

Date: September 07, 2022

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

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

Scrip Code: 531723 / 570005

Symbol: STAMPEDE / SCAPDVR

Dear Sir / Madam,

SUBJECT: NOTICE CONVENING 27TH ANNUAL GENERAL MEETING (“AGM”) FOR THE FINANCIAL YEAR 2021-22 AND INTIMATION OF CUT-OFF DATE FOR EVOTING OF THE STAMPEDE CAPITAL LIMITED (“THE COMPANY”):

REFERENCE: PURSUANT TO REGULATION 34 AND 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”).

In furtherance to the captioned subject and mentioned reference, we wish to inform you that 27th AGM of the Company is scheduled to be held on Thursday, 29th day of September, 2022 at 01:00 P.M. through Video Conference / Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and SEBI. Please find enclosed Annual Report of the Company for the Financial Year 2021-22 including Notice convening the 27th Annual General Meeting.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the SEBI, the Annual Report of the Company for the financial year 2021-22 including Notice convening the 27th AGM which are being sent through electronic mode to all those the Members of the Company whose e-mail addresses are registered with the Company/Depository Participant(s).

WE WISH TO BRING TO YOUR KIND NOTICE THE SCHEDULE OF THE 27TH AGM OF THE COMPANY FOR THE FINANCIAL YEAR 2021-22 AS UNDER:

Particulars	Details
Date of 27th AGM	September 29, 2022
Day of 27th AGM	Thursday

REGISTERED OFFICE: KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.

CIN: L67120TG1995PLC020170

WEBSITE: <https://www.stampedecap.com/> **EMAIL ID:** cs@stampedecap.com

CONTACT: 040-69086900/84

Time of 27th AGM	01:00 P.M. (I.S.T.)
Mode	Video Conferencing / Other Audio-visual Means
Participation through video conferencing	- As provided in Notice of 27 th AGM
Cut-off date for e-voting	September 22, 2022
E-Voting start date and time	September 25, 2022 at 09:00 A.M. (I.S.T.)
E-Voting end date and time	September 28, 2022 at 05:00 P.M. (I.S.T.)
Link of 27th Annual Report and Notice of AGM	https://www.stampedecap.com/files/downloads/annualReports/637981680965703482_Stampede_Annual_Report_2021-22.pdf https://www.stampedecap.com/static/investor-annual-report.aspx

We request you to take the above on your record.

Thanking You,
Yours faithfully

For and on Behalf of STAMPEDE CAPITAL LIMITED

Abhishek Jain
Company Secretary & Compliance Officer
Membership No.: A62027
Encl: a/a
Place : Hyderabad

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NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting (“AGM”) of the Members of Stampede Capital Limited (‘the Company’) will be held on Thursday on 29th day of September, 2022 at 01.00 P.M. (I.S.T) through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’) at deemed venue at KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India. To transact the following businesses:

ORDINARY BUSINESS:

ITEM NO.: 01: TO REVIEW, CONSIDER AND ADOPT CONSOLIDATED AND STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022.

ITEM NO.: 02: TO APPOINT A DIRECTOR IN PLACE OF MR. NAVEEN PARASHAR WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-APPOINTMENT ON SAME TERMS AND CONDITION.

SPECIAL BUSINESSES:

ITEM NO.: 03: 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) and on the basis of recommendations of the Audit Committee and Board of Directors, the consent of the members of the company be and is hereby accorded to following material related party transactions commencing from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting held in Financial Year 2023-24 as per the details set out herewith:

SR. NO	RELATED PARTY	RELATIONSHIP REFERENCE	NATURE OF TRANSACTION	DETAILS OF TRANSACTIONS	LIMIT TO BE APPROVED (RS.)
1.	GAYI ADI Holdings Private Limited (Earlier	Common Directors	Business Advance and	Intercorporate Loan	100 Crore Per

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	known as GAYI ADI Management and Trends Private Limited)		Provision or availing of Services	given and taken and Provision or availing of any kind of Services	Annum Per Company / Entity
2.	G.S.V. Securities Private Limited	Common Members holding more than 2 % of Paid-up Share capital of the Company			
3.	G.A. Apparel Private Limited (Earlier known as Haseenarao Apparel (OPC) Private Limited)	Common Director			
4.	JVTR Consultants Private Limited	Common Director			
5.	GAYI ADI Enterprise Limited	Common Directors			
6.	G.A. Capital Management Private Limited (Earlier known as GAYI ADI Capital Management Private Limited and GAYI ADI Hatcheries Private Limited)	Common Directors			
7.	UNIVA Foods Limited (Earlier known as Hotel Rugby Limited)	Common Directors			
8.	WEXL EDU Private Limited	Common Directors			
9.	EDUI2I Private Limited	Common Directors			
10.	GACM Realty India Private Limited (Earlier known as GAYI ADI Constructions Private Limited)	Common Directors			
11.	NETIZENS Entertainments Private Limited	Common Directors			

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12.	ATTICAFE Limited	Private	Common Directors			
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RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

ITEM NO.: 04: TO APPROVE GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 100 Crore (Rupees Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

Registered Office

KURA Towers, 10th Floor, D. No.1-11-254
and 1-11-255, S.P. Road, Begumpet,
Hyderabad-500016, Telangana, India.

Place : Hyderabad

Date : September 07, 2022

By order of the Board

For STAMPEDE CAPITAL LIMITED

Sd/-

Abhishek Jain

Company Secretary

Membership No.: A62027

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NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide circular General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 05, 2022 ('MCA Circulars') and Securities and Exchange Board of India has vide its circular dated May, 12 2020 January 15, 2021 and May 13, 2022 ('SEBI 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 and also sending of Notice to persons entitled as per Section 101 of Companies Act, 2013 in way as prescribed thereunder in MCA Circulars and SEBI Circulars.

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 which does not require physical presence of the members at the common venue. The **deemed venue** for the 27th Twenty-Seventh AGM shall be the Registered Office of the Company i.e., KURA Towers, 10th Floor, D. No.1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, 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 and SEBI Circular 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 27thAGM 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 mustafabohra@mbassociate.in with a copy marked to helpdesk.evoting@cdslindia.com.

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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. The Members can join the AGM in the VC / OAVM mode 30 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.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, 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 appointed 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.
10. In line with the MCA Circulars, the Notice calling the AGM along with the Annual Report 2021-22 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 www.stampedecap.com The Notice can also be accessed from the websites of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com. Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the MCA Circulars and SEBI Circulars.
11. 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 between Monday, September 12, 2022 (09.00 a.m. I.S.T) to Wednesday, September 21, 2022 (05.00 p.m. I.S.T). 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.

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- 12.** 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 in with Depository participant ID and Client ID or Folio number.
- 13.** 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 in with Depository participant ID and Client ID or Folio number.
- 14.** The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on cs@stampedecap.com at least Ten days before the date of the 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.
- 15.** Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
- 16.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
- 17.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 18.** As per Regulation 40 (7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as

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transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/ DOS3/CIR/P/2018/139 dated November 6, 2018.

19. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which after December 5, 2018, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by Securities and Exchange Board of India ('SEBI') to March 31, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
20. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
21. Pursuant to the provisions of the Act, a member is entitled to attend and vote at the AGM is entitled to appoint 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 through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
22. The results on Resolutions shall be declared within two workings days from the conclusion of the AGM and the Resolutions will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favor of the Resolutions.
23. The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.stampedecap.com and on the website of depository NSDL <https://www.evoting.nsdl.com> and CDSL <https://evoting.cdslindia.com/> and the communication will be sent to National Stock Exchange of India Limited and BSE Limited and will also be displayed at the Registered as well as Corporate Office of the Company.
24. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is Venture Capital and Corporate Investments Private Limited ('R&TA') having its office at 12-10-167, Bharat Nagar, Hyderabad-500018, Telangana, India. (**Unit:** Stampede Capital Limited).

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25. 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@stampedeap.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@stampedeap.com.

26. Voting through electronic means.

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.**
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode**

Access through Depositories CDSL / NSDL e-Voting system in case of Individual Shareholders holding shares in Demat mode

- a. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single**

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login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

- b. Pursuant to aforesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Individual Shareholders holding securities in Demat mode with
CDSL Depository

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi / Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>, Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in Demat mode with
NSDL Depository

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- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in Demat mode) login through their
Depository Participants (DP)

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Access through
CDSL E-Voting system in case of
Shareholders holding shares in Physical Mode and
Non-Individual Shareholders in Demat mode.**

✓ **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
- 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 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

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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:

User ID for the Members holding shares in Demat form with CDSL	16 digits beneficiary ID
User ID for the Members holding shares in Demat form with NSDL	8 Character DP ID followed by 8 Digits Client ID
User ID for the Members holding shares in physical form	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 of Stampede Capital Limited to vote (EVSN of Equity Shares with Normal Voting Rights and EVSN of Equity Shares with Normal Voting Right (**Equity:** 220907074) and Equity Shares with Differential Voting Rights (**DVR:** 220907075) 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.

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- 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:** Incompliance 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 please do provide its members, as on the cut-off date being **Thursday, September 22, 2022** the facility to exercise the right to vote by electronic means on any or all of the businesses specified in the Notice, at the 27th 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 **Sunday, September 25, 2022 at 09:00 am and ends on Wednesday, September 28, 2022 at 05:00 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 Thursday, September 22, 2022 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 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.
 - 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.

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- The list of accounts will be e-mailed to 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.

27. 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor,

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Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Registered Office

KURA Towers, 10th Floor, D. No.1-11-254
and 1-11-255, S.P. Road, Begumpet,
Hyderabad-500016, Telangana, India.

Place : Hyderabad

Date : September 07, 2022

By order of the Board

For Stampede Capital Limited

Sd/-

Abhishek Jain

Company Secretary

Membership No.: A62027

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 03

The members of the Company are informed that section 188 read with rules made there under prescribes 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 (Material Transactions). Proviso 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.

The contracts / arrangements / transactions as mentioned in resolution require approval of only unrelated members of the Company and all related parties shall abstain from voting on such resolution.

Accordingly, the Board of Directors recommends the Resolution set out at Item No. 03 of the accompanying Notice for approval of the Members of the Company as an **Ordinary 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. 03 of the Notice.

ITEM NO. 04

The Company may have to render support for the business requirements of group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

Hence the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and / or working capital

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requirements including purchased of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors therefore recommend the resolution given in this Notice for your approval as a Special 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. 04** of the Notice

Registered Office

KURA Towers, 10th Floor, D. No.1-11-254
and 1-11-255, S.P. Road, Begumpet,
Hyderabad-500016, Telangana, India.

Place : Hyderabad

Date : September 07, 2022

By order of the Board

For Stampede Capital Limited

Sd/-

Abhishek Jain

Company Secretary

Membership No.: A62027