 31 March 2020	As at 31 March 2019
<b>Secured Loans</b>		
Secured Loan SBM	-	1,371,830
<b>(Unsecured loan taken )</b>		
Usha Rani Meenavalli	13,118,781	21,942,636
	<b>13,118,781</b>	<b>23,314,466</b>

**Note No 11 : Trade payables**

Particulars	As at 31 March 2020	As at 31 March 2019
Trade payables		
- Amounts due to Micro, Small and Medium Enterprises	-	-
- Others	-	204,082,561
	<b>-</b>	<b>204,082,561</b>

**Note No 12 : Other financial liabilities**

Particulars	As at 31 March 2020	As at 31 March 2019
Salaries payable	19,901	1,120,849
Margin money	689,359	13,337,223
Other current liabilities	13,858,505	3,754,078
Provision for expenses	120,638	889,711
TDS Payables	162,042	311,158
	<b>14,850,445</b>	<b>19,413,019</b>

**Note No 13 : Provisions**

Particulars	As at 31 March 2020	As at 31 March 2019
Provision for Gratuity	-	452,877
Provision for Leave Encashment	-	44,243
	<b>-</b>	<b>497,120</b>

**Note No 14 : Revenue**

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
- Brokerage Revenue	140,012	223,982
- Revenue from Trading	166,773,197	1,569,629,951
	<b>166,913,209</b>	<b>1,569,853,933</b>

**Note No 15 : Other Income**

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest Income	1,329,904	7,478,551
Creditors written back	-	46,635,695
	<b>1,329,904</b>	<b>54,114,246</b>

**Note No 16 : Cost of Operations**

<b>Particulars</b>	<b>For the year ended 31</b>	<b>For the year ended 31</b>
	<b>March 2020</b>	<b>March 2019</b>
Trading Expenses	167,566,202	1,555,527,890
Colocation Expenses	-	633,419
	<b>167,566,202</b>	<b>1,556,161,309</b>

**Note No 17 : Employee benefits expense**

<b>Particulars</b>	<b>For the year ended 31</b>	<b>For the year ended 31</b>
	<b>March 2020</b>	<b>March 2019</b>
Salaries and allowances	9,739,855	8,379,908
Contribution to provident fund and esic	620,537	479,186
Staff welfare expenses	526,190	797,396
Gratuity and leave encashment	-	(244,864)
	<b>10,886,582</b>	<b>9,411,626</b>

**Note No 18 : Finance Cost**

<b>Particulars</b>	<b>For the year ended 31</b>	<b>For the year ended 31</b>
	<b>March 2020</b>	<b>March 2019</b>
Interest expense	-	4,357,090
	<b>-</b>	<b>4,357,090</b>

**Note No 19 : Other expenses**

<b>Particulars</b>	<b>For the year ended 31</b>	<b>For the year ended 31</b>
	<b>March 2020</b>	<b>March 2019</b>
Traveling and conveyance	1,715,793	5,723,122
Vehicle Maintenance	391,540	384,366
Rates and taxes	50,000	-
Legal and professional charges	3,314,649	2,376,583
Rent	5,016,714	3,455,786
Auditors' Remuneration		
- Audit Fee	222,500	707,078
- Tax Audit Fee	80,000	105,000
Communication expenses	337,236	249,035
Software maintenance	50,684	56,500
Bank Charges	16,014	255,203
LC Processing charges	-	5,000
Electricity Charges and Maintenance	660,070	928,889
Printing and stationery	72,609	42,713
Subscription charges	3,644	21,200
Miscellaneous Expenses	3,441,560	1,709,662
Foreign exchange loss	545,875	11,631,318
Advances written off	499,900	33,821,952
Baddebts written off	-	156,079,289
Office Maintenance	1,266,996	1,926,630
	<b>17,685,784</b>	<b>219,479,326</b>



**Stampede Capital Limited**

**Notes to Consolidated financial statements for the year ended 31 March 2019**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Note 20 Segment Information**

The company operates in only one business segment i.e. securities and currencies broking and trading through recognized stock exchanges in India.

**Note 21 Tax Expense**

Deferred tax is provided on timing differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

In view of carry forward of losses under tax laws in the current period, the Company is unable to demonstrate virtual certainty as required by the Explanation in Ind AS 12 'Accounting for taxes on income'. Accordingly, no deferred tax asset has been recognized as at the year-end as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**Note 22 Leases**

The company has operating lease for office premise, which is renewable on periodical basis and cancelable at its option. Lease expenses on such operating lease recognised in the Profit and Loss account on a straight line basis over the lease term.

The future minimum lease payments are as given below:

Particulars	For the year ended	For the year ended
	31 March 2020	31 March 2019
Not later than one year	10,000	1,980,000
Later than one year and not later than five years	Nil	2,040,000
Later than five years	Nil	Nil

**Note 23 Auditors Remuneration**

Particulars	As at	As at
	31 March 2020	31 March 2019
Statutory audit fees	222,500	707,078
Other services	80,000	105,000
Out of pocket expenses	-	4,779
<b>Total</b>	<b>302,500</b>	<b>816,857</b>

**Note 24 Amounts payable to Micro, Small and Medium enterprises**

Disclosure under Section 22 of the Micro, Small and Medium enterprises Development Act, 2006 (MSMED)

Based on the information available with the Company, no creditors have been identified as "supplier" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006".

**Note 25 Related Party Disclosures**

**A. List of related parties**

- |   |   |
|---|---|
| i) Subsidiaries   | <p>1. Stampede Enterprises India Private Limited (wholly owned) (formerly Stampede Cloud Services Private Limited)</p> <p>* on 31 December 2019, Stampede Capital Limited has sold 100% of its holding in Stampede Enterprises India Pvt Ltd</p> <p>2. Stampede Technologies Pte. Limited (step down) **</p> <p>**Discontinued operations and filed a petition with ACRA, Singapore to struck off the company from its registry</p> |
| ii) Entities in which directors are interested          | <p>1. Proseed India Limited (formerly Green Fire Agri Commodities Ltd)</p> <p>2. Kling Enterprises Limited (formerly Kling Holdings Ltd.)</p> <p>3. SpaceNet Enterprises India Limited (formerly Northgate Comtech Ltd)</p>   |
| iii) Key Managerial Personnel                           | <p>1. Mr. Srinivas Maya, Director</p> <p>2. Mr. P.Parthasarathi, Director &amp; CFO</p> <p>3. Mr. Dasi Emmanuel, Executive Director</p> <p>4. Mr. Sudheer Vegi, Executive Director</p>  |
| iv) Persons having Substantial Interest in Voting Power | Mrs. M. Usha Rani   |

**B. Non Executive Directors and Independent Directors on the Board of the Company**

Name of the personnel	Relationship
Mr. K. Avinash	Non Executive Independent Director
Mrs. Chukka Lakshmi	Non Executive Independent Women Director
Mr. Omesh Kumar Waghay	Non Executive Independent Director
Mr. Shiva Satya Srinivas Chukka	Non Executive Independent Director (from 30.04.2019)

**C. Details of transactions with Related Parties**

Name of the Related party	Nature of the Transactions	2019-20		2018-19	
		Amount	Balance outstanding as on	Amount	Balance outstanding as on
Stampede Enterprises India Private Limited	Investment in WOS	-	-	-	-
	Unsecured Loan Given(net)	3,446,491	9,055,929	72,114,636	12,502,420
	<u>Client Transactions:</u>				
	Margin Money Received	4,455,000	-	7,785,000	1,443,638
	Margin Money Returned	5,898,638	-	6,341,362	-
	Brokerage / Commission earned	203	-	34,471	-
Stampede Technologies Pte. Ltd.	Share Application Money paid	-	-	-	-
	Allotment of Share Capital	-	-	10,547,275	110,532,079
Stampede Tradex Pte. Ltd.	Sale of Commodity	-	-	-	-
	Purchase of Commodity	-	-	153,139,722	-
	Advance	-	-	-	-
Meridian Enterprises Pte Limited	Rent Expenses	-	-	1,389,354	-
	Sale of Commodity	-	-	183,985,635	2,771,542
	Advance received	-	-	5,862,285	-
Longcom India Private Limited	Advance Given(net)	-	-	8,550,000	8,150,000
	Unsecured Loan paid	8,150,000	-	-	-
	<u>Client Transactions:</u>				
	Margin Money Received	-	-	5,369,212	-
	Margin Money Returned	-	-	5,369,212	-
	Brokerage / Commission earned	-	-	13,280	-
Kling Enterprises India Limited	<u>Client Transactions:</u>				
	Margin Money Received	-	-	500,000	-
	Margin Money Returned	-	-	500,000	-
	Brokerage / Commission earned	-	-	83	-
	Advance given	-	-	49,620,000	-
Usha Rani Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	59,731,325	-	41,400,000	19,146,790
	Margin Money Returned	78,878,115	-	22,253,210	-
	Brokerage / Commission earned	78,365	-	57,326	-
	<u>Other Transactions:</u>				
	Unsecured Loan Received	32,476,513	8,539,824	143,076,900	21,942,636
	Unsecured Loan Returned	23,936,689	-	121,134,264	-
	Rent Paid	2,850,000	-	1,501,200	-
Emmanuel Dasi	Managerial Remuneration	913,000	-	594,000	-
Sudheer Vegi	Managerial Remuneration	193,548	-	-	-
Prathipati Parthasarathi	Managerial Remuneration	-	-	102,600	-

**Note 26 Earnings Per Share**

Particulars	As at	
	31 March 2019	31 March 2018
Profit / (Loss) after tax	(88,827,049)	(614,227,412)
Profit / (Loss) after tax (excluding extraordinary items)	(88,827,049)	(614,227,412)
Weighted average number of Equity shares outstanding during the year	286,264,000	286,264,000
Nominal value of Equity share	1.00	1.00
Earnings / (Loss) per share	(0.31)	(2.15)
Earnings / (Loss) per share (excluding extraordinary items)	(0.31)	(2.15)



**Note 27**

COVID-19 has been declared as a global pandemic, the Indian Govt. has declared the complete lock down since March 24, 2020 and the same is continuing with minor exemptions and essential services were allowed to operate with limited capacity. Capital markets and banking services have been declared as essential services and accordingly, the company has been continuing the operations with minimal permitted staff. However other employees were encouraged to work from home. All operations and servicing of clients were smoothly ensured without any interruptions as the activities of trading, settlement, DP, Stock Exchanges and depositories functions have been fully automated and seamless processes. Based on the facts and circumstances, the Company has been operating in the normal course and there have been no adverse impacts on the assets, liquidity, revenues or operational parameters during the quarter and year ended as on March 31, 2020. The company is closely monitoring any material changes on a continuous basis.

**Note 28**

Previous year figures have been regrouped / reclassified wherever necessary to confirm to the current year classification.

As per our report attached

**For Navitha And Associates**

Chartered Accountants

Firm's registration no. 012026S

For and on behalf of the Board of Directors of  
**Stampede Capital Limited**

**Navitha.K**  
Proprietor  
Membership No: 221085

**Sudheer Vegi**  
Executive Director  
DIN: 08070785

**Srinivas Maya**  
Director  
DIN: 08679514

**Prathipati Parthasarthi**  
Chief Financial Officer

**Abhishek Jain**  
Company Secretary  
ACS: 62027

Place: Hyderabad  
Dale : 30.06.2020

Place: Hyderabad  
Dale : 30.06.2020

**To The Members of  
Stampede Capital Limited****Opinion**

We have audited the standalone Ind AS financial statements of Stampede Capital Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act" in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, loss, total comprehensive income, changes in equity and cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") to gether with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Information Other than the Financial Statements and Audit Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management and Discussion Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not



include the financial statements and our auditor's report there on.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion there on.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Audit Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3) (I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence,

and where applicable, related safe guards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

The comparative financial information of the Company for the year ended 31<sup>st</sup> March, 2019 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with Companies (Accounting Standards) Rules, 2016 audited by us on which we had expressed an unmodified opinion vide our Audit Reports dated April 30, 2019, as adjusted for the differences in accounting principles adopted by the company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of this matter.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
  
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the financial statements.
  - b) In our opinion, proper books of account as required by law have been kept by the Company and as it appears from our examination of those books
  - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose or preparation of the financial statements.
  - d) In our opinion, the a fore said financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its managing director during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, In our opinion and to the best of our information and according to the explanations given to us:
  - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements— Refer Note No 17 of the financial statements
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

***For Navitha And Associates***  
***Chartered Accountants***

ICAI Firm Registration Number: 012026S

**Navitha.K**

***Proprietor***

Membership Number: 221085

Place :Hyderabad

Date :30.06.2020

**Annexure A to Audit Report**

**ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF STAMPEDE CAPITAL LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the Company has a phased programme of verification of fixed assets once in 2 years which in our opinion is reasonable considering the size of the Company and nature of its fixed assets.

- (c) The Company does not have any immovable property. Therefore, paragraph 3 (I) © of the Order is not applicable to the Company.
- (ii) The Company is not carrying on any trading or manufacturing activity. Therefore, Paragraph 3 (ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted loans covered in the register maintained under Section 189 of the Companies Act, 2013
- (iv) According to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act with respect to the loans, investments, guarantees and securities made as applicable.
- (v) The Company has not accepted any deposits from the public, within the meaning of Section 73 to 76 or any other relevant provisions of the Act and Rules framed there under. We are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other tribunal.
- (vi) According to the information and explanations given to us, in respect of the class of industry the company falls under, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act. Therefore, paragraph 3 (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us the Company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, service tax, sales tax, value added tax, goods and services tax, cess and other statutory dues as applicable to the Company with the appropriate authorities. Further as explained, there are no undisputed statutory dues outstanding for more than six months as at 31st March 2019 from the date they became payable;
- (b) According to the information and explanations given thousand records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Services Tax, Excise Duty, Customs Duty and Cess which have not been deposited on account of any dispute except as stated below

<b>Name of the Statute</b>	<b>Nature of dues</b>	<b>Period to which the amount relates</b>	<b>Amount in lakhs</b>	<b>Forum where the dispute is pending</b>
Income Tax Act, 1961	Income Tax	AY 2017-18	₹ 49.28	Commissioner of Income Tax, Appeals

- (viii) According to the information and explanation given to us, the company has not defaulted in repayment of loans to banks. The Company has not taken any loans or borrowings from Government or financial institutions and did not have any dues to debenture holders during theyear.

- (ix) According to the information and explanations given to us, the Company has not raised moneys by way of rights issue during the year. We are informed that the Company has not raised any monies by way of initial public offer or further public or term loans during the year.
- (x) According to the information and explanations given to us, and based on the audit procedures performed and the representations obtained from the management, we report that no fraud by the company or on the Company by its officers or employees, having a material misstatement on the financial statements has been noticed or reported during the period under audit.
- (xi) According to the information and explanations given to us and based on verification of records, the managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (xii) In our Opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence clause (xii) of the order is not applicable to the Company.
- (xiii) According to the information and explanation given to us and based on verification of the records and approvals of the Audit Committee, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, paragraph 3(xv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

***For Navitha And Associates******Chartered Accountants***

ICAI Firm Registration Number: 012026S

**Navitha.K*****Proprietor***

Membership Number: 221085

Place :Hyderabad

Date :30.06.2020 :

**Annexure B to Audit Report****ANNEXURE REFFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF STAMPEDE CAPITAL LIMITED ON THE STANDLONE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020****Report on the Internal Financial Controls under Cluase (I)of Sub-section 3 of Section 143 of the Companies Act, 2013 (“theAct”)**

We have audited the internal financial control sover financial reporting of Stampede Capital Limited ("the Company") as of March 31<sup>st</sup>, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Audit’s Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company. 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For NavithaAnd Associates**

**Chartered Accountants**

ICAI Firm Registration Number: 012026S

**Navitha.K**

*Proprietor*

Membership Number: 221085

Place :Hyderabad

Date :30.06.2020





**Stampede Capital Limited**

**Balance sheet as at 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	As at 31 March 2020	As at 31 March 2019
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, plant and equipment	4 (a)	5,529,651	17,473,504
<b>(b) Intangible assets</b>			
(i) Goodwill		-	-
(ii) others	4 (b)	152,603	5,057,577
<b>(c) Financial assets</b>			
Investments	5		
a) Investments in associates		-	-
b) Investments in subsidiaries		-	-
a) Other investments		-	37,500,100
<b>(d) Tax assets</b>			
Current Tax Asset (Net)		6,507,051	6,507,051
<b>Total Non-current Assets</b>		<b>12,189,305</b>	<b>66,538,232</b>
<b>Current Assets</b>			
(a) Financial assets			
(i) Investments	8	-	6,955,948
(ii) Cash and cash equivalents	6	7,972,507	21,932,126
(iii) Other financial assets	7	38,367,904	37,668,718
<b>Total Current Assets</b>		<b>46,340,411</b>	<b>66,556,792</b>
<b>Total Assets</b>		<b>58,529,716</b>	<b>133,095,024</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	9 (a)	286,264,000	286,264,000
(b) Other Equity	9 (b)	(255,703,510)	(172,922,659)
<b>Total Equity</b>		<b>30,560,490</b>	<b>113,341,341</b>
<b>LIABILITIES</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10	13,118,781	-
<b>Total Non-current Liabilities</b>		<b>13,118,781</b>	<b>-</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	11	14,850,445	19,047,914
(ii) Provisions	12	-	705,769
<b>Total Current Liabilities</b>		<b>14,850,445</b>	<b>19,753,683</b>
<b>Total Liabilities</b>		<b>27,969,226</b>	<b>19,753,683</b>
<b>Total Equity and Liabilities</b>		<b>58,529,716</b>	<b>133,095,024</b>
<b>Notes forming part of the financial statements</b>	1 to 28		

As per our report attached  
**For Navitha And Associates**  
**Chartered Accountants**  
Firm's registration no. 012026S

For and on behalf of the Board of Directors of  
**Stampede Capital Limited**

**Navitha.K**  
Proprietor  
Membership No: 221085

**Sudheer Vegi**  
Executive Director  
DIN: 08070785

**Srinivas Maya**  
Director  
DIN: 08679514

**Prathipati Parthasarathi**  
Chief Financial Officer

**Abhishek Jain**  
Company Secretary  
ACS: 62027

Place: Hyderabad  
Date: 30.06.2020

Place: Hyderabad  
Date: 30.06.2020

**Stampede Capital Limited**
**Statement of Profit and Loss for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Revenue</b>			
Revenue from Trading	13	17,667,148	772,880,843
Other income	14	587,231	873,288
<b>Total Revenue</b>		<b>18,254,379</b>	<b>773,754,131</b>
<b>Expenses</b>			
Cost of operations	15	20,524,021	778,930,667
Employee benefits expense	16	10,826,170	9,415,895
Finance Cost	4(a) &	-	(783,916)
Depreciation and amortisation expense	4(b)	16,606,878	16,701,019
Other expenses	17	15,786,710	49,745,134
<b>Total Expenses</b>		<b>63,743,779</b>	<b>854,008,799</b>
<b>Profit before extraordinary items and tax</b>		<b>(45,489,400)</b>	<b>(80,254,668)</b>
Provision for diminution in the value of investment in associate		-	256,421,009
Provision for diminution in the value of investment in wholly owned subsidiary		-	50,099,990
Provision for diminution in the value of investments		37,500,100	12,500,000
<b>Profit before tax</b>		<b>(82,989,500)</b>	<b>(399,275,667)</b>
<b>Tax expense:</b>			
- Current tax		(208,649)	-
- MAT credit		-	-
- Deferred tax charge/(credit)		-	10,405,934
<b>Profit for the period</b>		<b>(82,780,851)</b>	<b>(409,681,601)</b>
<b>Other Comprehensive Income</b>			
(A) Items that will not be reclassified to profit or loss		-	-
(B) Items that may be reclassified to profit or loss		-	-
<b>Total other comprehensive income ((A) + (B))</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>(82,780,851)</b>	<b>(409,681,601)</b>
<b>Earnings per equity share</b>			
Basic / Diluted	25	(0.289)	(1.431)
<b>Number of shares used in computing earnings per share</b>			
Basic /Diluted		286,264,000	286,264,000
<b>Notes forming part of the financial statements</b>	1 to 28		

 As per our report attached  
 For Navitha And Associates  
 Chartered Accountants  
 Firm's registration no. 012026S

 For and on behalf of the Board of Directors of  
**Stampede Capital Limited**
**Navitha.K**  
 Proprietor  
 Membership No: 221085

**Sudheer Vegi**  
 Executive Director  
 DIN: 08070785

**Srinivas Maya**  
 Director  
 DIN: 08679514

**Prathipati Parthasarathi**  
 Chief Financial Officer

**Abhishek Jain**  
 Company Secretary  
 ACS: 62027

 Place: Hyderabad  
 Date: 30.06.2020

 Place: Hyderabad  
 Date: 30.06.2020



**Stampede Capital Limited**

**Standalone Statement of changes in Equity**  
For the year ended 31 March 2020

**(A) Equity Share Capital**

Particulars	As at 31 March 2020		As at 31 March 2019	
	No of shares	In Rupees	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>				
At the beginning of the year	229,011,200	229,011,200	229,011,200	229,011,200
Add : Changes in Equity during the year	-	-	-	-
	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>				
At the beginning of the year	57,252,800	57,252,800	57,252,800	57,252,800
Add : Changes in Equity during the year	-	-	-	-
	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>
<b>Total Equity Share Capital</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>

**(B) Other Equity**

Particulars	Reserves & Surplus			Total
	Capital Reserve	Reserve	Retained Earnings	
Balance at the Beginning of the reporting period i.e 1 April 2019	-	278,525,115	(451,447,774)	<b>(172,922,659)</b>
Dividends	-	-	-	-
Profit for the period	-	-	(82,780,851)	<b>(82,780,851)</b>
Transfer to Retained Earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>Balance at the end of the reporting period i.e 31 March 2020</b>	-	<b>278,525,115</b>	<b>(534,228,625)</b>	<b>(255,703,510)</b>

financial statements

As per our report attached  
For Navitha And Associates  
Chartered Accountants  
Firm's registration no. 012026S

of Directors of  
**Stampede Capital Limited**

**Navitha.K**  
Proprietor  
Membership No: 221085

**Sudheer Vegi**  
Executive Director  
DIN: 08070785

**Srinivas Maya**  
Director  
DIN: 08679514

**Prathipati Parthasarathi**  
Chief Financial Officer

**Abhishek Jain**  
Company Secretary  
ACS: 62027

Place: Hyderabad  
Date: 30.06.2020

Place: Hyderabad  
Date: 30.06.2020



**Stampede Capital Limited**

**Cash Flow Statement for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	For Year ended		For Year ended	
		31 March 2020		31 March 2019	
<b>A. <u>Cash flow from / (used in) Operating Activities:</u></b>					
Net Profit/(Loss) before tax			(82,989,500)		(399,275,667)
<u>Adjustments for:</u>					
Depreciation		16,606,878		16,701,019	
Disposal of fixed assets		241,949		-	
Interest earned		(587,231)		(873,288)	
Provision for investment		37,500,100	53,761,696	319,020,999	334,848,730
<b>Operating profit / (loss) before working capital changes</b>			<b>(29,227,804)</b>		<b>(64,426,937)</b>
<b>Adjustments for working capital changes:</b>					
Increase / (Decrease) in Current liabilities and provisions		(4,903,237)		17,139,344	
(Increase) / Decrease in Short-term loans and advances		6,256,762	1,353,525	94,356,673	111,496,017
Cash generated from / (used in) Operations			(27,874,279)		47,069,080
Less: Direct taxes paid/ reversed			208,649		-
<b>Net Cash flow from / (used in) Operating Activities</b>	<b>(A)</b>		<b>(27,665,630)</b>		<b>47,069,080</b>
<b>B. <u>Cash flow from/ (used in) Investing Activities:</u></b>					
Interest received			587,231		873,289
<b>Net Cash flow from / (used in) Investing Activities</b>	<b>(B)</b>		<b>587,231</b>		<b>873,289</b>
<b>C. <u>Cash flow from (used in) Financing Activities:</u></b>					
Short Term Borrowings			13,118,781		(34,006,536)
Proceeds from Issue of shares					
<b>Net Cash flow from / (used in) Financing Activities</b>	<b>(C)</b>		<b>13,118,781</b>		<b>(34,006,536)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(A+B+C)</b>		<b>(13,959,619)</b>		<b>13,935,833</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	6		<b>21,932,126</b>		<b>7,996,293</b>
<b>Cash and Cash Equivalents at the end of the year</b>	6		<b>7,972,507</b>		<b>21,932,126</b>
<b>D. Notes forming part of the financial statements</b>	1 to 28				

As per our report attached  
**For Navitha And Associates**  
 Chartered Accountants  
 Firm's registration no. 012026S

For and on behalf of the Board of Directors of  
**Stampede Capital Limited**

**Navitha.K**  
 Proprietor  
 Membership No: 221085

**Sudheer Vegi**  
 Executive Director  
 DIN: 08070785

**Srinivas Maya**  
 Director  
 DIN: 08679514

**Prathipati Parthasarathi**  
 Chief Financial Officer

**Abhishek Jain**  
 Company Secretary  
 ACS: 62027

Place: Hyderabad  
 Date: 30.06.2020

Place: Hyderabad  
 Date: 30.06.2020

**Stampede Capital Limited**
**Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Significant Accounting Policies**
**1) Company Overview**

Stampede Capital Limited is a public company incorporated and domiciled in India and incorporated in accordance with the provisions of the erstwhile Companies Act, 1956. The companies registrar office at 6-3-787, Flat No 1003, Royal Pavilion, Block A, Ameerpet, Hyderabad 500016, Telangana. Its shares are listed on two recognized stock exchanges of India, The National Stock Exchange of India Limited, BSE Limited.

Stampede Capital Limited is engaged in the business of Equity and Currency broking and trading activities. The Company is registered as a “Stock Broker” with the Securities and Exchange Board of India (“SEBI”). The company is having Equity Trading and Clearing membership and F&O Trading Membership with National Stock Exchange of India (“NSE”), BSE Ltd and also having Trading Membership with, and MSE Metropolitan Stock Exchange of India Ltd (“MSEI”). The organizational structure of the company is as follows:

Name of the Company	Country of incorporation	Percentage of Holding as at	
		31 March 2020	31 March 2019
<b>Subsidiaries (held directly)</b>			
*Stampede Enterprises India Private Ltd (formerly Stampede Cloud Services Private Ltd)	India	-	100%
<b>Subsidiaries (held indirectly)</b>			
*Stampede Technologies Pte Limited	Singapore	-	100%

\*During the year, the Company has sold 100% of its investment in the Stampede Enterprises India Pvt Limited on 31 December 2019. Also during the year, operations of the Stampede Technologies Pte Limited, Singapore a wholly owned subsidiary of Stampede Enterprises India Pvt Ltd were discontinued and the Company has filed a petition with ACRA, Singapore to struck off the company from its registry.

**2) Basis of Preparation of Financial Statements**
**2.1) Statement of compliance**

The financial statements are prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read along with Companies (Indian Accounting Standards) Rules, as amended and other relevant provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

**2.2) Use of Estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

### **2.3) Basis of measurement**

The financial statements have been prepared on the historical cost basis except certain financial assets and liabilities that are measured at fair value or amortised cost.

### **2.4) Functional currency**

The financial statements are presented in Indian Rupees, which is the functional currency of the Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates. All amounts are in Indian Rupees INR except share data, unless otherwise stated.

### **2.5) Operating cycle**

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

#### ***Assets***

An asset is classified as current when it satisfies any of the following criteria:

- i. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- ii. it is held primarily for the purpose of being traded;
- iii. it is expected to be realised within 12 months after the reporting date; or
- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

### **2.6) Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

#### ***Provision and contingent liability***

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

#### ***Useful lives of depreciable assets***

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2018 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.



**Stampede Capital Limited**

**Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**2.7) Property , Plant and Equipment and Intangible assets**

**Tangible asset and capital work-in-progress**

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed asset that are not yet ready for their intended use at the reporting date.

**Intangible asset**

Intangible assets are recorded at the consideration paid for acquisition of such asset under carried at cost less accumulated amortization and impairment.

**Depreciation and Amortization**

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the other fixed assets as follows:

<b>Servers and data processing equipment</b>	<b>- 6 years</b>
<b>Computers</b>	<b>- 3 years</b>
<b>Furniture and fixtures</b>	<b>- 10 years</b>
<b>Vehicles</b>	<b>- 8 years</b>
<b>Intangible assets</b>	<b>- 5 years</b>

**2.8) Investments**

The company continued to account for investments as under

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments. Non current Investments are carried at cost less diminution in value other than temporary diminution determined separately for each individual investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

**Investment in subsidiaries**

Investment in subsidiaries is carried at cost, less any impairment in the value of investment, in these separate financial statements.

**2.9) Measurement of fair values**

A number of the Company's accounting policies and disclosures require the measurement of fair values , for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**Stampede Capital Limited****Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**3) Significant Accounting Policies****3.1) Revenue Recognition**

- i. Revenue from broking activities is accounted on the trade date of transaction.
- ii. Trading of securities and currency are accounted on the trade date of transaction.
- iii. Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**3.2) Taxation**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

**Current tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

**Deferred tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

**3.3) Earnings Per Share**

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive

potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share..



**Stampede Capital Limited****Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**3.4) Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Assets held under leases that do not transfer substantially all the risks and reward of ownership are not recognized in the balance sheet. Lease payments under operating lease are generally recognized as an expense in the statement of profit and loss on a straight-line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases. Further, at the inception of above arrangement, the Company determines whether the above arrangement is or contains a lease. At inception or on reassessment of an arrangement that contains a lease, the Company separates a payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Company concludes for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company's incremental borrowing rate. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

**3.5) Foreign currencies**

In preparing the financial statements of the Company, transactions in currencies other than the company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

**3.6) Property, plant and equipment**

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

**Subsequent costs**

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence

**3.7) Depreciation**

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a Straight line basis (SLM) basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

**Stampede Capital Limited****Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

**3.8) Intangible assets**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

**Amortisation**

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Computer software is amortised on straight line basis over a period of Five years.

**3.9) Cash and Cash equivalents**

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

**3.10) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit or loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

**3.11) Employee benefits****Short-term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Defined contribution plans**

The Company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

**Defined benefit plans**

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have

terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the

defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements.

Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.



**Stampede Capital Limited**

**Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Termination benefits**

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

**Other long-term employee benefits**

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

**3.12) Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

**3.13) Contingent Liabilities & Contingent Assets**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**3.14) Financial instruments**

**a. Recognition and Initial recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

**b. Classification and Subsequent measurement**

**Financial assets**

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows;
- and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL.

On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**Stampede Capital Limited****Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Financial assets: Business model assessment**

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management’s strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company’s management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company’s continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

**Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest** For the purposes of this assessment, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains

a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and

- terms that limit the Company’s claim to cash flows from specified assets (e.g. non recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of

**Financial assets: Subsequent measurement and gains and losses**

**Financial assets at FVTPL:** These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

**Financial assets at amortised cost:** These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

**Financial liabilities: Classification, Subsequent measurement and gains and losses** Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.



**Stampede Capital Limited**

**Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**c. Derecognition**

**Financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified

terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit.

**d. Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**e. Impairment**

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

**Stampede Capital Limited****Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Measurement of expected credit losses**

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

**Presentation of allowance for expected credit losses in the balance sheet**

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

**Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

**3.15) Impact of COVID-19 Key accounting judgements, estimates and assumptions.**

The threats posed by the coronavirus outbreak are multifold. In many countries, businesses have been forced to cease or limit their operations for long or indefinite periods of time. Even in India the outbreak has been declared epidemic and on March 24, 2020, the Government of India ordered a nationwide lockdown, limiting movement of the population of India as a preventive measure against the COVID-19 pandemic. As a result, most businesses throughout the world are dealing with lost revenue and disrupted supply chains. The disruption to global supply chains due to factory shutdowns has already exposed the vulnerabilities of many organizations.

However, as the Company operates in an industry that is considered essential in India and other countries, its operations were continuing during lockdown by ensuring appropriate safety measures.

The Company considered the uncertainty relating to the COVID-19 pandemic in assessing the recoverability of receivables, goodwill, intangible assets, investments and other assets. For this purpose, the Company considered internal and external sources of information up to the date of approval of these financial statements. The Company has also used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis. Based on its current estimates, the Company expects to fully recover the carrying amount of receivables, goodwill, intangible assets, investments and other assets

As the outbreak continues to evolve, the Company will continue to closely monitor any material changes to future economic conditions.

The preparation of the Financial Statements required the Management to exercise judgements and to make estimates and assumptions. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. In developing the assumptions and estimates relating to the uncertainties as at the Balance Sheet date in relation to the recoverable amounts of these assets, the Management has considered the global economic conditions prevailing as at the date of approval of these financial statements and has used internal and external sources of information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in future due to the impact of the pandemic.

**Stampede Capital Limited**
**Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Note No : 4 (a) Property, Plant and Equipment**

Particulars	Servers	Desktops and Laptops	Furniture and fixtures	Office equipments	Vehicles	Total
<b>Gross carrying value :</b>						
As at 01 April 2019	68,956,200	2,371,689	1,405,845	773,282	2,150,000	75,657,016
Additions	-	-	-	-	-	-
As at 31 March 2020	68,956,200	2,371,689	1,405,845	773,282	2,150,000	75,657,016
<b>Deletions :</b>						
Deletion	-	-	-	-	241,949	241,949
<b>Accumulated Depreciation :</b>						
As at 01 April 2019	52,116,233	2,346,445	1,405,845	669,895	1,645,094	58,183,512
Depreciation Charge for the year	11,393,127	-	-	45,820	262,957	11,701,904
As at 31 March 2020	63,509,360	2,346,445	1,405,845	715,715	1,908,051	69,885,416
<b>Net Carrying Value :</b>						
As at 31 March 2020	5,446,840	25,244	-	57,567	-	5,529,651
Previous Year March 2019	16,839,967	25,244	-	103,387	504,906	17,473,504

**Note No 4 (b): Goodwill and Other Intangible Assets**

Particulars	Computer software	Goodwill	Copy rights	Total
<b>Gross carrying value :</b>				
As at 01 April 2019	23,320,247	100,541,210	141,900	124,003,357
Additions	-	-	-	-
As at 31 March 2020	23,320,247	100,541,210	141,900	124,003,357
<b>Accumulated Depreciation :</b>				
As at 01 April 2019	18,262,670	100,541,210	141,900	118,945,780
Depreciation Charge for the year	4,904,974	-	-	4,904,974
As at 31 March 2020	23,167,644	100,541,210	141,900	123,850,754
<b>Net Carrying Value :</b>				
As at 31 March 2020	152,603	-	-	152,603
Previous Year March 2019	5,057,577	-	-	5,057,577



**Stampede Capital Limited**

**Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 5 : Investments**

Particulars	As at 31 March 2020	As at 31 March 2019
<b>(A) Investment in Associates</b>		
- Investment in Longfin Corp, USA (27,500,000 Class A Common stock of \$ 0.00001 each, in Unquoted stock)	256,421,009	256,421,009
<b>Less : Provision for diminution in value of investment</b>	-	256,421,009
<b>Less : Long term investment written off</b>	256,421,009	-
	-	-
<b>(B) Investment in subsidiaries</b>		
- Investment in Stampede Enterprises India Private Limited 50,09,999 shares @ Rs. 10/- each (Previous year 50,09,999 shares @ Rs.10/- each)	50,099,990	50,099,990
<b>Less : Provision for diminution in value of investment</b>	-	50,099,990
<b>Less : Long term investment written off</b>	50,099,990	-
<b>(C) Investment in Others</b>		
- Investment in Hero Wiretext Pvt Ltd 1,66,667 shares @ Rs. 100/- each at premium of Rs. 200 each (Previous year 50,000,100 )	50,000,100	50,000,100
<b>Less Provision for diminution in value of investments</b>	50,000,100	12,500,000
	-	<b>37,500,100</b>
	-	<b>37,500,100</b>

**Current Assets**

**Note No 6 : Cash and cash equivalents**

Particulars	As at 31 March 2020	As at 31 March 2019
Cash on hand	904	92,455
Balance with banks - in current accounts	746,603	13,564,671
Other Bank balances		
Bank deposits with less than 12 months maturity	7,225,000	8,275,000
	<b>7,972,507</b>	<b>21,932,126</b>

**Note No 7 : Other financial assets**

Particulars	As at 31 March 2020	As at 31 March 2019
Unsecured, considered good:		
Advance to subsidiary	-	12,502,420
Other loans and advances	9,309,929	8,859,900
Commodity with BSE	10,850,000	-
Prepaid expenses	-	164,965
TDS receivable	639,404	596,962
Service tax receivable, net	-	1,766,585

**Note No 8 : Investments**

Particulars	Type	As at 31 March 2020			As at 31 March 2019		
		Number of Units	Cost per unit	Amount in Rs.	Number of		
					Units	Cost per unit	Amount in Rs.
HDFC Bank	Equity shares				942	1,442.55	1,358,882
Goldman Sachs Mutual Fund (CPSE)	Mutual Funds				17,861	27.12	484,390
Reliance ETF Liquid Bees	Liquid bees	-	-	-	5,083	1,000.00	5,083,000
NTPC	Equity shares				15	135.95	2,039
Steel Authority Of India Limited (SAIL)	Equity shares				487	56.75	27,637
<b>Total current investments</b>		-	-	-			<b>6,955,948</b>
Aggregate amount of market value		-	-	-	-	-	<b>7,782,134</b>



**Other Equity**
**STATEMENT OF CHANGES IN EQUITY**
**Note: 9 (a) - Equity Share Capital**

Particulars	As at 31 March 2020		As at 31 March 2019	
	No of shares	In Rupees	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>				
At the beginning of the year	229,011,200	229,011,200	229,011,200	229,011,200
Add : Changes in Equity during the year	-	-	-	-
	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>				
At the beginning of the year	57,252,800	57,252,800	57,252,800	57,252,800
Add : Changes in Equity during the year	-	-	-	-
	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>
<b>Total Equity Share Capital</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>

**Reconciliation of shares outstanding at the beginning and at the end of the year**

Particulars	As at 31 March 2020		As at 31 March 2019	
	No of shares	In Rupees	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>				
At the beginning of the year	229,011,200	229,011,200	229,011,200	229,011,200
Add : Changes in Equity during the year	-	-	-	-
	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>				
At the beginning of the year	57,252,800	57,252,800	57,252,800	57,252,800
Add : Changes in Equity during the year	-	-	-	-
	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>
<b>Total Equity Share Capital</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>

**The details of shareholder holding more than 5% of equity shares is set below:**

Name of the shareholder	As at 31 March 2020		As at 31 March 2019	
	No of shares	% Holding	No of shares	% Holding
Usha Rani Meenavalli	38,978,680	17.02%	38,978,680	17.02%
	<b>38,978,680</b>	<b>17.02%</b>	<b>38,978,680</b>	<b>17.02%</b>

**The details of shareholder holding more than 5% of DVR equity shares is set below:**

Name of the shareholder	As at 31 March 2020		As at 31 March 2019	
	No of shares	% Holding	No of shares	% Holding
Usha Rani Meenavalli	24,344,923	42.52%	24,344,923	42.52%
Silver Stallion Limited	4,427,321	7.73%	4,427,321	7.73%
	<b>28,772,244</b>	<b>50.25%</b>	<b>28,772,244</b>	<b>50.25%</b>

**Note: 9 (b) - Other Equity**

Particulars	Reserves & Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance at the Beginning of the reporting period i.e 1 April 2019	-	278,525,115	(451,447,774)	<b>(172,922,659)</b>
Dividends	-	-	-	-
Profit for the period	-	-	(82,780,851)	<b>(82,780,851)</b>
<b>Balance at the end of the reporting period i.e 31 March 2020</b>	<b>-</b>	<b>278,525,115</b>	<b>(534,228,625)</b>	<b>(255,703,510)</b>

**Note No 10 : Borrowings**

Particulars	As at 31 March 2020	As at 31 March 2019
Borrowings (Unsecured loan taken )	13,118,781	-
	<b>13,118,781</b>	<b>-</b>

**Stampede Capital Limited**  
**Notes to financial statements for the year ended 31 March 2020**  
 (All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 11 : Other Financial Liabilities**

Particulars	As at 31 March 2020	As at 31 March 2019
Employee benefits payable	19,901	1,103,323
Margin money from customers	689,359	14,780,861
Other current liabilities	673,798	2,922,702
Provision for expenses	120,638	128,293
TDS Payable	162,042	112,735
Sundry Creditors	13,184,707	-
	<b>14,850,445</b>	<b>19,047,914</b>

**Note No 12 : Provisions**

Particulars	As at 31 March 2020	As at 31 March 2019
Provision for Income tax	-	208,649
Provision for Gratuity	-	452,877
Provision for Leave Encashment	-	44,243
	<b>-</b>	<b>705,769</b>

**Note No 13 : Revenue from Operations**

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Brokerage income	140,012	223,982
Revenue from Trading	17,527,136	772,656,861
	<b>17,667,148</b>	<b>772,880,843</b>

**Note No 14 : Other Income**

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest Income	577,085	787,119
Dividend Income	10,146	86,169
	<b>587,231</b>	<b>873,288</b>

**Note No 15 : Cost of Operations**

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Purchase of Equity shares ( on delivery)	11,106,655	768,725,874
Cost of Commodity	6,393,281	-
Trading expenses	1,715,554	8,948,594
Software Maitenance	680,490	367,990
Clearing Charges	21,685	156,851
Colocation charges	606,356	731,358
	<b>20,524,021</b>	<b>778,930,667</b>

**Note No : 16 Employee benefits expense**

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Salaries and allowances	9,699,561	8,141,352
Contribution to provident fund	615,671	458,026
Gratuity and Leave encashment	-	50,000
Staff welfare expenses	510,938	766,517
	<b>10,826,170</b>	<b>9,415,895</b>



**Stampede Capital Limited**

**Notes to financial statements for the year ended 31 March 2020**

(All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 17 : Other Expenses**

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Travelling and conveyance	1,550,793	5,431,927
Legal and professional charges	3,144,820	1,732,600
Rent	5,016,714	3,455,786
Bank charges	2,191	3,338
Auditors' Remuneration:		
- Audit Fee	180,000	225,000
- Tax Audit Fee	60,000	75,000
- Out of pocket expenses	-	4,779
Communication expenses	313,260	205,045
Electricity Charges and Maintenance	660,070	928,889
Printing and stationery	72,609	42,713
General Expenses	2,859,046	1,567,509
Advances written off	499,900	33,821,952
Office Maintenance	982,123	1,845,030
Vehicle Maintenance	391,540	384,366
Computer, Server and Software Maintenance	3,644	21,200
SEBI REGN FEE	50,000	-
	<b>15,786,710</b>	<b>49,745,134</b>

**Note No 18 : Segment Information**

The company operates in only one business segment i.e. securities and currencies broking and trading through recognized stock exchanges in India.

**Note 19 Contingent liability and capital commitments**

**(a) Contingent liability :**

Name of the Statute	Nature of dues	Period to which the amount relates	Amount in lakhs	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	AY 2017-18	₹ 49.28	Commissioner of Income Tax, Appeals

**(b) Capital Comotments :**

There were no capital commitments during the year

**Note 20 Tax Expense**

Deferred tax is provided on timing differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

In view of carry forward of losses under tax laws in the current period, the Company is unable to demonstrate virtual certainty as required by the Explanation in Ind AS 12 'Accounting for taxes on income'. Accordingly, no deferred tax asset has been recognized as at the year-end as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**Note 21 Leases**

The company has operating lease for office premise, which is renewable on periodical basis and cancelable at its option. Lease expenses on such operating lease

The future minimum lease payments are as given below:

Particulars	As at 31	As at 31
	March 2020	March 2019
Not later than one year	10,000	1,980,000
Later than one year and not later than five years	Nil	2,040,000
Later than five years	Nil	Nil

**Note 22 Auditors Remuneration**

Particulars	As at 31	As at 31
	March 2020	March 2019
Statutory audit fees	180,000	225,000
Other services	60,000	75,000
Out of pocket expenses	-	4,779
<b>Total</b>	<b>240,000</b>	<b>304,779</b>

**Note 23 Amounts payable to Micro, Small and Medium enterprises**

Disclosure under Section 22 of the Micro, Small and Medium enterprises Development Act, 2006 (MSMED)

Based on the information available with the Company, no creditors have been identified as "supplier" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006".

**Note 24 Related Party Disclosures**
**A. List of related parties**

- |  |   |
|--|---|
| i) Wholly Owned Subsidiaries<br><br>ii) Entities in which directors are interested<br><br>iii) Key Managerial Personnel<br><br>iv) Persons having Substantial Interest in Voting Power | 1. Stampede Enterprises India Pvt Ltd *<br>(formerly Stampede Cloud Services Private Limited)<br>* on 31 December 2019, Stampede Capital Limited has sold 100% of its holding in Stampede Enterprises India Pvt Ltd<br><br>1. Proseed India Ltd (formerly Green Fire Agri Commodities Limited)<br>2. Kling Enterprises India Limited (formerly Kling Holdings Ltd.)<br>3. Spacenet Enterprises India Ltd (formerly Northgate Com Tech Limited)<br><br>1. Mr. Srinivas Maya, Director<br>2. Mr. P.Parthasarathi, Director & CFO<br>3. Mr. Dasi Emmanuel, Executive Director<br>4. Mr.Sudheer Vegi, Executive Director<br><br>1.Mrs. M. Usha Rani |
|--|---|

**B. Non Executive Directors and Independent Directors on the Board of the Company**

Name of the personnel	Relationship
Mr. K. Avinash	Non Executive Independent Director
Mrs.Chukka Lakshmi	Non Executive Non Independent Women Director
Mr. Omesh Kumar Waghray	Non Executive Independent Director
Mr. Shiva Satya Srinivas Chukka	Non Executive Independent Director (from 30.04.2019)

**C. Details of transactions with Related Parties**

Name of the Related party	Nature of the Transactions	2019-20		2018-19	
		Amount	as on 31 March 2020	Amount	Balance outstanding as on 31 March 2019
Stampede Enterprises India Pvt Ltd	Unsecured Loan received	3,446,491	9,055,929	72,114,636	12,502,420
	Client Transactions:				
	Margin Money Received	4,455,000	-	7,785,000	1,443,638
	Margin Money Returned	5,898,638		6,341,362	
	Brokerage / Commission earned	203		34,471	
Stampede Tradex Pte. Ltd.	Advance	-	-	22,424,252	-
Kling Enterprises India Limited	Client Transactions:				
	Margin Money Received	-	-	500,000	-
	Margin Money Returned	-	-	500,000	-
	Brokerage / Commission earned	-	-	83	-
Long Com India Pvt Ltd	Unsecured Loan Received	-	-	59,793,074	8,150,000
	Unsecured Loan paid	8,150,000	-		
	Client Transactions:				
	Margin Money Received	-	-	5,369,212	-
	Margin Money Returned	-	-	5,369,212	-
	Brokerage / Commission earned	-	-	13,280	-
Blueshark Derivative Trading Pvt Ltd	Advance	-	-	11,397,700	-
Usha Rani Meenavalli	Client Transactions:				
	Margin Money Received	59,731,325	-	41,400,000	19,146,790
	Margin Money Returned	78,878,115	-	22,253,210	-
	Brokerage / Commission earned	78,365		57,326	
	Other Transactions:				
	Unsecured Loan Received	32,476,513	8,539,824	56,941,900	-
	Unsecured Loan Returned	23,936,689	-	56,941,900	-
	Rent paid	2,850,000	-	1,501,200	-
Emmanuel Dasi	Managerial Remuneration	913,000	-	594,000	-
Sudheer Vegi	Managerial Remuneration	193,548	-	-	-
Prathipati Parthasarathi	Managerial Remuneration	-	-	102,600	-

**Note 25 Earnings Per Share**

Particulars	As at 31 March 2020	As at 31 March 2019
Profit / Loss after tax	(82,780,851)	(409,681,601)
Profit/Loss after tax (excluding extraordinary items)	(82,780,851)	(409,681,601)
Weighted average number of Equity shares outstanding during the year - No.	286,264,000	286,264,000
Nominal value of Equity share	1	1
Earnings per share	(0.289)	(1.431)
Earnings per share (excluding extraordinary items)	(0.289)	(1.431)

**Note 26**

There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2020.



**Note 27**

COVID-19 has been declared as a global pandemic, the Indian Govt. has declared the complete lock down since March 24, 2020 and the same is continuing with minor exemptions and essential services were allowed to operate with limited capacity. Capital markets and banking services have been declared as essential services and accordingly, the company has been continuing the operations with minimal permitted staff. However other employees were encouraged to work from home. All operations and servicing of clients were smoothly ensured without any interruptions as the activities of trading, settlement, DP, Stock Exchanges and depositories functions have been fully automated and seamless processes. Based on the facts and circumstances, the Company has been operating in the normal course and there have been no adverse impacts on the assets, liquidity, revenues or operational parameters during the quarter and year ended as on March 31, 2020. The company is closely monitoring any material changes on a continuous basis.

**Note 28 Previous year figures**

Previous year figures have been regrouped / reclassified wherever necessary to confirm to the current year classification.

As per our report attached

**For Navitha And Associates**

Chartered Accountants

Firm's registration no. 012026S

For and on behalf of the Board of Directors of  
**Stampede Capital Limited**

**Navitha.K**

Proprietor

Membership No: 221085

**Sudheer Vegi**

Executive Director

DIN: 08070785

**Srinivas Maya**

Director

DIN: 08679514

**Prathipati Parthasarathi**

Chief Financial Officer

**Abhishek Jain**

Company Secretary

ACS: 62027

Place : Hyderabad

Date : 30.06.2020

Place : Hyderabad

Date : 30.06.2019



**Stampede**  
Where AI Meets Investment

**STAMPEDE CAPITAL LIMITED**

**25th Annual Report 2019-20**

## **STAMPEDE CAPITAL LIMITED**

Flat no.402 to 404, 4th Floor, Sapthagiri Towers,  
Begumpet, Above Pantaloons, Hyderabad - 500 016

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