

Date: January 24, 2023

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, 5thFloor, Plot No. C/1, G
Block Bandra-Kurla Complex, Bandra (E),
Mumbai-400051, Maharashtra.

Symbol: STAMPEDE / SCAPDVR

Dear Sir / Madam,

SUBJECT: NOTICE POSTAL BALLOT 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 enclose herewith Notice of Postal Ballot of the Company dated January 23, 2023 along with the explanatory statement thereto, seeking approval of the members of the Company by electronic means i.e. through e-voting, in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, January, 2023 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

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

WE WISH TO BRING TO YOUR KIND NOTICE, THE SCHEDULE OF POSTAL BALLOT OF THE COMPANY AS UNDER:

Particulars	Details
Cut-off date for e-voting	Friday, January 20, 2023
E-Voting start date and time	January 25, 2023 at 09:00 A.M. (I.S.T.)
E-Voting end date and time	February 23, 2023 at 05:00 P.M. (I.S.T.)
Link of Notice of Postal Ballot	https://www.stampedecap.com/static/postal-ballot.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
Place : Hyderabad
Encl: a/a

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Respected Member(s),
Dear Sir/Madam,

NOTICE is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 08, 2021, dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 May 05, 2022 and December 28, 2022 (the “MCA Circulars”) and other SEBI Circulars in view of the COVID-19 pandemic and any other applicable laws and regulations, the following item of special business are proposed to be passed by the Members of the Postal Ballot only through voting by electronic means (‘remote e-voting’) of the Stampede Capital Limited (CIN: L67120TG1995PLC020170) (the Company) through Postal Ballot via remote e-voting.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company.

ITEM NO. 01: TO APPROVE THE ISSUANCE OF EQUITY SHARES WITH NORMAL VOTING RIGHTS ON PREFERENTIAL ALLOTMENT ISSUE AND MATTERS RELATED THEREWITH:

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

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42 and 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the

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Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”) in each case, including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”); the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the equity shares with normal Voting Rights of the Company having face value of ₹ 1 each and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, including the powers conferred by this resolution, the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 12,06,50,000 Equity Shares of ₹ 1/- (Indian Rupees One only) and Issue Price ₹ 1/- (Indian Rupees One only) (“Shares”) for a consideration not exceeding an aggregate amount of Rs. 12,06,50,000 (Consolidated Amount)/- to the following investors, in terms of ICDR Regulations (the “Allottees”) by way of preferential allotment in accordance with the ICDR Regulations, Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Name of Allottees	No. of Shares Up-to	Amount
HIKEYO Private Limited	12,500,000	12,500,000
Relangi Narayana	450,000	450,000
Sunkavilli Ramakrishna	450,000	450,000
Burugupalli Jhansi Lakshmi	150,000	150,000
Kodi Thanmai	2,400,000	2,400,000
Black Hawk Properties Private Limited	20,000,000	20,000,000
APR Properties Private Limited	10,000,000	10,000,000
Basukinath Properties Private Limited	10,000,000	10,000,000
Rachit Poddar	10,000,000	10,000,000
Nitin A. Shah	5,000,000	5,000,000
Chintan N. Shah	5,000,000	5,000,000
Harit K Parekh	7,500,000	7,500,000
Rumit Agrawal	2,500,000	2,500,000

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Jasmin Shah	2,500,000	2,500,000
Govardhan Reddy	800,000	800,000
Adapa Prasad	500,000	500,000
Ranga Bashyam Venkatesan	200,000	200,000
Maya Srinivas	200,000	200,000
Anjaneyulu Kandukuri	1,000,000	1,000,000
Ramesh Babu Palutla	200,000	200,000
Mantena Bharathi	20,000,000	20,000,000
Yedla Vasudeva Rao	200,000	200,000
Kavitha Bhukya	200,000	200,000
Mulukutla Vanisadatha	200,000	200,000
Seema Saini	200,000	200,000
Shive Bihari Lal Mishra	200,000	200,000
Pragati Battula	200,000	200,000
Satyavenkata Surya Ramakrishnamraju Namburi	25,00,000	25,00,000
Mugutha Venkateswara Rao	500,000	500,000
SNSV J Prasad R	1,700,000	1,700,000
Abhishek Jain	850,000	850,000
Sahithi Kalyana Nanduri	5,000,000	5,000,000
Satvika Nanduri	5,000,000	5,000,000
Umakumari Nanduri	3,000,000	3,000,000
Sambasiva Rao Nanduri	2,000,000	2,000,000
Vase Prema Katriel	1,000,000	1,000,000
Siddharth Thapar	2,50,000	2,50,000
Brajendra Prasad Jaiswal	500,000	500,000
Sabhpathi Venugopal Sharma	200,000	200,000
Samson Peters Rajvamsh	1,500,000	1,500,000
Atluri Sai Venkat	500,000	500,000
Heebert Victor Pillay	300,000	300,000
Mohammad Abdul Rahiman	100,000	100,000
Vedantham Lakshmi Savithri Devi	200,000	200,000
Rajkumar bura	1,000,000	1,000,000

“RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottee by way of a Preferential Allotment shall inter-alia be subject to the terms and conditions apart from others as prescribed under applicable laws following:

- I. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of passing of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by applicable regulatory authorities (including but not limited to the

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- in-principle approval of the Stock Exchanges for the issuance of the Equity Shares to the Proposed Allottee on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- II. The “Relevant Date” as per the Chapter V of the SEBI ICDR Regulations, for determination of floor price of the Equity Shares shall be Tuesday, January 24, 2023.
 - III. No partly paid-up Equity Shares shall be issued allotted Each and Allottee shall be required to bring in 100% of the consideration for the relevant Equity on or before the date of allotment hereof.
 - IV. The consideration for allotment of the relevant Equity shall be paid to the Company from the bank account of each Allottee, respectively.
 - V. The Equity to be issued and allotted pursuant to this resolution shall be listed and traded on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be;
 - VI. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove;
 - VII. Allotment of Equity shall only be made in dematerialized form.
 - VIII. The Shares allotted to the Allottees shall rank pari passu inter-se with the existing Equity shares with Normal Voting Rights of the Company in all respects (including with respect to dividend and voting Rights; and
 - IX. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.”

RESOLVED FURTHER THAT subject to the ICDR Regulations and provisions of the Companies Act, 2013 and other applicable laws for the time being, the names of the Investor/proposed allottees be recorded for the issue of invitation to subscribe to the Equity Shares with Normal Voting Rights and a offer letter in Form No. PAS-4 and PAS-5 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares with Normal Voting Rights, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares with Normal Voting Rights without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the monies received by the Company from each of the Investors as consideration for the allotment of Equity Shares with Normal Voting Rights shall be kept by the Company in a separate bank account to be opened for the purpose.

RESOLVED FURTHER THAT the Board is hereby authorized to take necessary steps for listing of Equity on Stock Exchanges, where the Company’s Equity Share are listed, as per the terms and conditions of the Listing Regulations, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

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RESOLVED FURTHER THAT the Board / Committee of the Board be and is hereby authorized on behalf of the Company, Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (b) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (c) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (d) to represent the Company before any Government / regulatory authorities; (e) to appoint any professional advisors, consultants and legal advisors, and (f) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions) (g) issue and allotment of the Shares, and (h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s), undertakings and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

ITEM NO. 02: TO APPROVE THE ISSUANCE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS (“DVR”) ON PREFERENTIAL ALLOTMENT ISSUE AND MATTERS RELATED THEREWITH:

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

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42 and 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re- enactment(s) thereof the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

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(the “ICDR Regulations”) in each case, including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”); the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the equity shares with Differential Voting Rights of the Company having face value of ₹ 1 each (“DVR”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 5,75,000 Equity Shares with Differential Voting Rights of ₹ 1/- (Indian Rupees One only) and Issue Price ₹ 14/- (Indian Rupees Fourteen only) (“Shares”) for a consideration not exceeding an aggregate amount of Rs. 80,50,000 /- to the following investors, in terms of ICDR Regulations (the “Allottees”) by way of preferential allotment in accordance with the ICDR Regulations, Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Name of Allottees	No. of Shares Up-to	Amount
Relangi Narayana	75,000	1,050,000
Sunkavilli Ramakrishna	75,000	1,050,000
Burugupalli Jhansi Lakshmi	25,000	350,000
Kodi Thanmai	400,000	5,600,000

“RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottee by way of a Preferential Allotment shall inter-alia be subject to the terms and conditions apart from others as prescribed under applicable laws following:

- X. The DVR Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of passing of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by applicable regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the Equity Shares to the Proposed Allottee on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- XI. The “Relevant Date” as per the Chapter V of the SEBI ICDR Regulations, for determination of floor price of the Equity Shares shall be Tuesday, January 24, 2023;

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- XII. No partly paid-up DVR Shares shall be issued allotted Each and Allottee shall be required to bring in 100% of the consideration for the relevant DVR on or before the date of allotment hereof.
- XIII. The consideration for allotment of the relevant DVR shall be paid to the Company from the bank account of each Allottee, respectively.
- XIV. The DVR Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- XV. The DVR Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove; and
- XVI. Allotment of DVR shall only be made in dematerialized form.
- XVII. The DVR Shares allotted to the Allottees shall rank pari passu inter-se with the existing Equity shares with Differential Voting Rights of the Company in all respects (including with respect to dividend and voting Rights; and
- XVIII. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.”

RESOLVED FURTHER THAT subject to the ICDR Regulations and provisions of the Companies Act, 2013 and other applicable laws for the time being, the names of the Investor/proposed allottees be recorded for the issue of invitation to subscribe to the Equity Shares with Differential Voting Rights and a offer letter in Form No. PAS-4 and PAS-5 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares with Differential Voting Rights, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares with Differential Voting Rights without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the monies received by the Company from each of the Investors as consideration for the allotment of Equity Shares with Differential Voting Rights shall be kept by the Company in a separate bank account to be opened for the purpose.

RESOLVED FURTHER THAT the Board is hereby authorized to take necessary steps for listing of DVR on Stock Exchanges, where the Company’s DVR are listed, as per the terms and conditions of the Listing Regulations, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT the Board / Committee of the Board be and is hereby authorized on behalf of the Company, Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the

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purpose of giving effect to the above resolutions, including: (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (b) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (c) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (d) to represent the Company before any Government / regulatory authorities; (e) to appoint any professional advisors, consultants and legal advisors, and (f) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions) (g) issue and allotment of the Shares, and (h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s), undertakings and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

ITEM NO. 03: TO APPROVE THE ISSUANCE OF EQUITY SHARES WITH NORMAL VOTING RIGHTS ON PREFERENTIAL ALLOTMENT ISSUE PURSUANT TO THE CONVERSION OF LOAN TO EQUITY AND MATTERS RELATED THEREWITH:

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

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42 and 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re- enactment(s) thereof the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”) in each case, including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”); the listing agreements entered into by the Company with BSE Limited

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and National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the **equity shares with normal Voting Rights** of the Company having face value of ₹ 1 each Equity Share are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to **1,39,75,857** Equity Shares of ₹ 1/- (Indian Rupees One only) and Issue Price ₹ 1/- (Indian Rupees One only) (“Shares”) not exceeding an aggregate amount of Rs. ₹ **1,39,75,857/-** to the lenders, upon the exercise of their respective rights to convert the outstanding loan granted by them which shall not exceed the amount outstanding as on the date of conversion in accordance with the terms as agreed, on a preferential basis (“Preferential Issue”), and on such conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws terms of ICDR Regulations (the “Allottees”) by way of preferential allotment in accordance with the ICDR Regulations, Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Names of Lenders	No. of Shares Up-to	Amount
Uppalapati Finserve Private Limited	3,271,663	3,271,663
Rgrowth Industries Private Limited	995,106	995,106
HIKEYO Private Limited	2,722,583	2,722,583
Captive Consultants Private Limited	5,940,640	5,940,640
Mahadhaatri Townships Private Limited	1,045,865	1,045,865

“RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottee by way of a Preferential Allotment shall inter-alia be subject to the terms and conditions apart from others as prescribed under applicable laws following:

- I. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of passing of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by applicable regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the Equity Shares to the Proposed Allottee on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- II. The “Relevant Date” as per the Chapter V of the SEBI ICDR Regulations, for determination of floor price of the Equity Shares shall be is Tuesday, January 24, 2023;
- III. The Equity to be issued and allotted pursuant to this resolution shall be listed and traded on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be;

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- IV. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- V. Allotment of Equity shall only be made in dematerialized form.
- VI. The Shares allotted to the Allottees shall rank pari passu inter-se with the existing Equity shares with Normal Voting Rights of the Company in all respects (including with respect to dividend and voting Rights; and
- VII. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 and applicable Rules of the Act, annexed hereto, which shall be deemed to form part hereof.”

RESOLVED FURTHER THAT subject to the ICDR Regulations and provisions of the Companies Act, 2013 and other applicable laws for the time being, the names of the Investor/proposed allottees be recorded for the issue of invitation to subscribe to the Equity Shares with Normal Voting Rights and a offer letter in Form No. PAS-4 and PAS-5 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares with Normal Voting Rights, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares with Normal Voting Rights without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board is hereby authorized to take necessary steps for listing of Equity Share on Stock Exchanges, where the Company’s Equity Share are listed, as per the terms and conditions of the Listing Regulations, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT the Board / Committee of the Board be and is hereby authorized on behalf of the Company, Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (b) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (c) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (d) to represent the Company before any Government / regulatory authorities; (e) to appoint any professional advisors, consultants and legal advisors, and (f) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions) (g) issue and allotment of the Shares, and (h) to take all

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other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s), undertakings and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

ITEM NO. 04: TO APPROVE THE ISSUANCE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS (“DVR”) ON PREFERENTIAL ALLOTMENT ISSUE PURSUANT TO THE CONVERSION OF LOAN TO EQUITY AND MATTERS RELATED THEREWITH:

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

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42 and 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”) in each case, including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”); the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) on which the **equity shares with Differential Voting Rights** of the Company having face value of ₹ 1 each DVR Share are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to **8,85,439** DVR Shares of ₹ 1/- (Indian Rupees One only) and Issue Price ₹ 14/- (Indian Rupees Fourteen only) (“**Shares**”) not exceeding an aggregate amount of Rs. ₹ **1,23,96,146/-** to the lenders, upon the exercise of their respective rights to convert the outstanding loan granted by them which shall not exceed the amount outstanding as on the date of conversion in accordance with the terms as agreed, on a

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preferential basis (“Preferential Issue”), and on such conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws terms of ICDR Regulations (the “Allottees”) by way of preferential allotment in accordance with the ICDR Regulations, Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Names of Lenders	No. of Shares Up-to	Amount
Uppalapati Finserve Private Limited	545,277	7,633,881
Rgrowth Industries Private Limited	165,851	2,321,913
Mahadhaatri Townships Private Limited	174,311	2,440,352

“RESOLVED FURTHER THAT the DVR Shares being offered, issued and allotted to the Proposed Allottee by way of a Preferential Allotment shall inter-alia be subject to the terms and conditions apart from others as prescribed under applicable laws following:

- I. The DVR Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of passing of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by applicable regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the DVR Shares to the Proposed Allottee on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- II. The “Relevant Date” as per the Chapter V of the SEBI ICDR Regulations, for determination of floor price of the DVR Shares shall be is Tuesday, January 24, 2023;
- III. The DVR to be issued and allotted pursuant to this resolution shall be listed and traded on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- IV. The DVR Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- V. Allotment of DVR shall only be made in dematerialized form.
- VI. The Shares allotted to the Allottees shall rank pari passu inter-se with the existing Equity shares with Differential Voting Rights Shares of the Company in all respects (including with respect to dividend and voting Rights; and
- VII. Without prejudice to the generality of the above, the issue of the DVR Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 and applicable Rules of the Act, annexed hereto, which shall be deemed to form part hereof.”

RESOLVED FURTHER THAT subject to the ICDR Regulations and provisions of the Companies Act, 2013 and other applicable laws for the time being, the names of the Investor/proposed allottees be recorded for the issue of invitation to subscribe to the Equity Shares with Normal Voting Rights and a offer letter in Form No. PAS-4 and PAS-5 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares with Normal Voting

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Rights, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the DVR Shares with Differential Voting Rights without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board is hereby authorized to take necessary steps for listing of Equity Share on Stock Exchanges, where the Company's Equity Share are listed, as per the terms and conditions of the Listing Regulations, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT the Board / Committee of the Board be and is hereby authorized on behalf of the Company, Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (b) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (c) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (d) to represent the Company before any Government / regulatory authorities; (e) to appoint any professional advisors, consultants and legal advisors, and (f) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions) (g) issue and allotment of the Shares, and (h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s), undertakings and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required."

ITEM NO. 05: APPOINTMENT OF MR. VENKATESWAR RAO NELLUTLA (DIN: 09261084) AS NON-EXECUTIVE - INDEPENDENT DIRECTOR OF THE COMPANY:

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The Members are requested to consider and if thought fit, pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule IV to the Act and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, Mr. Venkateswar Rao Nellutla (DIN: 09261084), who was appointed as an Additional Director designated as Non-Executive, Independent Director of the Company, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, to hold office for a period of 5 (five) consecutive years commencing from January 23, 2023 and who meets the criteria of independence as provided inter-alia, in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, the consent of the members be and is hereby accorded to appoint Mr. Venkateswar Rao Nellutla (DIN: 09261084), as a Non-Executive, Independent Director of the Company, who is not liable to retire by rotation, for the aforesaid period.

FURTHER RESOLVED THAT any of the Directors of the Company (including Committee thereof), and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing of necessary e-forms with the Registrar of Companies.

FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate any or all of its powers vested on it by this resolution(s) to any of its Committee(s) or Individual Director(s) or other Officer(s) or Executive(s) of the Company or such other person(s) like advisor(s), advocate(s), attorney(s), lawyer(s), etc. or any other appropriate agency of persons as may be necessary or desirable, and to settle any question(s), difficulty(ies) or doubt(s) that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the appointment, without being required to seek any further consent, concurrence or approval and/ or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval and/or consent, expressly by the authority of this resolution(s).

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FURTHER RESOLVED THAT certified true copy of this resolution(s) be provided to all concerned, as and when required, under the signatures of any of the Director(s) or Company Secretary of the Company.”

By order of the Board of Directors

Sd/-

Abhishek Jain

Company Secretary & Compliance
Officer

Membership No: A62027

Place : Hyderabad

Date : January 23, 2023

Regd. Office:

STAMPEDE CAPITAL LIMITED

CIN : L67120TG1995PLC020170

Tel : +91-40-69086900/984/320

E-mail : cs@stampedecap.com

Website : www.stampedecap.com

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NOTES:

1. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act 2013 (the “Act”) read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto. All documents referred to in this Postal Ballot Notice shall be available for inspection without any fees by the Members electronically. Members seeking to inspect the same can send an email to cs@stampedecap.com.
2. The Board of Directors has appointed Mr. Mustafa Bohra proprietor of Mustafa Bohra & Associates, Practicing Company Secretary (Membership No. A61727 and COP No. 24345) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility enabling the members to cast their votes electronically in a secure manner.
3. In conformity with the prevailing regulatory requirements, the Postal Ballot notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, January 20, 2023 (“Cut-off date”) and who have registered their e-mail addresses with the Company or with the Depositories.
4. In compliance with MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories and Voting Rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the “Cut-off date”. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also website of the Company at www.stampedecap.com the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively and the website of Venture Capital And Corporate Investments Private Limited at <https://www.vccipl.com/>.
5. The proposed resolution(s), if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be i.e. Thursday, February 23, 2023. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

6. Institutional / Corporate Members (i.e. other than individuals/ HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body

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Resolution /Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting, 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 mustafambassociates@gmail.com with a copy marked to investor.relations@vccipl.com / info@vccipl.com Such Corporate Members are requested to refer 'General Guidelines for Members provided in this notice, for more information.

7. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant (s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, Venture Capital and Corporate Investments Private Limited.
8. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
9. All the documents referred to in the explanatory statement and other required documents and information maintained under the Companies Act, 2013, will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@stampedecap.com.
10. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to mustafabohra@mbassociate.in with a copy marked to helpdesk.evoting@cdslindia.com.
11. 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).
12. **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-

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attested PAN and Aadhar Card through E-mail on cs@stampedecap.com/investor.relations@vccipl.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.

13. The instructions for Shareholders for remote e-voting are as under:

Voting through electronic means.

- ✓ **General Instruction 1:** The remote e-voting period commences from 09:00 A.M. on Wednesday, January 25, 2023 and ends at 5:00 P.M. on Thursday, February 23, 2023. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, January 20, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ✓ **General Instruction 2:** 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 and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in demat mode with CDSL/ NSDL is given below.
- ✓ **General Instruction 3:** 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 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.

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 & select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFINTECH/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 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	<ol style="list-style-type: none"> 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

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	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<ol style="list-style-type: none"> 1. 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 or joining virtual meeting & voting during the meeting.

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.

✓ **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

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- 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 alphanumeric 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:

User ID for the Members holding shares in Demat form with CDSL	16 digits beneficiary ID
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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 of Equity Shares with Differential Voting Rights).
- '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.

- h. For the non-individual Members and the Custodians:

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- 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.
- 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.

Login type/Contact Details	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	If you have any queries or issues regarding 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.
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
Scrutinizer	Mr. Mustafa Bohra, Practising Company Secretaries, Address: F01 A/17, First Floor, Haware Centurion Mall, Near Seawoods Railway Station Sector-19A, Nerul (E), Navi-Mumbai, Maharashtra, india. Contact No : 7999665955
Registrar and Transfer Agent	Venture Capital and Corporate Investments Private Limited ('R&TA') having its office at 12-10-167, Bharat Nagar, Hyderabad-500018, Telangana, India. Phone: 91-40 23868024, Fax: 91-40 23868023, E-mail: info@vccilindia.com
Company Secretary/Compliance Officer	Mr. Abhishek Jain, Company Secretary, Address: KURA Towers, 10 th Floor, D. No.1-11-254&1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India, Tel.: 040-69086900/320 Mobile: 8104736593

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, 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.

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**EXPLANATORY STATEMENT PURSUANT TO
SECTION 102(1) OF THE COMPANIES ACT, 2013
Companies (Share Capital and Debentures) Rules, 2014**

ITEM NO 1 AND 2:

The present authorized capital of the Company is Rs. 100/- crore and the Issued and Paid-up Capital of the Company as on January 23, 2023 is Rs. 28,70,59,988/- divided in to 22,90,11,200 Equity shares of Re.1/- each and Equity share with differential Rights (DVR) is Rs. 5,80,48,788/- divided in to 5,80,48,788 with differential Rights (DVR) of Re.1/- each.

The Company is on a growth path and an additional investment in the Company will further help in evolution and expansion of its business. An Equity infusion will also strengthen the Company's balance sheet of the Company. In order to achieve the said objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the enhanced working capital requirements. The Board of Directors of the Company (hereinafter referred to as "the Board"), has explored various options and the Board of Directors at their meeting held on January 23, 2023, has proposed to raise funds by way of issue of up to 12,06,50,000 Equity shares with normal Voting Rights ("Equity Shares") of the Company having face value of ₹ 1 each on a preferential basis at a price of ₹ 1 /- per Equity shares with normal Voting Rights and up to 5,75,000 Equity shares with Differential Voting Rights (DVR) of the Company having face value of ₹ 1 each ("DVR Shares") on a preferential basis at a price of ₹ 14 /- per Equity shares with Differential Voting Rights including premium of ₹ 13/- per Equity shares with Differential Voting Rights ("Issue Price") ("Preferential Issue").

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 160 of the ICDR Regulations, approval of the members by way of a special resolution is required to issue the Shares on preferential basis.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) and 42 of the Companies Act, 2013 and, Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of (Prospectus and Allotment of Securities) Rules, 2014, are set forth below:

A. PARTICULARS OF THE ISSUE OF EQUITY SHARES INCLUDING THE MATERIAL TERMS OF ISSUE, DATE OF PASSING OF BOARD RESOLUTION, KIND OF SECURITIES OFFERED, AND THE ISSUE PRICE:

The Board at its meeting held on January 23, 2023 had, subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, i.e.,

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the issuance of up to 12,06,50,000 **Equity Shares with Normal Voting Rights** at a price of ₹ 1/- per Equity Share with Normal Voting Rights aggregating to Rs. 12,06,50,000 /- and up to 5,75,000 **Equity Shares with Differential Voting Rights** at a price of ₹ 14 /- per Equity Share with Differential Voting Rights including premium of ₹ 13 /- per Equity Share with Differential Voting Rights, aggregating to Rs. 80,50,000/- for cash consideration, on a preferential basis

B. OBJECTS/PURPOSE OF THE PREFERENTIAL ISSUE:

The proceeds of the Preferential Issue will be utilized for augmenting long term business requirements of the Company, Investment in subsidiaries, and other general corporate purposes in order to meet Company's growth objectives and to further strengthen its financial position.

C. MAXIMUM NUMBER OF SPECIFIED SECURITIES TO BE ISSUED:

The Company proposes to issue up to 12,06,50,000 **Equity Shares with Normal Voting Rights** at a price of ₹ 1/- per Equity Share with Normal Voting Rights aggregating to Rs. 12,06,50,000 /- and up to 5,75,000 **Equity Shares with Differential Voting Rights** at a price of ₹ 14 /- per Equity Share with Differential Voting Rights including premium of ₹ 13 /- per Equity Share with Differential Voting Rights, aggregating to Rs. 80,50,000/- to the Proposed Allottee by way of Preferential Issue on a private placement basis

D. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT AND JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY):

The **Equity Shares with DVR** of the Company are listed on Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges").

In terms of Regulation 164 (1) of SEBI ICDR Regulations, the price at which Equity Shares will be allotted shall not be less than higher of the following:

- A. Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 90 trading days preceding the Relevant Date i.e. Tuesday, January 24, 2023, which is Rs. 13.80 per DVR Share; or
- B. Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 10 trading days preceding the Relevant Date i.e. Tuesday, January 24, 2023, which is Rs. 12.11 per DVR Share.

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The share price on the NSE has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue, as NSE is the stock exchange with higher trading volumes of the DVR Shares of the Company for the 90 trading days prior to the Relevant Date.

In view of the above, the issue price of the equity shares to be issued under preferential allotment is Rs. 14 per DVR Share i.e. the higher of the price determined as calculated in accordance with the provisions of SEBI ICDR Regulations.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares with Differential Voting Rights.

Further, the **Equity shares with normal Voting Rights** of the Company are listed and traded on NSE and BSE. But over a given period of time, the equity shares are infrequently traded. Therefore, the price of such shares shall be determined in accordance with Regulation 165 of SEBI ICDR Regulation taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

E. PRICE/ PRICE BAND AT/ WITHIN WHICH THE EQUITY SHARES ARE PROPOSED TO BE ISSUED:

The price at which the **Equity Shares with Differential Voting Rights** are proposed to be allotted to each of the investors pursuant to the preferential issue is ₹ 14/- per Equity Share with Differential Voting Rights with (including premium of ₹ 13/- per Equity Share with Differential Voting Rights which is not less than the floor price determined in the manner set out above.

The price at which the **Equity shares with normal Voting Rights** are proposed to be issued has been determined on the basis of Valuation Report as stated in clause D above.

F. RELEVANT DATE:

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders/Postal Ballot is held to consider the proposed preferential issue. The resolution proposed under this notice is deemed to be passed on **February 23, 2023 i.e. Thursday** which is the last date for remote e-voting.

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Therefore, the “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price of Equity Shares to be issued is **January 24, 2023**.

G. THE CLASS OR CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED TO BE MADE:

The Preferential Issue of Equity Shares with Normal Voting Rights and Equity Shares with Differential Voting Rights is proposed to be made to persons other than promoters. The status of proposed allottees shall remain the same post the proposed preferential allotment of Equity and DVR Shares.

H. AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SUCH SECURITIES:

Issuance of 12,06,50,000 **Equity shares with normal Voting Rights** of the Company having face value of Rs.1/- each, at a price of Rs. 1 per equity share with normal voting Rights not exceeding Rs. 12,06,50,000 in aggregate.

Issuance of 5,75,000 **Equity shares with Differential Voting Rights** of the Company having face value of Rs.1/- each, at a price of Rs. 14 per equity share with differential voting Rights not exceeding Rs. 80,50,000 in aggregate.

I. INTENT OF THE PROMOTERS, DIRECTORS OR KEY MANAGERIAL PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE PREFERENTIAL ISSUE AND CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE PREFERENTIAL ISSUE OR SEPARATELY IN FURTHERANCE OF THE OBJECTS:

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution set out at **Item No. 1 and 2**, save and except the shares that are proposed to be allotted to the directors, promoters and Key Managerial Personnel and their relatives which is well within the compliance of the provisions as applicable.

J. THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

K. THE PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED:

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As required under the SEBI ICDR Regulations, the Company shall complete the allotment of shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for issue of Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to the Proposed Allottee on a preferential basis), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

L. THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER.

Not Applicable

M. THE NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE:

During the financial year i.e. 2022-23, preferential allotment of securities was made by the Company and 7,95,988 Equity Shares with Differential Voting Rights of the Company at a price of Rs. 6.82 were allotted to 8 (Eight) persons.

N. PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES:

Not Applicable

O. SHAREHOLDING PATTERN OF THE EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE:

The pre-issue and post-issue shareholding pattern of the Company (considering full allotment of equity shares issued on preferential basis including conversion of debt into equity share) is enclosed in annexure-A:

P. IDENTITY OF THE NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES:

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Details of Individuals.

Names of The Proposed Allottees	Details of Ultimate Beneficial Owners
Atluri Sai Venkat	Atluri Sai Venkat is an individual investor, residing at H No. 13-1-2- 2/504 Happy Home Apartment, Opp Hanuman Temple, Moti Nagar, Hyderabad-500018, Telangana
Samson Peters Rajvamsh	Samson Peters Rajvamsh is an individual investor, residing at 47-1 Jayasree Estates, Singaipally, Secunderabad, Hakimpet, Nisa Hakimpet, Hyderabad-500078 Telangana
Sabhpathi Venugopal Sharma	Sabhpathi Venugopal Sharma is an individual investor, residing at 7-1/11/B, Prakash Hills, Raidurga, Gachibowli Road, Sherilingampally, Golconda, Hyderabad-500008, Telangana
Brajendra Prasad Jaiswal	Brajendra Prasad Jaiswal is an individual investor, residing 50/4, 2nd Floor, 3rd Cross Bannerghatta, Main Road, Near Mico, Nagaraja Gupta Layout, Bangalore South, Bengaluru-560030, Karnataka
Heebert Victor Pillay	Heebert Victor Pillay is an individual investor, residing 1-4-101/1, Budwel, Near Reliance Tower, Harijan Basthi, Rajendranagar, Rangareddi-500030, Telangana
Rajkumar bura	Rajkumar Bura Is an individual investor, residing at 2-82, Infront of UPS Gopalapuram, Palvelpula (Rural), Warangal-506015, Telangana
Siddharth Thapar	Siddharth Thapar is an individual investor, residing at 57/20, 2nd Floor, Old Rajender Nagar, Central Delhi, Delhi-110060
Vase Prema Katriel	Vase Prema Katriel is an individual investor, residing 206, Pariwar Petals Apartment, 17 th H Cross, 5 th Phase, Nanjundeswara Layout, JP NAGAR, Bengaluru- 560078 Karnataka
Mohammad Abdul Rahiman	Mohammad Abdul Rahiman is an individual investor, residing 6/290-a, Vidya Nagar Road-1, Santhi Nagar, Guntakal, Anantapur-515801, Andhra Pradesh
Rachit Poddar	Rachit Poddar is an individual investor, residing 14/2 BURDWAN ROAD, FLAT A 5 SIDDHARTH BUILDING, KOLKATA 700027
Nitin A. Shah	Nitin A. Shah is an individual investor, residing Plot No. 46, Flat Nos. 3 & 4, Meghdoot, Sion (West), Mumbai - 400022
Chintan N. Shah	Chintan N. Shah is an individual investor, residing Plot No. 46, Flat Nos. 3 & 4, Meghdoot, Sion (West), Mumbai - 400022
Harit K Parekh	Harit K Parekh, is an individual investor, residing 103/5 WALCHAND HIRACHAND MARG, BLACKIE HOUSE 3rd FLR OPP GPO FORT MUMBAI - 400001
Jasmin Shah	Jasmin Shah is an individual investor, residing 305, Lotus House, 33A New Marine Lines, Mumbai - 400020
Rumit Agrawal	Rumit Agrawal is an individual investor, residing 6/6, Agrawal Nagar, Dr. Ambedkar road, Matunga Mumbai 400019

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Sambasiva Rao Nanduri	Sambasiva Rao Nanduri is an individual investor, residing 14 Ground Floor, Pancom Business Centre, Ameerpet, Ameerpet, Hyderabad, Telangana 500016
Umakumari Nanduri	Umakumari Nanduri is an individual investor, residing 14 Ground Floor, Pancom Business Centre, Ameerpet, Ameerpet, Hyderabad, Telangana 500016
Satvika Nanduri	Satvika Nanduri is an individual investor, residing 14 Ground Floor, Pancom Business Centre, Ameerpet, Ameerpet, Hyderabad, Telangana 500016
Sahithi Kalyana Nanduri	Sahithi Kalyana Nanduri is an individual investor, residing 14 Ground Floor, Pancom Business Centre, Ameerpet, Ameerpet, Hyderabad, Telangana 500016
Abhishek Jain	Abhishek Jain is an individual investor, residing at, Mahatma Gandhi Ward, Banda, Sagar-470335, Madhya Pradesh
SNSV JAGANNATHA Prasad Renduchintala	SNSV JAGANNATHA Prasad Renduchintala is an individual investor, residing at Plot No 201, Hirsise Meadows, Mallampet, Bachupally, K.V. Rangareddy-500090, Telangana
Mugutha Venkateswara Rao	Mugutha Venkateswara Rao is an individual investor, residing at Plot no 811, N S C B Nagar, Kandrika Payakapuram, Vijayawad (Urban), Azitnagar, Krishna-520015, Telangana
Satyavenkata Surya Ramakrishnamraju Namburi	Satyavenkata Surya Ramakrishnamraju Namburi is an individual investor, residing at Flat-204 Visista Apts, Plot-16-17-18, Allapur Society, Near Bsnl Office, Nizampet Road, Kukkatpally, Hyderabad-500085, Telangana
Shive Bihari Lal Misra	Shive Bihari Lal Misra is an individual investor, residing, Flat No K 48, H No 6-3-1192/26, Govt Qtrs Kundan Bagh, Begumpet, Hyderabad – 500061
Seema Saini	Seema Saini is an individual investor, residing H No A1/157, Mansarovar Colony, Moradabad, UP 244001
Pragati Battula	Pragati Battula is an individual investor, residing Flat No 103, G K Heritage Apartment, 40th Cross, Opp Syndicate Bank, Jayanagar 8th Block, Bangalore 5600070
Vedantham Lakshmi Savithri Devi	Vedantham Lakshmi Savithri Devi is an individual investor, residing 1-8-3/4, Vikas Nagar, Adj Lane to Vijaya Bank. Disukhnagar – 500060
Kavitha bhukya	Kavitha bhukya is an individual investor, residing Room No 9, APEPDCL Guest House, Maharanieta, Opp Green House Maharanieta, Visakapatnam 530002
Mulukutla Vanisadatha	Mulukutla Vanisadatha is an individual investor, residing 5-12-91/A, Mangapuram Colony, Kapra, Hyderabad 500040
Yedla Vasudeva Rao	C 19, Ground Floor, Green Park Main, Green Park Market, South Delhi, Delhi 110016
Mantena Bharathi	Yedla Vasudeva Rao is an individual investor, residing D1 Venkataram Nilayam, Road No 5, PJR Enclave, Madinaguda 500049

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Ramesh Babu Palutla	Ramesh Babu Palutla is an individual investor, residing 3-13-100/17, Shyamala Sadan, Baba Nagar, Housing Society, Mallapur, Uppal – 500076
Anjaneyulu Kandukuri	Anjaneyulu Kandukuri is an individual investor, residing resident of 9-89, Varanasi bajar pernamitta, Pernametta (Rural), Prakasam-523225, Andhra Pradesh.
Maya Srinivas	Maya Srinivas is an individual investor, residing 2-3-606/1, Sai Nagar Colony, Road No.2/A, Nagole, Rangareddi, Telangana - 500068, India,
Ranga Bashyam Venkatesan	Ranga Bashyam Venkatesan is an individual investor, residing at 4/5 R.R. Fairlands Kondalampatti Bypass, Salem-636010, Tamil Nadu
Adapa Prasad	Adapa Prasad is an individual investor, residing Hyderabad, Telangana, India.
Govardhan Reddy	Govardhan Reddy is an individual investor, residing First floor Kataria Kunj, Plot No 91, H No 8-3-230/B/40 Sraavanthi Nagar, Near VACS Bakery, Venkatagiri, Jubilee Hills, Shaikpet, Hyderabad-500033, Telangana
Kodi Thanmai	Kodi Thanmai is an individual investor, residing 2-22-202/1 Flat 305, ADI Balaji Residency, Arjuna Co-Operative Society, Jaya Nagar, Kukkatpally, Hyderabad-500072, Telangana
Burugupalli Jhansi Lakshmi	Burugupalli Jhansi Lakshmi is an individual investor, residing Flat no-403, Sai Balaji Classic, Gajularamaram, Near Balaji layout, Qutubullapur, Medchal-Malkajgiri-500055, Telangana
Sunkavilli Ramakrishna	Sunkavilli Ramakrishna is an individual investor, residing 6-1-67/19/1-67/20 Flat No-103, Super classic Apartments, Near Ravindra Bharathi, Saifabad, Khairtabad, Hyderabad-500004, Telangana
Relangi Narayana	Relangi Narayana is an individual investor, residing 8-4-300/1/A, F No B815, 8TH Floor Kalpataru Residency, Prem Nagar, Erragadda, Sanathnagar, Hyderabad- 500018, Telangana

DETAILS OF BODY CORPORATE.

Sr. No.	Name of the Proposed Allottee	Details of the Proposed Allottee (name, address, country of incorporation /residency)	Category (public / promoter) of the Proposed Allottee	Pre-Issue Shareholding in the Company	No. and price of Equity Shares proposed to be issued and allotted to the Proposed Allottee	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee	Proposed Allottee's post preferential issue capital (Amount and percentage)
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1	Black Hawk Properties Private Limited Body corporate - Private Limited Company	Registered Office: Blackie House, 3rd Floor, 103/105, Walchand Hirachand Marg, Opp G.P.O, Post office, Mumbai-400001, Maharashtra Country of Incorporation : India	Public	-	2,00,00,000 Equity Share with Normal Voting Rights of the face value of Rs. 1/- each at a price of Rs. 1/- per Equity Share	Harit karthik Parekh (Pan-BBTPP1880J) is the Beneficiary of the shares proposed to be allotted	Equity: 2,00,00,000 (4.7%)
2	APR Properties Private Limited Body corporate Private Limited Company	51, Vivekananda Road, 4th Floor Room No. 403 & 404 Kolkata-700007, West Bengal Country of Incorporation : India	Public	DVR: 12	1,00,00,000 Equity Share with Normal Voting Rights of the face value of Rs. 1/- each at a price of Rs. 1/- per Equity Share	1. Rachit Poddar (Pan-BDIPP6530J) Beneficiary of the shares proposed to be allotted	Equity: 1,00,00,000 (2.363%)
3	Basukinath Properties Private Limited	51, Vivekananda Road, 4th Floor Room No. 403 & 404 Kolkata-700007, West Bengal Country of Incorporation : India	public	-	1,00,00,000 Equity Share with Normal Voting Rights of the face value of Rs. 1/- each at a price of Rs. 1/- per Equity Share	Rachit Poddar (Pan-BDIPP6530J) is the Beneficiary of the shares proposed to be allotted	Equity: 1,00,00,000 (2.363%)
4	HIKEYO Private Limited	8-3-229/W/19/1 Venkata Giri Yousafguda Hyderabad-500045, Telangana Country of Incorporation : India	Public	-	1,25,00,000 Equity Share with Normal Voting Rights of the face value of Rs. 1/- each at a price of Rs. 1/- per Equity Share	1. Udaya Manikanta Pemmanaboyina (Pan-CRHPP9272R)- 50% 2. Sanjeevareddy Karri (Pan-DBOPS5909C)- 50% Shareholders are beneficiaries to the extent of their shareholding.	Equity: 1,25,00,000 (2.95%)

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Q. PARTICULARS OF INVESTOR(S) AND PERCENTAGE OF PRE AND POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM:

Names of Investor	Pre-Preferential Allotment		Preferential Allotment	Post Preferential Allotment	
	No. of Shares Held	% Held		No. of Shares Held	% Held
HIKEYO Private Limited	-	-	Equity: 1,25,00,000	Equity: 1,25,00,000	2.95
Relangi Narayana	Equity: 1,09,800 DVR: 52,555	0.056	DVR: 75,000 Equity: 4,50,000	Equity: 5,59,800 DVR: 1,27,555	0.17
Sunkavilli Ramakrishna	-	-	DVR:75,000 Equity: 4,50,000	DVR:75,000 Equity: 4,50,000	0.12
Burugupalli Jhansi Lakshmi	-	-	Equity: 1,50,000 DVR: 25,000	Equity: 1,50,000 DVR: 25,000	0.035
Kodi Thanmai	-	-	Equity: 24,00,000 DVR: 4,00,000	Equity: 24,00,000 DVR: 4,00,000	0.66
Black Hawk Properties Private Limited	-	-	Equity: 2,00,00,000	Equity: 2,00,00,000	4.7
APR Properties Private Limited	DVR: 12	-	Equity: 1,00,00,000	Equity: 1,00,00,000 DVR: 12	2.363
Basukinath Properties Private Limited	-	-	Equity: 1,00,00,000	Equity: 1,00,00,000	2.363
Rachit Poddar	-	-	Equity: 1,00,00,000	Equity: 1,00,00,000	2.363
Nitin A. Shah	Equity: 4,12,082	0.14	Equity: 50,00,000	Equity: 54,12,082	1.27
Chintan N. Shah	Equity: 6,39,608	0.22	Equity: 50,00,000	Equity: 56,39,608	1.30
Harit K Parekh	-	-	Equity: 75,00,000	Equity: 75,00,000	1.8
Rumit Agrawal	-	-	Equity:25,00,000	Equity:25,00,000	0.6

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Jasmin Shah	Equity: 1,80,000 DVR: 45,000	0.079	Equity: 25,00,000	Equity: 26,80,000 DVR: 45,000	0.64
Govardhan Reddy	-	-	Equity: 8,00,000	Equity: 8,00,000	0.19
Adapa Prasad	-	-	Equity: 5,00,000	Equity: 5,00,000	0.12
Ranga Bashyam Venkatesan	DVR: 1,200	-	Equity: 2,00,000	Equity: 2,00,000 DVR: 1,200	0.047
Maya Srinivas	-	-	Equity: 2,00,000	Equity: 2,00,000	0.047
Anjaneyulu Kandukuri	-	-	Equity: 10,00,000	Equity: 10,00,000	0.24
Ramesh Babu Palutla	-	-	Equity: 2,00,000	Equity: 2,00,000	0.047
Mantena Bharathi	-	-	Equity: 20,00,000	Equity: 20,00,000	0.47
Yedla Vasudeva Rao	-	-	Equity: 2,00,000	Equity: 2,00,000	0.047
Kavitha Bhukya	-	-	Equity: 2,00,000	Equity: 2,00,000	0.047
Mulukutla Vanisadatha	-	-	Equity: 2,00,000	Equity: 2,00,000	0.047
Seema Saini	-	-	Equity: 2,00,000	Equity: 2,00,000	0.047
Shive Bihari Lal Mishra	-	-	Equity: 2,00,000	Equity: 2,00,000	0.047
Pragati Battula	-	-	Equity: 2,00,000	Equity: 2,00,000	0.047
Satyavenkata Surya Ramakrishnamraju Namburi	Equity: 34,000 DVR: 19	0.01	Equity: 25,00,000	Equity: 25,34,000 DVR: 19	0.6
Mugutha Venkateswara Rao	DVR: 99	-	Equity: 5,00,000	Equity: 5,00,000 DVR: 99	0.02

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SNSV J Prasad R	-	-	Equity: 17,00,000	Equity: 17,00,000	0.40
Abhishek Jain	-	-	Equity: 8,50,000	Equity: 8,50,000	0.201
Sahithi Kalyana Nanduri	Equity: 2,19,300 DVR: 50,325	0.09	Equity: 50,00,000	Equity: 52,19,300 DVR: 50,325	1.25
Satvika Nanduri	Equity: 28,500 DVR: 72,500	0.04	Equity: 50,00,000	Equity: 50,00,000 DVR: 72,500	1.20
Umakumari Nanduri	Equity: 99,000 DVR: 1,10,000	0.06	Equity: 30,00,000	Equity: 30,99,000 DVR: 1,10,000	0.709
Sambasiva Rao Nanduri	Equity: 1,52,000	0.05	Equity: 20,00,000	Equity: 20,00,000	0.50
Vase Prema Katriel	Equity: 4,55,426 DVR: 1,03,761	0.2	Equity: 10,00,000	Equity: 14,55,426 DVR: 1,03,761	0.37
Siddharth Thapar	-	-	Equity: 2,50,000	Equity: 2,50,000	0.059
Brajendra Prasad Jaiswal	-	-	Equity: 5,00,000	Equity: 5,00,000	0.118
Sabhpathi Venugopal Sharma	-	-	Equity: 2,00,000	Equity: 2,00,000	0.05
Samson Peters Rajvamsh	-	-	Equity: 15,00,000	Equity: 15,00,000	0.35
Atluri Sai Venkat	-	-	Equity: 5,00,000	Equity: 5,00,000	0.118
Heebert Victor Pillay	DVR: 13	-	Equity: 3,00,000	Equity: 3,00,000 DVR: 13	0.07
Mohammad Abdul Rahiman	-	-	Equity:1,00,000	Equity:1,00,000	0.02
Vedantham Lakshmi Savithri Devi	-	-	Equity: 2,00,000	Equity: 2,00,000	0.047

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Rajkumar bura	DVR: 785	-	Equity:10,00,000	Equity:10,00,000 DVR: 785	0.24
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There shall be no change in control of the company pursuant to the aforesaid preferential issue and there shall be no change in the management or control of the company pursuant to the preferential issue.

R. UNDERTAKING THAT THE ISSUER SHALL RE-COMPUTE THE PRICE OF THE SPECIFIED SECURITIES IN TERMS OF THE PROVISION OF THESE REGULATIONS WHERE IT IS REQUIRED TO DO SO;

Since the equity with differential voting Rights shares of the Company have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per DVR Share to be issued and therefore, the Company is not required to submit the undertaking specified under the SEBI ICDR Regulations.

The Company undertakes to re-compute the price of the Equity Shares **Equity shares with normal Voting Rights** in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so since these shares are infrequently traded.

S. VALUATION FOR CONSIDERATION OTHER THAN CASH:

Not Applicable

T. DISCLOSURES SPECIFIED IN SCHEDULE VI, IF THE ISSUER OR ANY OF ITS PROMOTERS OR DIRECTORS IS A 178[WILFUL DEFAULTER OR A FRAUDULENT BORROWER].

Not Applicable

U. THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEE(S) POST THE PREFERENTIAL ISSUES NAMELY, PROMOTER OR NON-PROMOTER.

The Proposed Allottees belong to the non-promoter category of the Company and will continue to be the non-promoter of the Company post the Preferential Issues of Equity Shares with Differential Voting Rights.

V. LOCK-IN PERIOD:

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The equity shares issued and equity shares being allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under regulation 167 of the SEBI (ICDR) regulations.

- a. The entire pre-preferential shareholding of the proposed Allottee shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchanges, as per the SEBI ICDR Regulations.
- b. The proposed allotment of Equity Shares shall be subject to lock-in for a period of 6 (Six) months from the date of grant of the trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

W. LISTING:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the Equity shares with Differential Voting Rights being issued and Equity shares with Differential Voting Rights that will be issued on Preferential Allotment. Such Equity Shares with Differential Voting Rights, once allotted, shall rank pari passu with the existing Equity shares with Differential Voting Rights of the Company in all respects, including dividend.

X. PRACTICING COMPANY SECRETARY'S CERTIFICATE:

The certificate from Harikshit & Associates, Practicing Company Secretaries, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company which can be accessed at the link: https://www.stampedecap.com/files/downloads/otherReports/638101640814760311_P_CS_Certificate-Stampede.pdf / <https://www.stampedecap.com/static/postal-ballot.aspx>

Y. OTHER DISCLOSURES:

- a. The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date. Further, the promoter(s) or the promoter group has not transferred their respective Equity Shares in the Company during the 90 trading days preceding the Relevant Date.
- b. The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

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- c. Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- d. The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.
- e. The Company is in compliance with the conditions of continuous listing of its Equity Shares as specified in the uniform listing agreement entered into with the Stock Exchange (the "Uniform Listing Agreement") where its Equity Shares with Differential Voting Rights are listed.
- f. In terms of the SEBI Listing Regulations and the Uniform Listing Agreement entered into by the Company with the Stock Exchanges and in terms of Regulation 160 of the SEBI ICDR Regulations, approval of the Members is being sought by way of a Special Resolution for issue of the aforementioned Equity Shares with Normal Voting Rights Equity Shares with Differential Voting Rights to each of the Investors.

DISCLOSURES WITH RESPECT TO EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS AS PRESCRIBED UNDER RULE 4 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014:

Sr. No.		
1.	The total number of shares to be issued with differential Rights	Please refer point C above.
2.	The details of the differential rights:	The Equity Shares with Differential Voting Rights (DVR) have a Face Value of ₹ 1 and carry a voting power of 1 vote with respect to every 1000 DVR shares.
3.	The percentage of the shares with differential rights to the total post issue paid up equity share capital including equity shares with differential rights issued at any point of time:	
4.	The reasons or justification for the issue:	Please refer point L above.
5.	The price at which such shares are proposed to be issued either at par or at premium:	Please refer point E above.

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6.	The basis on which the price has been arrived at:	Please refer point D above.
7.	IN CASE OF PRIVATE PLACEMENT OR PREFERENTIAL ISSUE- a) Details of total number of shares proposed to be allotted to promoters, directors and key managerial personnel: b) Details of total number of shares proposed to be allotted to persons other than promoters, directors and key managerial personnel and their relationship if any with any promoter, director or key managerial personnel:	a) The total number of shares are proposed to be allotted to Key Managerial Personnel and directors. Nil b) Please refer point Q above.
8.	The percentage of voting rights which the equity share capital with differential voting rights shall carry to the total voting rights of the aggregate equity share capital;	The Equity Shares with Differential Voting Rights (DVR) have a Face Value of ₹ 1 and carry a voting power of 1 vote with respect to every 1000 DVR shares.
9.	The change in control, if any, in the company that may occur consequent to the issue of equity shares with differential voting rights:	Please refer point J above.
10.	The scale or proportion in which the voting rights of such class or type of shares shall vary;	The proposed DVR Shares shall rank pari-pasu with existing DVR shares.
11.	The diluted earnings per share pursuant to the issue of such shares, calculated in accordance with the applicable accounting standards:	Pursuant to the issue of such shares, the Diluted EPS is -0.03322

In accordance with the provisions of Sections 23 (1) (b), 42 and 62 (1) (c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares with Normal Voting Rights and Equity Shares with Differential Voting Rights is being sought by way of a Special

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Resolution as set out in the said item of the notice. Issue of the Equity Shares with Normal Voting Rights and Equity Shares with Differential Voting Rights pursuant to the Preferential Issue would be within the authorised share capital of the Company. The Board, accordingly, recommends passing of the resolutions as set out at item no. 1 and 2 of this notice, for your approval as a Special Resolution.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company. in the resolution set out at Item No. 1 of the Notice.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 1 and 2 in the accompanying notice for your approval.

ITEM NO. 03 & 04:

Section 62 of the Companies Act 2013 read with rules made thereunder provides that the Company may exercise the option to convert the loan into shares of the Company as part of terms attached to the loan provided however that such option of conversion of loan into securities of the Company have been approved before the raising of loan by a special resolution passed by the company in general meeting. Therefore, the Company, before raising loan, has approved the conversion of loan as a term attached to such loan at the Annual General Meeting held on Tuesday, December 29 2020.

Thus, the Board of Directors of the Company, in its meeting held on January 23, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for conversion of debt due to the persons as mentioned below of the total value of **₹ 2,63,72,003 (Two Crore sixty three lakh seventy two thousand and three rupees only)** by way of issuance and allotment of **1,39,75,857 equity shares with normal voting rights ("Equity")** and **8,85,439 equity shares with differential voting rights ("DVR")** at an issue price of ₹ 1 per Equity Share and ₹14 per DVR Share.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, 2018 and other applicable provisions, if any and Sections 42 and 62(1) (c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) and 42 of the Companies Act, 2013 and, Rule

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13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of (Prospectus and Allotment of Securities) Rules, 2014, are set forth below:

A. PARTICULARS OF THE ISSUE OF EQUITY SHARES INCLUDING THE MATERIAL TERMS OF ISSUE, DATE OF PASSING OF BOARD RESOLUTION, KIND OF SECURITIES OFFERED, AND THE ISSUE PRICE:

The Board at its meeting held on January 23, 2023 had, subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, i.e., the issuance of **1,39,75,857 Equity Shares with Normal Voting Rights (“Equity”)** at an issue price of ₹ 1/- per Equity Share of Face Value of ₹ 1 per Equity Share aggregating to Rs. **1,39,75,857 /-** (Rupees One Crore Thirty Nine Lakhs Seventy Five Thousands Eight Hundred Fifty Seven only) and **8,85,439 Equity Shares with Differential Voting Rights (“DVR”) of Face Value of ₹ 1 each at a price of ₹ 14 /- per DVR Share including** premium of ₹ 13 /- per DVR Share aggregating to Rs. 1,23,96,146/- (Rupees Eleven Lakhs Ninety Six Thousands One Hundred and Forty Six only) against the conversion of total loan value of Rs. **2,63,72,003.**

B. OBJECTS/PURPOSE OF THE PREFERENTIAL ISSUE:

The proceeds of the Preferential Issue will be utilized for augmenting long term business requirements of the Company, Investment in subsidiaries, and other general corporate purposes in order to meet Company’s growth objectives and to further strengthen its financial position.

C. MAXIMUM NUMBER OF SPECIFIED SECURITIES TO BE ISSUED:

The Company proposes to issue **1,39,75,857 Equity Shares with Normal Voting Rights (“Equity”)** at an issue price of ₹ 1/- per Equity Share of face value of ₹ 1 per Equity Share and **8,85,439 Equity Shares with Differential Voting Rights (“DVR”) of Face Value of ₹ 1 each at a price of ₹ 14 /- per DVR Share** to the Proposed Allottees by way of Preferential Issue on a private placement basis.

D. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT AND JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY):

The **Equity Shares with DVR** of the Company are listed on Bombay Stock Exchange Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”).

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In terms of Regulation 164 (1) of SEBI ICDR Regulations, the price at which Equity Shares will be allotted shall not be less than higher of the following:

- i. Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 90 trading days preceding the Relevant Date i.e. Tuesday, January 24, 2023, which is Rs. 13.80 per DVR Share; or
- ii. Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 10 trading days preceding the Relevant Date i.e. Tuesday, January 24, 2023, which is Rs. 12.11 per DVR Share.

The share price on the NSE has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue, as NSE is the stock exchange with higher trading volumes of the DVR Shares of the Company for the 90 trading days prior to the Relevant Date.

In view of the above, the issue price of the equity shares to be issued under preferential allotment is Rs. 14 per DVR Share i.e. the higher of the price determined as calculated in accordance with the provisions of SEBI ICDR Regulations.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares with Differential Voting Rights.

Further, the **Equity shares with normal Voting Rights** of the Company are listed and traded on NSE and BSE. But over a given period of time, the equity shares are infrequently traded. Therefore, the price of such shares shall be determined in accordance with Regulation 165 of SEBI ICDR Regulation taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

E. PRICE/ PRICE BAND AT/ WITHIN WHICH THE EQUITY SHARES ARE PROPOSED TO BE ISSUED:

The price at which the **Equity Shares with Differential Voting Rights** are proposed to be allotted to each of the investors pursuant to the preferential issue is ₹ 14 /- per DVR Share (including premium of ₹ 13 /- per Share which is not less than the floor price determined in the manner set out above.

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The price at which the **Equity shares with normal Voting Rights** are proposed to be issued i.e. issue price of ₹1, has been determined on the basis of Valuation Report as stated in clause D above.

F. RELEVANT DATE:

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders/Postal Ballot is held to consider the proposed preferential issue. The resolution proposed under this notice is deemed to be passed on **February 23, 2023 i.e. Thursday** which is the last date for remote e-voting.

Therefore, the “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price of Equity Shares to be issued is **January 24, 2023**.

G. THE CLASS OR CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED TO BE MADE:

The Preferential Issue of Equity Shares and DVR Shares is proposed to be made to persons other than promoters. The status of proposed allottees shall remain the same post the proposed preferential allotment of Equity and DVR Shares.

H. AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SUCH SECURITIES:

Not Applicable since the issue is pursuant to conversion of loan into equity.

I. INTENT OF THE PROMOTERS, DIRECTORS OR KEY MANAGERIAL PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE PREFERENTIAL ISSUE AND CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE PREFERENTIAL ISSUE OR SEPARATELY IN FURTHERANCE OF THE OBJECTS:

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution set out at **Item No. 3 and 4**.

J. THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

K. THE PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED:

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As required under the SEBI ICDR Regulations, the Company shall complete the allotment of shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for issue of Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to the Proposed Allottee on a preferential basis), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

L. THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER.

Not Applicable

M. THE NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE:

During the financial year i.e. 2022-23, preferential allotment of securities was made by the Company and 7,95,988 Equity Shares with Differential Voting Rights of the Company at a price of Rs. 6.82 were allotted to 8 (Eight) persons.

N. PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES:

Not Applicable

O. SHAREHOLDING PATTERN OF THE EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE:

The pre-issue and post-issue shareholding pattern of the Company (considering full allotment of equity shares issued on preferential basis including conversion of debt into equity share) is enclosed in **annexure-A**.

P. IDENTITY OF THE NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES:

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Sr. No.	Name of the Proposed Allottee	Details of the Proposed Allottee (name, address, country of incorporation /residency)	Category (public / promoter) of the Proposed Allottee	Pre-Issue Shareholding in the Company	No. and price of Equity Shares proposed to be issued and allotted to the Proposed Allottee	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee	Proposed Allottee's post preferential issue capital (Amount and percentage)
1	Uppalapati Finserve Private Limited Body corporate – Private Limited Company	Registered Office: FT.204, PT.3,4 ALEKHYA WINDMILLS, IZZATH NAGAR, HITEX ROAD, MADHAPUR, HYDERABAD-500084, TELANGANA Country of Incorporation : India	Public	-	32,71,663 Equity Share with Normal Voting Rights of the face value of Rs. 1/- each at a price of Rs. 1/- per Equity Share & 5,45,277 Equity Share with Differential Voting Rights of the face value of Rs. 1/- each at a price of Rs. 14/- per Equity Share	1. Ratnasekhar Uppalapati (Pan-AAMPU2691K)-45% 2. Radhika Uppalapati (Pan-AAWPU3336M)-25% 3. Manee Subbarao (Pan-APEPM0770J)-15% 4. Manne Neeraja (Pan-AMWPM8900F)-15% Shareholders are beneficiaries to the extent of their shareholding.	Equity: 32,71,663 DVR: 5,45,277 (0.773%)
2	Rgrowth Industries Private Limited	1-5-62/9, Flat No 301, Vaisnavi Sadan, Street No 8, Habsiguda Hyderabad Rangareddi-500007, Telangana Country of Incorporation : India	Public	-	9,95,106 Equity Share with Normal Voting Rights of the face value of Rs. 1/- each at a price of Rs. 1/- per Equity Share & 1,65,851 Equity Share with Differential Voting Rights of the face value of Rs. 1/- each at a price of Rs. 14/- per Equity Share	1. B V C Raju (Pan-AIIPB9350Q)-16.66% 2. Kanchanapally Sai Rohit (Pan-KCBPS8270M)-16.66% 3. Singa Srividya (Pan-FBMPS4867M)-16.66% 4. V Ugendar Raju (Pan-AAUPU4728P)-16.66% 5. Lakshmi Radhika (Pan-CGYPS8697D)-16.66% 6. A Chaitanya Bhavani (Pan-	Equity: 9,95,106 DVR: 1,65,851 (0.25%)

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						BKBPA4567J)- 16.67% Shareholders are beneficiaries to the extent of their shareholding.	
3	Mahadhaatri Townships Private Limited	5-9-13, Flat No.409, 4th Floor Taramandal Complex, Saifabad Hyderabad-500004, Telangana Country of Incorporation : India	Public	-	10,45,865 Equity Share with Normal Voting Rights of the face value of Rs. 1/- each at a price of Rs. 1/- per Equity Share & 1,74,311 Equity Share with Differential Voting Rights of the face value of Rs. 1/- each at a price of Rs. 14/- per Equity Share	1. Gopidesi Sai Sharath (Pan-ALMPG9536E)-60% 2. G Chandra Sekhar Rao (Pan-AGFPG9094F)-20% 3. Gopidesi Saidivya Madhuri (Pan-ATPPG8643P)-20% Shareholders are beneficiaries to the extent of their shareholding.	Equity: 10,45,865 DVR: 1,74,311 (0.25%)
4	Captive Consultants Private Limited	4th Floor, 2-91/12/4/NR, Plot No.4 Beside Capital IQ, White Fields Kondapur Hyderabad-500084, Telangana Country of Incorporation : India	Public	-	59,40,640 Equity Share with Normal Voting Rights of the face value of Rs. 1/- each at a price of Rs. 1/- per Equity Share	1. Uday Srinivas Tangella (Pan-ASFPT9256N)-51% 2. Prasanth Gangavarapu (Pan-AORPG3826M)-49% Shareholders are beneficiaries to the extent of their shareholding.	Equity: 59,40,640 (1.40%)

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5	HIKEYO Private Limited	8-3-229/W/19/1 Venkata Giri Yousafguda Hyderabad-500045, Telangana Country of Incorporation : India	Public	-	27,22,583 Equity Share with Normal Voting Rights of the face value of Rs. 1/- each at a price of Rs. 1/- per Equity Share	1. Udaya Manikanta Pemmanaboyina (Pan-CRHPP9272R)- 50% 2. Sanjeevareddy Karri (Pan-DBOPS5909C)- 50% Shareholders are beneficiaries to the extent of their shareholding.	Equity: 27,22,583
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Q. PARTICULARS OF INVESTOR(S) AND PERCENTAGE OF PRE AND POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM:

Names of Lender	Pre-Preferential Allotment		Preferential Allotment	Post Preferential Allotment	
	No. of Shares Held	% Held		No. of Shares Held	% Held
UppaLapati Finserve Private Limited	-	-	Equity: 32,71,663 DVR: 5,45,277	Equity: 32,71,663 DVR: 5,45,277	0.773
Rgrowth Industries Private Limited	-	-	Equity: 9,95,106 DVR: 1,65,851	Equity: 9,95,106 DVR: 1,65,851	0.25
HIKEYO Private Limited	-	-	Equity: 27,22,583	Equity: 27,22,583	2.64
Captive Consultants Private Limited	-	-	Equity: 59,40,640	Equity: 59,40,640	1.40
Mahadhaatri Townships Private Limited	-	-	Equity: 10,45,865 DVR: 1,74,311	Equity: 10,45,865 DVR: 1,74,311	0.25

There shall be no change in control of the company pursuant to the aforesaid preferential issue and there shall be no change in the management or control of the company pursuant to the preferential issue.

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R. UNDERTAKING THAT THE ISSUER SHALL RE-COMPUTE THE PRICE OF THE SPECIFIED SECURITIES IN TERMS OF THE PROVISION OF THESE REGULATIONS WHERE IT IS REQUIRED TO DO SO:

Since the equity with differential voting Rights shares of the Company have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per DVR Share to be issued and therefore, the Company is not required to submit the undertaking specified under the SEBI ICDR Regulations.

The Company undertakes to re-compute the price of the Equity Shares **Equity shares with normal Voting Rights** in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so since these shares are infrequently traded.

S. VALUATION FOR CONSIDERATION OTHER THAN CASH:

Not Applicable

T. DISCLOSURES SPECIFIED IN SCHEDULE VI, IF THE ISSUER OR ANY OF ITS PROMOTERS OR DIRECTORS IS A 178[WILFUL DEFAULTER OR A FRAUDULENT BORROWER].

Not Applicable

U. THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEE(S) POST THE PREFERENTIAL ISSUES NAMELY, PROMOTER OR NON-PROMOTER.

The Proposed Allottees belong to the non-promoter category of the Company and will continue to be the non-promoter of the Company post the Preferential Issues of Equity Shares with Differential Voting Rights.

V. LOCK-IN PERIOD:

The equity shares issued and equity shares being allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under regulation 167 of the SEBI (ICDR) regulations.

- c. The entire pre-preferential shareholding of the proposed Allottee shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchanges, as per the SEBI ICDR Regulations.

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- d. The proposed allotment of Equity Shares shall be subject to lock-in for a period of 6 (Six) months from the date of grant of the trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

W. LISTING:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the Equity shares with Differential Voting Rights being issued and Equity shares with Differential Voting Rights that will be issued on Preferential Allotment. Such Equity Shares with Differential Voting Rights, once allotted, shall rank pari passu with the existing Equity shares with Differential Voting Rights of the Company in all respects, including dividend.

X. PRACTICING COMPANY SECRETARY'S CERTIFICATE:

The certificate from Harikshit & Associates, Practicing Company Secretaries, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company which can be accessed at the link: https://www.stampedecap.com/files/downloads/otherReports/638101640814760311_P_CS_Certificate-Stampede.pdf / <https://www.stampedecap.com/static/postal-ballot.aspx>

Y. OTHER DISCLOSURES:

- g. The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date. Further, the promoter(s) or the promoter group has not transferred their respective Equity Shares in the Company during the 90 trading days preceding the Relevant Date.
- h. The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- i. Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- j. The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

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- k. The Company is in compliance with the conditions of continuous listing of its Equity Shares as specified in the uniform listing agreement entered into with the Stock Exchange (the “Uniform Listing Agreement”) where its Equity Shares with Differential Voting Rights are listed.
- l. In terms of the SEBI Listing Regulations and the Uniform Listing Agreement entered into by the Company with the Stock Exchanges and in terms of Regulation 160 of the SEBI ICDR Regulations, approval of the Members is being sought by way of a Special Resolution for issue of the aforementioned Equity Shares with Normal Voting Rights Equity Shares with Differential Voting Rights to each of the Investors.

DISCLOSURES WITH RESPECT TO EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS AS PRESCRIBED UNDER RULE 4 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014:

Sr. No.		
1.	The total number of shares to be issued with differential Rights	Please refer point C above.
2.	The details of the differential rights:	The Equity Shares with Differential Voting Rights (DVR) have a Face Value of ₹ 1 and carry a voting power of 1 vote with respect to every 1000 DVR shares.
3.	The percentage of the shares with differential rights to the total post issue paid up equity share capital including equity shares with differential rights issued at any point of time:	
4.	The reasons or justification for the issue:	Please refer point L above.
5.	The price at which such shares are proposed to be issued either at par or at premium:	Please refer point E above.
6.	The basis on which the price has been arrived at:	Please refer point D above.
7.	IN CASE OF PRIVATE PLACEMENT OR PREFERENTIAL ISSUE-	c) The total number of shares are proposed to be allotted to Key

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	<p>c) Details of total number of shares proposed to be allotted to promoters, directors and key managerial personnel:</p> <p>d) Details of total number of shares proposed to be allotted to persons other than promoters, directors and key managerial personnel and their relationship if any with any promoter, director or key managerial personnel:</p>	<p>Managerial Personnel and directors. Nil</p> <p>d) Please refer point Q above.</p>
8.	The percentage of voting rights which the equity share capital with differential voting rights shall carry to the total voting rights of the aggregate equity share capital;	The Equity Shares with Differential Voting Rights (DVR) have a Face Value of ₹ 1 and carry a voting power of 1 vote with respect to every 1000 DVR shares.
9.	The change in control, if any, in the company that may occur consequent to the issue of equity shares with differential voting rights:	Please refer point J above.
10.	The scale or proportion in which the voting rights of such class or type of shares shall vary;	The proposed DVR Shares shall rank pari-pasu with existing DVR shares.
11.	The diluted earnings per share pursuant to the issue of such shares, calculated in accordance with the applicable accounting standards:	Pursuant to the issue of such shares, the Diluted EPS is -0.03322

In accordance with the provisions of Sections 23 (1) (b), 42 and 62 (1) (c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares with Normal Voting Rights and Equity Shares with Differential Voting Rights is being sought by way of a Special Resolution as set out in the said item of the notice. Issue of the Equity Shares with Normal Voting Rights and Equity Shares with Differential Voting Rights pursuant to the Preferential Issue would be within the authorised share capital of the Company. The Board, accordingly,

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recommends passing of the resolutions as set out at item no. 1 and 2 of this notice, for your approval as a Special Resolution.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company. in the resolution set out at Item No. 1 of the Notice.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 and 4 in the accompanying notice for your approval.

ITEM NO. 05

The Board of Directors (“Board”) of the Company, pursuant to Section 149, 150, 152 and 161 of the Companies Act, 2013 and the Articles of Association of the Company and subject to the approval of Members and any other approval as may be required from time to time, at its Meeting held on January 23, 2023, on the recommendation(s) of the Nomination and Remuneration Committee (“the Committee”), approved the appointment of Mr. Venkateswar Rao Nellutla, as an Additional Director in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a consecutive period of 5 (five) years commencing from January 23, 2023.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Directors requires approval of the Members of the Company by way of Special Resolution. Further, pursuant to amendment to Regulation 17(1C) of Listing Regulations, effective January 1, 2022, the approval of shareholders for this appointment is to be procured within a period of 3 (three) months from the date of appointment. Mr. Venkateswar Rao Nellutla is eligible to be appointed as Non-Executive, Independent Director of the Company.

Based on the profile evaluation and skill(s) assessment, the Committee and the Board, are of the view that given the knowledge, experience and expertise, Mr. Venkateswar Rao Nellutla’s association will benefit the Company and hence his appointment is recommended to the Members for approval.

The Company has received relevant disclosures from Mr. Venkateswar Rao Nellutla including the following:

- a. Consent in writing to act as Director in Form **DIR-2** pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- b. Intimation in **Form DIR-8** in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and;

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- c. A declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. The Board has taken it on record after due assessment.

In the opinion of the Board, Mr. Venkateswar Rao Nellutla fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations. Further, Mr. Venkateswar Rao Nellutla has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Further, he has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Also, he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA"). Mr. Venkateswar Rao Nellutla shall be entitled to sitting fees and/or remuneration as per the Nomination and Remuneration policy of the Company and/or as per relevant regulations. Additional information in respect of the proposed appointee pursuant to the Listing Regulations, the Act and SS-2 are given herein as an Annexure and forms part of this Notice.

Save and except the foregoing, none of the Directors and Key Managerial Personnel of the Company and their relatives, except for the proposed appointee and their relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution(s) as set out at Item No. 5 of the Notice.

The terms and conditions of appointment of proposed appointee, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@stampedecap.com

Further, the terms and conditions for appointment of Independent Directors are available on the website of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Venkateswar Rao Nellutla as an Independent Director in the interest of the Company and recommends the Special Resolution(s) set out at Item No. 5 of the Notice, for approval by the Members of the Company.

Additional information on Directors recommended for appointment as required under Listing Regulations and applicable Secretarial Standards:

Particulars	Details
Name	Mr. Venkateswar Rao Nellutla

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DIN	09261084
Date of Birth	10/11/1963
Age	60 Years
Date of first appointment on Board	January 23, 2023
Qualification	<ul style="list-style-type: none"> • Post-Graduate in Business Management with Marketing and Finance Stream • Graduate in Science Stream, Certified on Financial Modules (London, U.K.) • Management Development Sector at IAS Academy of LBSNAA (Mussoorie). • Independent Director Member in Indian Institute of Corporate Affairs.
Brief Profile / Resume of Director	<p>Mr. Venkateswar Rao Nellutla (DIN: 09261084), aged 60 years hold master degree in business management with Marketing and Finance Stream.</p> <p>He has held the positions in Senior Management in various Corporates over the years and thus he possesses vast and diverse experience in the Corporate Sector.</p> <p>He also has an experience of successfully listing the IPO of various companies on BSE and NSE and, Luxembourg Stock Exchange as well.</p> <p>He has subject matter expertise on a variety of strategic planning efforts as Director, mentored executive managers on customer-driven strategic planning and coordinated the employee engagement survey</p>
Nature of expertise in specific functional area / skills and capabilities	Expert in the field of Operations Management, Strategic Planning, Business Planning, Staff Management-RMG, and possesses skills in Relationship Building & Management, Business Development, Financial Management and Process Improvement.
Directorships in other Companies	FOURTH GENERATION INFORMATION SYSTEMS LIMITED

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Memberships of Committees in other Companies	Nil
Number of Board meetings of the Company attended during FY 2022-23	Nil
Listed entities from which proposed appointee has resigned as Director in past 3 years	1 (One) he has resigned from HEADS UP VENTURES LIMITED with effect from 28/11/2022.
No. of Shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	Mr. Venkateswar Rao Nellutla (DIN: 09261084), is not related to any promoter or Directors of the Company as on date.

By order of the Board of Directors

Sd/-
 Abhishek Jain
 Company Secretary & Compliance Officer

Membership No: A62027

Place : Hyderabad

Date : January 23, 2023

Regd. Office:

STAMPEDE CAPITAL LIMITED

CIN : L67120TG1995PLC020170

Tel : +91-40-69086900/84

E-mail : cs@stampedecap.com

Website : www.stampedecap.com

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

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Annexure-A
Shareholding Pattern Pre and Post Preferential Allotment of the Equity Shares with Differential Voting Rights (“DVR”)

SR. NO.	CATEGORY	PRE- ISSUE		POST-ISSUE	
		NO. OF SHARES HELD	% OF SHAREHOLDING	NO. OF SHARES HELD	% OF SHAREHOLDING
A	Promoters and Promoter Group Holding				
1.	Indian				
	Individual	95,975	0.17	95,975	0.16
	Bodies Corporate	1,07,42,251	18.50	1,07,42,251	18.05
	Others	-	-	-	-
	Sub-Total	1,08,38,226	18.67	1,08,38,226	18.21
2.	Foreign	-	-	-	-
	Sub-Total (A)	1,08,38,226	18.67	1,08,38,226	18.21
B.	Non-Promoters Holding				
1.	Institutional investors				
	Mutual Fund	24250	0.004	24250	0.004
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investor	2,57,090	0.48	2,57,090	0.44
	Financial Institutions / Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Sub-Total (B)(1)	2,81,340	0.44	2,81,340	0.43

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	Non-Institutional investors				
	Directors and their relatives (excluding independent directors and nominee directors)	76,001	0.14	76,001	0.13
	Individual	3,86,13,967	66.52	3,91,88,967	65.85
	NBFCs registered with RBI	-	-	-	-
	Trusts	125	-	125	-
	Hindu Undivided Family	-	-	-	-
	Foreign Companies	-	-	-	-
	Non-Resident Indians (Non-Repatriable)	1,35,257	0.23	1,35,257	0.23
	Clearing Member	1,25,936	0.22	1,25,936	0.21
	Bodies Corporate	79,77,936	13.74	88,63,375	14.89
	Sub-Total(B) (2)	4,61,33,234	79.47	4,83,89,661	81.31
	(B)(1) + (B)(2)	4,64,14,574	79.96	4,86,71,001	81.79
	Non Promoter - Non Public				
	Grand Total	5,80,48,788	100	5,95,09,227	100

Note: The pre shareholding pattern has been considered as of Friday, January 20, 2023

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Shareholding Pattern Pre and Post Preferential Allotment of the Equity Shares with Normal Voting Rights

SR. NO.	CATEGORY	PRE- ISSUE		POST-ISSUE	
		NO. OF SHARES HELD	% OF SHAREHOLDING	NO. OF SHARES HELD	% OF SHAREHOLDING
A	Promoters and Promoter Group Holding				
1.	Indian				
	Individual	37,81,673	1.65	37,81,673	1.04
	Bodies Corporate	3,90,00,000	17.03	3,90,00,000	10.72
	Sub-Total	4,27,81,673	18.68	4,27,81,673	11.76
2.	Foreign	-	-	-	
	Sub-Total (A)	4,27,81,673	18.68	4,27,81,673	11.76
B.	Non-Promoters Holding				
1.	Institutional investors				
	Mutual Fund	97,000	0.04	97,000	0.03
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investor	10,06,140	0.44	10,06,140	0.28
	Financial Institutions / Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Sub-Total (B)(1)	10,06,140	0.48	10,06,140	0.3

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	Non-Institutional investors				
	Individual	14,79,26,817	64.6	21,60,76,817	59.42
	NBFCs registered with RBI	-	-	-	-
	Directors and their relatives (excluding independent directors and nominee directors)	3001	0.001	2,03,001	0.06
	Trusts	736	-	736	-
	Hindu Undivided Family		-	-	-
	Foreign Companies	-	-	-	-
	Non-Resident Indians (Non-Repatriable)	19,73,579	0.86	19,73,579	0.54
	Clearing Member	22,072	0.009	22,072	0.006
	Bodies Corporate	3,52,00,182	15.37	10,16,76,039	27.96
	Sub-Total(B) (2)	18,51,26,387	80.84	31,99,52,241	87.99
	(B)(1) + (B)(2)	18,61,32,527	81.28	32,09,58,381	88.26
	Non Promoter - Non Public				
	Grand Total	22,90,11,200	100	36,36,37,057	100

Note: The pre shareholding pattern has been considered as of Friday, January 20, 2023

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