

Stampede

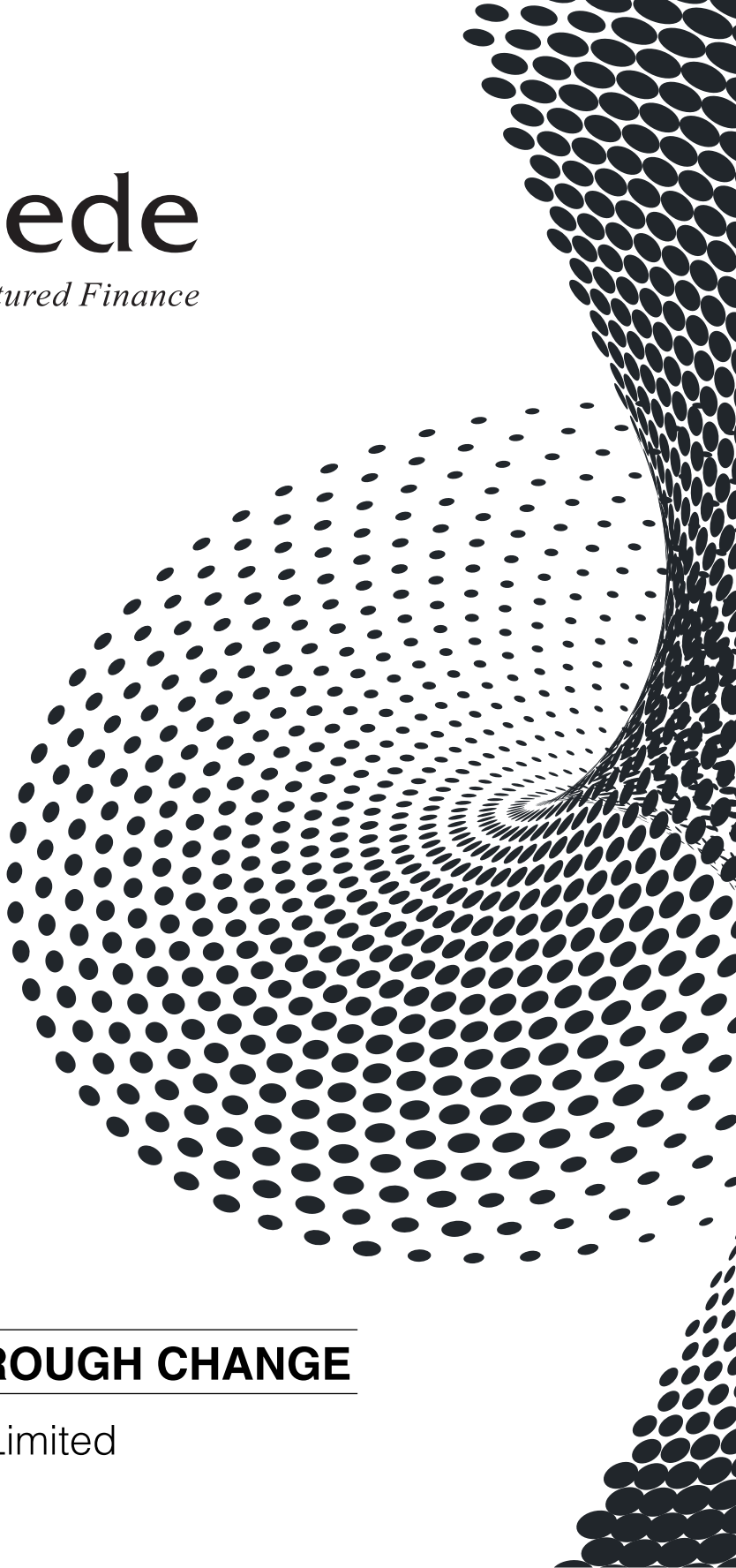
Alchemy of Structured Finance

22ND
ANNUAL
REPORT

2016-17

PROGRESS THROUGH CHANGE

Stampede Capital Limited



BOARD OF DIRECTORS

Mr. Emmanuel Dasi	WholeTime Director
Mr. Parthasarathi Prathipati	Director Finance (CFO)
Mr. Suresh Tammineedi	Additional Director (w.e.f.13.02.2017)
Mr. Yarlagadda Ramesh	Independent Director
Mr. Omesh Kumar Waghray	Independent Director
Mr. Vivek Kumar Ratakonda	Independent Director
Mr. Avinash Karingam	Independent Director
Mrs. Chukka Lakshmi	Non-Executive Woman Director (w.e.f.20.03.2017)
Mr. Kiran Koduri	Company Secretary & Compliance Officer

REGISTERED OFFICE

1st Floor, Plot No. 197,
Kavuri Hills, Gutlabegumpet Village,
Madhapur, Hyderabad-500081.
Telangana, INDIA
Tel: +91-40-23540763/64
Fax: +91-40-23540763
Web Site: www.stampedecap.com
CIN: L67120TG1995PLC020170

STATUTORY AUDITORS

M/s Sarath and Associates
Chartered Accountants
4th Floor, Maas Heights, 8-2-577/B
Road No.8, Banjara Hills,
Hyderabad - 500 018

SECRETARIAL AUDITORS

M/s Kota Srinivas & Associates
Company Secretaries
Flat No. 101, 1st Floor,
Upstairs State Bank of Mysore,
Chaitanya Chamber, Chaitanyapuri,
Hyderabad - 500036.

SHARE TRANSFER AGENT

Venture Capital And Corporate Investments
Private Limited
12-10-167, Bharat Nagar
Hyderabad - 500004, Telangana
Phone: +91-040-23818475/23818476/23868023
Email: info@vccipl.com

INTERNAL AUDITORS

M/S Gorantla & Co.,
Chartered Accountants
H.No. 6-3-664, Flat No. 101,
Prestige Rai Towers, B Block, Opp. NIMS,
Punjagutta, Hyderabad - 500 082

BANKERS

1. HDFC BANK LIMITED

6-1-73 Saeed Plaza, Lakdikapul
Hyderabad, 500018, Telangana

2. BANK OF BARODA

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

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the Members of Stampede Capital Limited (CIN: L67120TG1995PLC020170) will be held on Friday, the 29th day of September, 2017 at 10.30 A M at Moti Nagar Community Hall, Mothi Nagar Cross Roads, Borabanda, Hyderabad-500018 to transact the following business:

Ordinary Business

Item No.1: Adoption of Financial Statements

To receive, consider and adopt the audited Balance Sheet as at March 31, 2017 and the Audited Profit and Loss Account for the year ended as on that date together with the Reports of the Auditors and the Board of Directors thereon.

Item No.2: Appointment of Director

To appoint a Director in place of Mr. Parthasarathi Prathipati (DIN 00004936), who retires by rotation and being eligible offers himself for re-appointment.

Item No.3: Re-appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013 the reappointment of the statutory auditors of company M/s Sarath & Associates, Chartered Accountants (Regn. No. 005120S) Hyderabad be and are hereby ratified by the members of the company for the financial year 2017-18 at such remuneration as may be determined by the Board of Directors of the Company.”

Special Business:

Item No. 4. Appointment of Mr. Suresh Tammineedi (DIN: 00952079) as a Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution

“RESOLVED that in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the Company hereby approves the appointment and terms of remuneration of Mr. Suresh Tammineedi as an Executive Director of the Company for the period from February 13, 2017 to February 12, 2020, upon the terms and conditions set out in the Explanatory Statement annexed to the notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Suresh Tammineedi.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including

the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Item No. 5. Appointment of Mrs.Chukka Lakshmi (DIN: 07733231) as a Woman Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution

"**RESOLVED** that pursuant to the provisions of Sections 149, 152, 164 read with the rule of the Companies (Appointment and Qualifications of Directors) Rules 2014, and any other applicable provisions of the Companies Act, 2013 ("Act") and the companies (Appointment & Qualification of Directors) Rules, 2014 , Mrs.Chukka Lakshmi(DIN: 07733231), who was appointed as additional director by the Board of Directors of the company pursuant to section 161(1) of the Companies Act, 2013 and who holds office upto the conclusion date of this AGM and in respect of whom the Company has received a notice under section 161(1) of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is, hereby, appointed as the Non Executive Woman Director of the Company liable to retire by rotation."

Item No. 6: Appointment of Mr. Vivek Kumar Ratakonda (DIN: 02090966) as a Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution.

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vivek Kumar Ratakonda (DIN: 02090966) in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act , be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of 27th AGM."

Regd Office:

1st Floor, Plot No. 197,
Kavuri Hills, Gutlabegumpet Village,
Madhapur, Hyderabad-500081

Telangana, INDIA
Date: 28-08-2017

**By Order of the Board
For Stampede Capital Limited**

KIRAN KODURI
Company Secretary

NOTES

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
 2. **PROXIES**
 - a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES (WHETHER MEMBER OR NOT) TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
 - b. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
 - c. Members' voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
 - d. This notice ("**AGM Notice**") is being sent to all the members, whose names appear in the Register of Members as on 1st September, 2017.
 - e. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
 - f. Members desirous of asking any questions at the General Meeting are requested to send their questions so as to reach the Registered Office of the Company at least Seven (7) days before the General Meeting so that the same can be suitably replied to.
 - g. Members/ Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
 - h. Proxy forms in order to be effective, must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the meeting.
 - i. Pursuant to Section 103 of the Companies Act, 2013 at least Thirty (30) members should be personally present to form quorum for a meeting of the Company.
 - j. Members who have registered their e-mail Id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail and others are sent by the permitted mode. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
 - k. Documents specifically stated in the explanatory statement are open for inspection at the Registered office of the Company between 10:00 a.m. to 01:00 p.m. on all working days (except Saturdays, Sundays and public holidays) up to the date of AGM.
-

- I. The Company has notified closure of Register of Members and Share Transfer Books from 25th September, 2017 to 29th September, 2017 (both days inclusive).
- m. The business as set out in this AGM Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The members who wish to vote physically in the meeting (instead of e-voting) can do the same by voting in the meeting dated 29th September, 2017.
- n. The voting through an electronic means will commence on 26th September, 2017 at 09.00 a.m. and will end on 28th September, 2017 at 05.00 p.m. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- o. The Company has appointed M/s. Gorantla & Co., Chartered Accountants (FRN:016943S) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- p. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on 26th September, 2017 at 09.00 a.m. and ends on 28th September, 2017 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-of- date (record date) of 23rd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company lease enter the member id I folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on “SUBMIT” tab

- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired.

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page. (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- q. Kindly note that the members can opt only one mode of voting i.e. either by physical voting or e-voting . If you are opting for e-voting, then you are not eligible for physical voting. However, once the vote on resolution is cast by any shareholder by e-voting, he shall not be allowed to change it subsequently at the physical meeting.

- r. The Scrutinizer will submit his/her report addressed to the Chairman within a period not exceeding three working days from the date of conclusion of e-voting period. The result of the voting on Resolutions at the meeting shall be announced by the Chairman on 30th September, 2017. The results declared along with the Scrutinizer's report, will be posted on the Company's website and on CDSL's website and stock exchanges on 30th September, 2017.

Regd. Office:

1st Floor, Plot No. 197,
Kavuri Hills, Gutlabegumpet Village,
Madhapur, Hyderabad-500081
Telangana, INDIA

Date: 28-08-2017

By Order of the Board

For Stampede Capital Limited

KIRAN KODURI

Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4:

Mr. Suresh Tammineedi, aged 47 years, is an Additional Director of the Company. He holds a DME from State Board of Technical Education, karnataka. He has over 10 years of experience in Online Advertising Industry.

A. Tenure of Appointment:

The appointment is for a period of 3 (Three) years with effect from February13, 2017 to February 12, 2020

B. Nature of Duties

The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board and exercise such powers as may be assigned to him, subject to the Superintendence, Control and Directions of the Board in connection with and in the best interests of the Business of the Company and the business of any one or more of its Associate Companies and/or Subsidiaries including performing duties as assigned by the Board from time to time by serving on the Boards of such Associate Companies/ Subsidiaries or any other Executive Body or a Committee of such Companies.

C. Remuneration:

The Executive Director shall be entitled to a remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013 ("the Act")

1. Remuneration: (a) Basic Salary upto a Maximum of Rs.1,00,000 per Month, with authority to the Board or a Committee thereof to fix his Basic Salary within the said Maximum amount; (b) Commission and/or Incentive Remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.
2. Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any Financial Year during the currency of the tenure of Executive Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration as specified above within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.

In compliance with the applicable provisions of the Companies Act, 2013, read with Schedule V of the Act, the terms and conditions of the appointment of Mr. Suresh Tammineedi as specified above, are now placed before the members for their approval.

Other than Mr. Suresh Tammineedi, none of the Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the Resolution at Item No. 4 of the Notice.

The Board commends the Special Business set out at Item No,4 of the Notice for approval by the shareholders.

Item No.5:

Mrs. Chukka Lakshmi (DIN: 07733231) was appointed as an Additional Woman Director of the Company with effect from March 20, 2017 by the Board of Directors. In terms of Section 161(1)

of the Companies Act, 2013, Mrs. Chukka Lakshmi holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director.

Mrs. Chukka Lakshmi has given a declaration to the Board that she meets the criteria for the appointment as a woman director as per the provisions of the Companies Act, 2013.

Mrs. Chukka Lakshmi aged 44 years has a lot of business experience in the various fields. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Mrs. Chukka Lakshmi as a Non executive Woman Director.

A statement containing her profile is given as per Annexure 1.

Except Mrs. Chukka Lakshmi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5

Item No.6

Mr. Vivek Kumar Ratakonda (DIN: 02090966), who holds office upto the date of this Annual General Meeting ('AGM') but is eligible for the appointment as a Director. The Company has received a Notice in writing along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013.

Mr. Vivek Kumar Ratakonda (DIN: 02090966) has submitted a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act.

R. Vivek Kumar is a fellow member of the Institute of Chartered Accountants of India having nearly three decades of experience in the profession of Chartered Accountants. He has a rich blend of consulting and industry experience. His experience inter alia includes advising on transaction structuring including mergers, acquisitions, divestitures, corporate restructuring, capital restructuring, foreign investment consulting, contract structuring and negotiations. He has held leadership roles and has been in the forefront in articulating group philosophy and values and believes in a team building approach.

Except Mr. Vivek Kumar Ratakonda, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise, in resolution set out at Item No. 6.

A statement containing his profile is given as per Annexure 1.

Regd Office:

1st Floor, Plot No. 197,
Kavuri Hills, Gutlabegumpet Village,
Madhapur, Hyderabad-500081

Telangana, INDIA

Date: 28-8-2017

**By Order of the Board
For Stampede Capital Limited**

KIRAN KODURI
Company Secretary

EXPLANATORY STATEMENTAS PER SEBI LODR Regulations

Name of the Director	Mrs. Chukka Lakshmi
DIN	07733231
Date of Birth	18-10-1973
Type of appointment	Director liable to retire by rotation
Date of Appointment/ Re-appointment	20-03-2017
Areas of Specialization	Business Experience
Qualifications	Under Graduate
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	Nil
Chairman/member of the Committee of the Board of Directors of this Company	Nil
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	NA
Justification for appointment	Her business expertise to be used for the overall business development of the Company

Name of the Director	Mr. Suresh Tammineedi
DIN	00952079
Date of Birth	18-02-1970
Type of appointment	Director liable to retire by rotation
Date of Appointment/ Re-appointment	13/02/2017
Areas of Specialization	Online Advertising, MIS & Risk Management
Qualifications	DME
No. of Shares Held in the Company	25,000
List of Directorship held in outside Public Limited Companies	1
Chairman/member of the Committee of the Board of Directors of this Company	Nil
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	NA
Justification for appointment	Expertise in company's Business model

Name of the Director	Mr. Vivek Kumar Ratakonda
DIN	02090966
Date of Birth	14.05.1962
Type of appointment	Independent Director
Areas of Specialization	Consulting and industry experience
Qualifications	Chartered Accountant
No. of Shares Held in the Company	681038
List of Directorship held in outside Public Limited Companies	SRIJA HOTELS & PROPERTIES PRIVATE LIMITED
Chairman/member of the Committee of the Board of Directors of this Company	Audit Committee
Chairman/member of the Committee of the Board of Directors of other Companies	1
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Fellow member of the Institute of Chartered Accountants of India having nearly three decades of experience in the profession of Chartered Accountants. He has held leadership roles and has been in the forefront in articulating group philosophy and values and believes in a team building approach.

Attention of the Members:

- Members are requested to send intimations of any changes in their addresses, applications for demat of shares, applications for transfer of shares and any related correspondence to the Company's share transfer agents M/s **Venture Capital And Corporate Investments Private Limited**, 12-10-167, Bharat Nagar, Hyderabad, 500018, Telangana Ph: 040-23818475/23818476/23868023 Email: info@vccipl.com

Sending notices and documents to shareholders through email:

- As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company M/s **Venture Capital And Corporate Investments Private Limited** at their postal / email address given above. Please give the details in the attached format for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.

DIRECTORS' REPORT

**TO
THE MEMBERS OF STAMPEDE CAPITAL LIMITED**

Your Directors have pleasure in presenting the Twenty Second Annual Report together with the Audited Accounts for the year ended 31st March, 2017

1. FINANCIAL HIGHLIGHTS:

Particulars	For the Year ended 31st March, 2017	For the year ended 31st March, 2016
Revenue		
Revenue from Trading	3,854,692,443	1,951,372,279
Other income	2,175,349	3,008,735
Total Revenue	3,856,867,792	1,954,381,014
Expenses		
Cost of Operations	2,746,599,534	1,085,135,003
Employee benefits expense	30,899,684	22,418,119
Finance Cost	34,130	61,042
Depreciation and amortization expense	281,265,567	154,549,561
Other expenses	155,508,458	25,131,658
Total Expenses	3,214,307,373	1,287,295,383
Profit / (loss) before extraordinary items and tax	642,560,419	667,085,631
Extraordinary Item	-	-
Profit / (loss) before tax	642,560,419	667,085,631
Tax expense:-		
- Current tax	31,14,579	1,962,607
- MAT Credit	(14,07,822)	(866,70)
- Deferred tax charge/(credit)	16,14,56,636	2,441,731
Profit / (Loss) for the year before Minority Interest	47,93,97,026	663,548,002
Less: Minority Interest	14,73,65,959	-
Net Profit / (Loss) for the year	33,20,31,067	663,548,002
Earnings per equity share Basic / Diluted	1.38	2.91

REVIEW OF OPERATIONS:

For the financial year ended March 31, 2017, your Company had reported consolidated total income of Rs. 38568.67 Lakhs as against Rs. 19543.81 Lakhs during the previous financial year. The company recorded a net profit of Rs.6425.60 lakhs as against net profit of Rs. 6670.85 lakhs during the previous financial year.

The Directors are pleased to announce that the Singapore 100% step down subsidiary of the company Stampede Technologies Pte. Ltd. has acquired Longfin Limited, St. Vincent.

SHARE CAPITAL:

The paid up Equity Share Capital as on March 31, 2017 was Rs.2,862.64 Lakhs as against previous year Paid up Equity share Capital of Rs.2281.36. During the year company has allotted 572.53 Lakhs DVR Bonus Shares to all the members of the company as on 11th January, 2017.

DIVIDEND:

During the year under review the company has not declared any dividend.

BORROWINGS:

The company has not borrowed any amounts during the year and it has no outstanding loans for the year ended March 31st, 2017.

DIRECTORS:

In accordance with Section 149, 150, 152 & other applicable provisions if any of the Companies Act, 2013 Mr. Prathipati Parthasarathi, Director of the company retires by rotation at the ensuing Annual General Meeting and being eligible to offer himself for re-appointment. Mr. T. Suresh has been appointed as an Executive Director of the Company effective from 13th February, 2017. Mrs. Chukka Lakshmi has been appointed as Non executive Woman director of the Company effective from 20th March, 2017.

AUDITORS:

Statutory Auditors:

The Statutory Auditors, M/s Sarath and Associates, Chartered Accountants, have been appointed as statutory auditors of the company at the last Annual General Meeting held on 11-8-2014 for a period of Four years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing Annual General Meeting.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Kota Srinivas and Associates, Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure 1'.

Internal Auditors

M/s Gorantla & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

PUBLIC DEPOSITS:

The Company has not accepted any deposits within the meaning of Companies Act, 2013 and the rules framed there under.

VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation of 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been

established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.stampededcap.com

PREVENTION OF INSIDER TRADING:

The company has adopted a code of conduct for prevention of Insider Trading with a view to regulate trading in securities by the directors, KMP s and designated employees of the company. The code requires pre-clearance for dealing in the company's securities and prohibits the dealing in securities of the company while in possession of unpublished price sensitive information in relation to the company. The Board and the designated employees have confirmed compliance with the code.

RELATED PARTY TRANSACTIONS:

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013. However, there were material related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-a-vis the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

PARTICULARS OF EMPLOYEES:

None of the employees are in receipt of the remuneration as set out under Companies Act 2013 read with Rules made there under and as such the statement as required under the Companies Act, 2013 is not applicable.

SUBSIDIARIES

Subsidiary Companies As per the provisions of Section 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the subsidiary Company is prepared in Form AOC-1 and same is enclosed to this Report.

Your Company has one wholly owned Indian subsidiary namely Stampede Enterprises India Private Limited (formerly Stampede Cloud Services Private Limited), and one wholly owned Foreign Subsidiary in Singapore namely Stampede Tradex Pte. Ltd., (Formerly Stampede Financials Pte. Ltd) Further the company has in Singapore one step down wholly owned subsidiary of Stampede Enterprises India Private Limited, namely Stampede Technologies Pte. Ltd. Which has Wholly owned subsidiary namely Longfin Limited, St. Vincent.

EMPLOYEE STOCK OPTION PLANS

Disclosures in accordance with Clause 12 of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 are provided in the Annexure 'A' forming part of this report.

LISTING OF SHARES

The shares of the company are listed on National Stock Exchange and Bombay Stock Exchange Limited (BSE). The listing fee for the year 2017-18 has already been paid to the both Exchanges.

CORPORATE GOVERNANCE:

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a report on Corporate Governance along with the Practicing Company Secretary Certificate on compliance of conditions of Corporate Governance is annexed herewith and forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

During the year 2016-17 the company earned a Net Profit of Rs.3.06 lakhs. As per the provisions of Section 135 of the Companies Act, 2013 the company constituted CSR Committee with the following Directors as members:

Mr. Parthasarathi Prathipati	- Chairperson
Mr. D.Emmanuel	- Director
Mr. R.Vivek Kumar	- Director

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance to the provisions of Section 134(3)(c) of the Companies Act, 2013 your Directors confirm the following:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

The particulars as required under section 134(3) (m) of the Companies Act 2013 read with Rules made there under if any are as under:

Conservation of Energy: The Company uses electric energy for its operations such as air conditioner, computer terminals, lighting and utilities in the work premises. All possible measures have been taken to conserve the energy.

Research and Development: Your Company has a modern R&D facility with a state-of-the-art Technology centre working on various R&D projects.

Technology absorption, Adaptation and Innovation: Your Company continues to use state-of-art technology for improving the productivity and quality of its products and services. To create adequate infrastructure, the company continues to invest in the latest hardware and software.

Foreign Exchange Earnings and Outgo (in Rupees)

Particulars	As at March 31, 2017	As at March 31, 2016
Foreign Exchange Earnings	30,14,01,639	3,59,90,954
Foreign Exchange outgo	Nil	Nil

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure 2".

ACKNOWLEDGEMENTS:

Your Directors thank all the members, banks and regulatory and governmental authorities for their continued support. We take this opportunity to place on record our sincere thanks to our Bankers, State and Central Government agencies for their timely support, co-operation and valuable guidance.

Regd Office:

1st Floor, Plot No. 197,
Kavuri Hills, Gutlabegumpet Village,
Madhapur, Hyderabad-500081

Telangana, INDIA

Date: 28-08-2017

**for and on behalf of the Board
For Stampede Capital Limited**

P. Partha Sarthi
Executive Director & CFO

ANNEXURE-A

AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/
associate companies/joint ventures**

Part-A: Subsidiaries

Particulars				
Name of the Subsidiary	Stampede Enterprises India Private Limited (formerly Stampede Cloud Services Private Limited)	Stampede Tradex Pte. Ltd. (Formerly Stampede Financial Pte Limited)	*Stampede Technologies Pte Limited	Longfin Limited
Reporting Period for the subsidiary concerned, if different from the holding company's Reporting Period	Same as HC	Same as HC	Same as HC	Same as HC
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the the case of Foreign Subsidiaries	Indian Rupee	USD Exchange Rate : 64.8589	USD Exchange Rate : 64.8589	USD Exchange Rate : 64.8589
Share Capital	5,01,00,000	\$89,66,196	\$13,07,910	\$10,000
Reserves and Surplus	4,27,28,743	\$69,44,309	\$64,40,362	\$9,88,399
Total Assets	85,33,70,147	\$88,55,387	\$85,08,564	\$15,25,288
Total Liabilities	85,33,70,147	\$1,86,59,531	\$85,08,564	\$15,25,288
Investments	8,62,93,033	\$1,86,59,531	\$10,000	\$0
Turnover / revenue	77,25,07,971	\$3,96,60,798	\$44,95,462	\$15,12,459
Profit before taxation	81,31,933	\$66,50,877	\$18,13,607	\$9,88,421
Provision for taxation	(45,45,564)	\$17,57,620	\$5,07,930	\$0
Profit after taxation	1,26,77,497	48,93,257	\$13,05,677	\$9,88,421
Proposed dividend	Nil	Nil	Nil	Nil
% of share holding	100%	55%	100%	100%

***wholly owned subsidiary of Stampede Enterprises India Limited**

Notes:

- Names of subsidiaries which are yet to commence operations : Nil
- Name of subsidiaries which have been liquidated or sold during the year: Nil

For and on behalf of the Board

Dasi Emmanuel
WholeTime Director

P. Parthasarthi
Executive Director (CFO)

ANNEXURE-B

Disclosures in compliance with Clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended, are set below.

Sl.No.	Particulars	
a.	Options outstanding at the beginning of the year Options granted during the year	51,06,500 Nil
b.	Pricing formula	The Exercise Price of the option shall be the closing market price of the equity share preceding the date of grant of options on the Stock Exchange on which the shares of the company are listed.
c.	Options vested till 31st March, 2017	8,75,000
d.	Options exercised during the year	8,75,000
e.	Total number of equity shares arising as a result of exercise of options	8,75,000
f.	Options lapsed during the year	Nil
g.	Variation in terms of options	Nil
h.	Money realized on exercise of options	42,00,000
i.	Total number of options in force	42,31,500
j.	Employee wise options granted to: <ul style="list-style-type: none"> • Senior Management • any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year. • employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding warrants and conversions) of the company at the time of grant 	5,00,000 Nil 3,75,000
k.	Diluted earnings per share pursuant to issue of shares on exercise of option calculated in accordance with AS 20 Earnings per Share.	—
n.	Description of method and significant assumptions used to estimate the fair value of options	The fair value of the options granted has been estimated using the Black-Scholes option pricing Model. Each tranche of vesting have been considered as a separate grant for the purpose of valuation.

ANNEXURE-1

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Company (Appointment and Remuneration Personnel) Rules, 2014]

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

1st Floor, Plot No. 197, Kavuri Hills, Gutlabegumpet Village,
Madhapur, Hyderabad-500081. Telangana, INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Stampede Capital Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Stampede Capital Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Stampede Capital Limited ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - i) The Securities and Exchange Board of India (Share based Employee Benefit) Regulations, 2014
- VI. The Environment (Protection) Act, 1986
- VII. The EPF & Misc. Provisions Act, 1952;

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

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the year under review, the company has

- a. Allotted 875000 equity shares under ESOP scheme, 2011.
- b. Increased authorised share capital to Rs. 34 crores divided into Rs. 27crores of ordinary equity shares and Rs.7 Crores of Equity shares Differential Voting Rights of Rs.1/- each.
- c. Issued 57252800 Bonus Equity shares in ratio 1 Differential Voting Right (DVRs) of Rs.1/- each for 4 ordinary equity shares of Rs.1/- each.

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

For **KOTA SRINIVAS & ASSOCIATES**
Company Secretaries

CS K Srinivas
CP No. 14300
ACS No. 34206

Date: 26-08-2017
Place: Hyderabad

This report is to be read with our letter of even date which are annexed and forms an integral part of this report.

ANNEXURE-1A

To,
The Members,
Stampede Capital Limited
1st Floor, Plot No. 197, Kavuri Hills,
Gutlabegumpet Village, Madhapur, Hyderabad-500081
Telangana, INDIA

Our report of even date is to be read along with this letter.

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

For **KOTA SRINIVAS & ASSOCIATES**
Company Secretaries

Date: 26-08-2017
Place: Hyderabad

CS K Srinivas
CP No. 14300
ACS No. 34206

**EXTRACT OF ANNUAL RETURN
FORM MGT - 9**

ANNEXURE - 2

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

Financial Year ended on 31.03.2017

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN :	L67120TG1995PLC020170
(ii)	Registration Date :	28-04-1995
(iii)	Name of the Company:	STAMPEDE CAPITAL LIMITED
(iv)	Category / Sub-Category of the Company:	STOCK BROKING
(v)	Address of the Registered office and contact details:	1st Floor, Plot No. 197, Kavuri Hills, Gutlabegumpet Village, Madhapur, Telangana, INDIA Hyderabad – 500034 T: 040-23540764/65 F: 040-23540763
(vi)	Whether listed company :	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Venture Capital And Corporate Investments Private Limited.12-10-167, Bharat Nagar, Hyderabad, 500018, Ph : +91 040 23818475/23818476/23868023 Email : info@vccipl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

S.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Stock Broking	6612	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S.No	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Stampede Enterprises India Private Limited	U72200TG2011PTC078172	Subsidiary	100	2(87)(ii)
2	Stampede Tradex Pte. Ltd. (Formerly Stampede Financials Pte. Ltd.)	Foreign Wholly Owned Subsidiary	Subsidiary	55	2(87)(ii)
3	Stampede Technologies Pte Ltd	Foreign Wholly Owned Subsidiary	Subsidiary	100	2(87)(ii)
4	Longfin Limited St. Vincent	Foreign Wholly Owned Subsidiary	Subsidiary	100	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year(01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
(a) Individual/HUF	104946704	—	104946704	46.00	57081890	—	57081890	24.93	-21.07
(b) Central Govt	—	—	—	—	—	—	—	—	—
(c) State Govt (s)	—	—	—	—	—	—	—	—	—
(d) Bodies Corp.	11228535	—	11228535	25.69	11228535	—	11228535	25.69	—
(e) Banks / FI	—	—	—	—	—	—	—	—	—
(f) Any Other	—	—	—	—	—	—	—	—	—
Sub-Total (A) (1)	104946704	—	104946704	46.00	57081890	—	57081890	24.93	-21.07
(1) Foreign									
(a) NRIs - Individuals	—	—	—	—	—	—	—	—	—
(b) Other - Individuals	—	—	—	—	—	—	—	—	—
(c) Bodies Corp.	—	—	—	—	—	—	—	—	—
(d) Banks / FI	—	—	—	—	—	—	—	—	—
(e) Any Other....	—	—	—	—	—	—	—	—	—
Sub-Total (A) (2)	—	—	—	—	—	—	—	—	—
Total Shareholding of Promoter(A) = (A) (1) + (A) (2)	104946704	—	104946704	46.00	57081890	—	57081890	24.93	-21.07
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds	—	97000	97000	0.04	—	97000	97000	0.04	0
(b) Banks/FI	—	—	—	—	2261249	—	2261249	0.99	0.99
(c) Central Govt	—	—	—	—	—	—	—	—	—
(d) State Govt (s)	—	—	—	—	—	—	—	—	—
(e) Venture Capital funds	—	—	—	—	—	—	—	—	—
(f) Insurance Companies	—	—	—	—	—	—	—	—	—
(g) FIs	6400000	—	6400000	2.81	6049000	—	6049000	2.64	-0.17
(h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
(i) Others (Specify)	—	—	—	—	—	—	—	—	—
Sub-Total (B)(1)	6400000	97000	6497000	2.85	8310249	97000	8407249	3.67	0.82

Category of Shareholders	No. of Shares held at the beginning of the year(01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non- Institutions									
(a) Bodies Corp									
i. Indian	29780483	23000	29803483	13.07	64380883	23000	64403883	28.12	15.05
ii. Overseas-FPI- Corporate	22594000	—	22594000	9.90	15901976	—	15901976	6.94	-2.96
(b) Individuals									
i. Individual shareholders holding nominal share capital up to ` 2 lakhs	5177649	468060	5645709	2.47	26883911	448060	27331971	11.93	9.46
ii. Individual shareholders holding nominal share capital in excess of ` 1 lakh	50271160	66000	50337160	22.06	26607063	-	26607063	11.62	-10.44
(C) Others (Specify)									
Non Resident Individuals	1929090	—	1929090	0.85	1364569	—	1364569	0.6	-0.25
Trusts	116135436	557060	116692496	51.15	20000	—	20000	0.01	-51.14
Custodians/ Clearing Member/ Any	6383054	—	6383054	2.80	27892599	—	27892599	12.18	9.38
Sub-Total (B)(2)	116135436	557060	116692496	51.15	1630510011	471060	163522061	71.40	20.25
Total Shareholding of (B)=(B)(1)+(B)(2)	122535436	654060	123189496	54	171361250	568060	171929310	75.07	21.07
C. Shares held by custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—
Grand Total(A+B+C)	227482140	654060	228136200	100.00	228443140	568060	229011200	100.00	0.00

(ii) Shareholding of Promoters:

S. No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)			% of Change during the Year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged encumbered to total shares	
1	Venkat Srinivas Meenavalli	603210	0.26	0.00	603210	0.26	0.00	0.00
2	M.Usha Rani	104343494	45.74	0.00	56478680	24.67	17.52	-21.07

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sale by Usha Rani on 08-04-2016	500000	0.22	103843494	45.52
2	Sale on 12-04-2016	450000	0.20	103393494	45.32
3	Sale on 02-05-2016	800000	0.35	102593494	44.97
4	Sale on 06-05-2016	500000	0.22	102093494	44.75
5	Sale on 10-05-2016	300000	0.13	101793494	44.62
6	Sale on 22-06-2016	960000	0.42	100833494	44.20
7	Sale on 28-06-2016	693310	0.30	100140184	43.90
8	Sale on 01-07-2016	550000	0.24	99590184	43.66
9	Sale on 12-07-2016	400000	0.17	99190184	43.49
10	Sale on 13-07-2016	425000	0.19	98765184	43.30
11	Sale on 15-07-2016	260491	0.11	98504693	43.19
12	Sale on 21-07-2016	275000	0.12	98229693	43.07
13	Sale on 22-07-2016	300000	0.13	97929693	42.94
14	Sale on 25-07-2016	250000	0.11	97679693	42.83
15	Sale on 26-07-2016	300000	0.13	97379693	42.70
16	Sale on 22-01-2017	2100000	0.92	95279693	41.78
17	Sale on 23-01-2017	1625000	0.71	93654693	41.07
18	Sale on 25-01-2017	2343617	1.02	91311076	40.05
19	Sale on 27-01-2017	2240000	0.98	89071076	39.07
20	Sale on 30-01-2017	600000	0.26	88471076	38.81
21	Sale on 31-01-2017	1000000	0.44	87471076	38.37
22	Sale on 01-02-2017	700000	0.31	86771076	38.06
23	Sale on 02-02-2017	2500000	1.09	84271076	36.97
24	Sale on 03-02-2017	1357779	0.59	82913297	36.38
25	Sale on 16-02-2017	1000000	0.35	81913297	36.03
26	Sale on 17-02-2017	2997000	1.05	78916297	34.98
27	Sale on 20-02-2017	400000	0.14	78516297	34.84
28	Sale on 22-02-2017	1960899	0.68	76555398	34.16
29	Sale on 23-02-2017	509101	0.18	76046297	33.98
30	Sale on 28-02-2017	395432	0.14	75650865	33.84
31	Sale on 01-03-2017	1176570	0.41	74474295	33.43
32	Sale on 02-03-2017	2514840	0.88	71959455	32.55
33	Sale on 03-03-2017	812747	0.28	71146708	32.27
34	Sale on 06-03-2017	400000	0.14	70746708	32.13
35	Sale on 14-03-2017	1268028	0.44	69478680	31.69
	At the end of the year	-	-	69478680	31.69

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2016)		Cumulative Shareholding during the year (at the end of the year 31-03-2017)	
		No. of shares	of total % shares of the company	No. of shares	% of total shares of the company
1.	SILVER STALLION LIMITED	21594000	9.47	14901976	6.51
2.	ARCADIA SHARE&STOCK BROKERS PVT LTD-CDSL	1539812	0.67	11579311	5.06
3.	AMITABH HARIVANSH RAI BACHCHAN	7462930	3.27	6836313	2.99
4.	RESONANCE OPPORTUNITIES FUND	6390000	2.8	6039000	2.64
5.	ARINDAM SEKHAR GARMENTS MARKETING PRIVATE LIMITED	4625000	2.03	4925000	2.15
6.	SMC GLOBAL SECURITIES LTD	994633	0.44	3671880	1.60
7.	IL And FS Securities Services Limited	0	0	2287082	1.00
8.	BHUMIKA CONSULTANCY PVT LTD	0	0	2107576	0.92
9.	INDIA INFOLINE LIMITED	1350	0	2060955	0.90
10.	AXIS BANK LIMITED	0	0	2032390	0.89

(v) Shareholding of Directors and Key Managerial Personnel:

S.No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	of total % shares of the company	No. of shares	% of total shares of the company
1	Emmanuel Dasi - WholeTime Director				
	At the beginning of the year	445200	0.20	445200	0.20
	Increase/decrease in Directors shareholding during the year	47452	0.02	-	-
	At the end of the year	397748	0.18	397748	0.18
2	Suresh Tammineedi - Additional Director (w.e.f. 13.02.17)				
	At the beginning of the year	520	0	520	
	Increase/decrease in Directors shareholding during the year	24480	0.01	-	-
	At the end of the year	25000	0.01	25000	0.01
3	Rathakonda Vivek Kumar - Independent Director				
	At the beginning of the year	805750	0.35	805750	0.35
	Increase/decrease in Directors shareholding during the year	124682	0.05	-	-
	At the end of the year	681068	0.30	681068	0.30
4	Prathipati Partha Sarthi – Executive Director & CFO				
	At the beginning of the year	1500	0	1500	0
	Increase/decrease in Directors shareholding during the year	0	0	0	0
	At the end of the year	1500	0	1500	0
5	Avinash Karingam - Independent Director (w.e.f. 25-3-2014)				
	At the beginning of the year	400	0.00	400	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	400	0.00	400	0.00
6	Chukka Lakshmi - Woman Director (w.e.f. 20-03-2017)				
	At the beginning of the year	0	0.00	0	0
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0
	At the end of the year	0	0.00	0	0.00
7	YARLAGADDA RAMESH- Independent Director (w.e.f. 01-09-2016)				
	At the beginning of the year	0	0.00	0	0
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0
	At the end of the year	0	0.00	0	0.00

S.No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	of total % shares of the company	No. of shares	% of total shares of the company
8	OMESH KUMAR WAGHRAY- Independent Director (w.e.f. 01-09-2016)				
	At the beginning of the year	0	0.00	0	0
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0
	At the end of the year	0	0.00	0	0.00
8	K. Kiran - Company Secretary (w.e.f. 27-05-2016)				
	At the beginning of the year	0	0.00	0	0
	Increase/decrease in Directors shareholding during the year	100	0.00	100	0
	At the end of the year	100	0.00	100	0.00

V. INDEBTEDNESS:

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	—	115,25,036	—	115,25,036
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	115,25,036	—	115,25,036
Change in Indebtedness during the financial year	—	864,33,056	—	864,33,056
Addition	—	111,59,056	—	111,59,056
*Reduction	—	—	—	—
Net Change	—	75,274,000	—	75,274,000
Indebtedness at the end of the financial year				
i) Principal Amount	—	86,799,036	—	86,799,036
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	86,799,036	—	86,799,036

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Lakhs)

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager			Total Amount
		Dasi Emmanuel	P.Partasarathi	Suresh T	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	4.95	1.84	6.79
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission - as % of profit - others, specify...	—	—	—	—
5	Others, please specify Provident Fund Contribution	—	—	—	—
	Total (A)	—	4.95	1.84	6.79
	Ceiling as per the Act	42 Lakhs	42 Lakhs	42 Lakhs	42 Lakhs

B. Remuneration to other Directors: (Amount in Lakhs)

S.No	Particulars of Remuneration	Name of Directors					Total Amount
		RVK	Y.R.	A.K	Omesh Kumar	C.L.	
1.	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	—	—	—	—	—	—
	Total (1)	—	—	—	—	—	—
2.	Other Non-Executive Directors						
	• Fee for attending board / committee meetings • Commission • Others, please specify	—	—	—	—	—	—
	Total (2)	—	—	—	—	—	—
	Total (B) = (1)+(2)	—	—	—	—	—	—

**C. Remuneration to other Directors key managerial personnel other than MD/MANAGER/
WTD:** (Amount ` in Lakhs)

S.No.	Particulars of Remuneration	Name of the Key Managerial Personnel	Total Amount (Rs)
		K. Kiran	
1	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 c) Profits in lieu of salary under section 17 (3) Income Tax Act, 1961	4.20	4.20
2	Sweat Equity	---	---
3	Stock Options	---	---
4	Commission • As % of profit • Others , specify	---	---
5	Others, Please specify	---	---
	TOTAL	4.20	4.20

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type Act	Section of the Companies	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any(give Details)
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
C. OTHER OFFICERS IN DEFAULT					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The concept of Corporate Governance hinges on total transparency, integrity and accountability of the management team. Your Company has been following the Corporate Governance practices like striking out reasonable balance in the composition of Board of Directors, setting up Audit Committee and other business committees, adequate disclosures and business to be deliberated by the Board etc. Your Company is committed to follow good Corporate Governance practices and improve upon them year after year.

2. BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors with not less than Fifty percent of the Board of Directors comprising of Non-Executive Directors. The Company has Executive Chairman and 50% of the Board consisting of Independent and Non-Executive Directors.

a) Composition and Category of Board of Directors

Category	No. of Directors	% of Total Board
Promoter and Non-Executive Director	00	0%
Whole Time Executive Directors	03	37.5%
Non-Executive and Independent Director	04	50%
Non-Executive and Non-Independent Director	01	12.5%
Total	08	100%

b) Attendance of each Director at the Board Meetings held during year 2016-17 and at the Last Annual General Meeting;

Sl. No.	Name and Designation of the Director	Board Meetings held during the year	Board Meetings Attended during the year	Attendance at LastAGM
1.	Mr. Suresh T	10	2	No
2.	Mr. Dasi Emmanuel	10	10	Yes
3.	Mr. Avinash Karingam	10	10	Yes
4.	Mr. Vivek Kumar Ratakonda	10	10	Yes
5.	Mr. Yarlagadda Ramesh	10	6	Yes
6.	Mr. Omesh Kumar Waghray	10	6	Yes
7.	Mr. Parthasarathi Prathipati	10	10	Yes
8.	Mrs. Chukka Lakshmi	10	1	No

c) Number of other Boards or Board Committees in which Directors are Member or Chairperson.

Name of the Director	Board@		Committee	
	Chairman	Director	Chairman	Member
Mr. Suresh T	Nil	6	Nil	6
Mr. Dasi Emmanuel	Nil	1	Nil	1
Mr. Vivek Kumar Ratakonda	Nil	2	2	3
Mr. Parthasarathi Prathipati	3	6	3	3
Mr. Avinash Karingam	Nil	1	1	2
Mr. Yarlagadda Ramesh	Nil	2	Nil	3
Mr. Omesh Kumar Waghray	Nil	1	Nil	3
Mrs. Chukka Lakshmi	Nil	Nil	Nil	Nil

@Directorships in Foreign Companies, if any, are excluded

d) Number of Board meetings held, dates on which held

The Board of Directors met 10 (Ten) times during the year 2016-17 on 27.05.2016, 27.06.2016, 12.08.2016, 01.09.2016, 21.10.2016, 15.11.2016, 13.01.2017, 13.02.2017, 20.02.2017 and 20.03.2017

3. AUDIT COMMITTEE

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the provisions of Regulation 18 of SEBI (LODR) Regulations. The Audit Committee consists of Independent Directors and provides assistance to the Board of Directors in fulfilling its overall responsibilities. The Company Secretary of the Company act as Secretary of the Committee

i. Brief description of terms of reference;

The terms of reference of the Audit Committee are in conformity with the provisions of Regulation 18 of SEBI (LODR) Regulations which inter alia, including the following:

- Overseeing of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing the adequacy of internal audit functions.
- Reviewing the quarterly and annual financial statements before submission to the Board.
- Reviewing the adequacy of internal control and their compliance thereof.
- Reviewing the company's financial and risk management policies.

ii. Composition, name of members and Chairperson

The composition of Audit Committee is as follows:

- Mr Vivek Kumar Ratakonda - Chairman
- Mr Omesh Kumar Waghray - Member
- Mr. Avinash Karingam - Member

iii. Audit Committee Meetings during the year

During the Financial Year 2016-17, the Audit Committee met 4 (Four) times on the following dates: 27th May 2016, 12th August 2016, 15th November 2016 and 13th February 2017.

4. REMUNERATION AND COMPENSATION COMMITTEE

The composition of Nomination and Remuneration Committee is as follows:

1. Mr. Vivek Kumar Ratakonda Chairman
2. Mr. Omesh Kumar Waghay Member
3. Mr. Avinash Karingam Member

(a) Brief description of terms of reference

The terms of reference of the Compensation Committee, *interalia* include determination of compensation package of Executive Directors and Senior Management of the Company and to frame policies and procedures for Employee Stock Option plans approved by the members of the company

(b) Remuneration policy

The Company has a credible and transparent policy in determining and accounting for the remuneration of the Executive/ Non executive Directors. Their remuneration is determined in accordance with the experience and nature of responsibilities as well as industry standards. The same is subject to the approval of the Remuneration Committee of the Board of Directors and the members.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The composition of Stakeholders/Investors Grievance Committee is as follows:

- | | |
|--------------------------|----------|
| 1. Mr. Avinash Karingam | Chairman |
| 2. Mr Dasi Emmanuel | Member |
| 3. Mr Omesh Kumar Waghay | Member |

The Stakeholders Relationship Committee focuses on shareholders' grievances and strengthening of investor relations. The functions of the committee include the redressal of shareholders/investor complaints/grievances pertaining to transfers/ transmissions of shares, dividend, and dematerialization of shares, replacement of lost/stolen/mutilated share certificates and other related issues.

There are no complaints pending as on the date of this report.

The details of investor's complaints received and resolved during the financial year 2016-17 is as under.

No. of Investor's Complaints received during the financial year 2016-17	No. of Investor's Complaints resolved during the financial year 2016-17	Investor Complaints pending at the end of financial year 2016-17
4	4	Nil

6. GENERAL BODY MEETING

Details date, time and venue of the last three Annual General Meetings of the Company

<i>Financial year ended</i>	<i>Date</i>	<i>Venue</i>	<i>Time</i>
March 31, 2016	29.09.2016	Kalinga Cultural Trust, Plot No.1269, Road No.12, BanjaraHills, Hyderabad-500034	10.30 A.M
March 31, 2015	28.09.2015	Kalinga Cultural Trust, Plot No.1269, Road No.12, BanjaraHills, Hyderabad-500034	10.30 A.M
March 31, 2014	11.08.2014	Kalinga Cultural Trust, Plot No.1269, Road No.12, BanjaraHills, Hyderabad-500034	10.30 A.M

The Company passed Special resolutions through postal ballot on 30th December, 2016 for DVR Bonus Shares at the ratio of 1:4. A Special Resolution was passed on 21st April, 2017, for issue of convertible share Warrants to Non-Promoter(s)/ Non-Promoter Group of the Company on preferential basis.

7. DISCLOSURES

- i. The summary of the materially significant relating party transactions is given in the Notes to the Accounts appearing in this Annual Report. However, none of the related party transactions have potential conflict with the interests of the Company at large, as all the transactions were entered into on an arms-length basis.
- ii. The Company has complied with all the requirements of the Listing Agreement of the Stock exchanges as well as regulations and guidelines of SEBI. No penalties have been levied or strictures have been passed by SEBI, Stock Exchanges or any other Statutory Authority on matters relating to capital markets, in the last three years. There were no non-compliances by the company, penalties, strictures imposed on the company by Stock Exchanges or SEBI or any statutory authority, on any matter related to Capital Market during the last three financial years.
- iii. The Company has complied with the requirements relating to Corporate Governance as mandated by Listing Agreements with the Stock Exchanges and also with the non-mandatory requirements as Remuneration Committee, Disclosures, Communication and General Information to the shareholders.

8. MEANS OF COMMUNICATION

The main source of information to the shareholders is the annual report of the Company, which includes, inter alia, Directors' Report and the Report of Board of Directors on Corporate Governance, Management Discussion and Analysis Report and the audited financial results together with the auditors report. Pursuant to Clause 51 of the Listing Agreement, all data related to quarterly financial results, shareholding pattern etc., are hosted on the Electronic Data Information Filing and Retrieval (EDIFAR) website maintained by SEBI in association with the National Informatics Centre, within the time frame prescribed in this regard. The quarterly /audited results are also published for the information of the shareholders in "The Financial Express" (English Language) and "Andhra Prabha" (Telugu Language) daily newspapers, intimation to Stock Exchanges as required under the Listing Agreements and through press releases.

9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The detail of Management Discussion and Analysis Report is enclosed to this report.

10. GENERAL SHAREHOLDERS INFORMATION:

- i. Annual General Meeting:
- Date : 29th September, 2017
Time : 10.30 A.M
Venue : Mothi Nagar Community Hall,
Borabanda, Hyderabad-500018
- ii. Financial Year : 1st April to 31st March
- iii. Date of Book Closure : 25th September, 2017 to 29th September, 2017
(Both days inclusive)
- iv. Listing on Stock Exchange : Bombay Stock Exchange Limited and National
Stock Exchange of India Limited
- v. Stock Code : 531723 (BSE) and Stampede (NSE)
- vi. Market price data : High / Low during the each month in the financial
year 2016-17 and performance in comparison
to broad based indices, BSE's SENSEX & NSE's
NIFTY etc.,

Month & Year	BSE				NSE			
	Stock (Rs)		SENEX		Stock (Rs)		NIFTY	
	High	Low	High	Low	High	Low	High	Low
Apr-16	47.50	37.00	26100.54	24523.2	-	-	7,992.00	7,516.85
May-16	50.00	43.00	26837.2	25057.93	-	-	8,213.60	7,678.35
Jun-16	47.65	36.50	27105.41	25911.33	-	-	8,308.15	7,927.05
Jul-16	45.70	35.10	28240.2	27034.147	46.65	41.75	8,674.70	8,287.55
Aug-16	43.95	38.55	28532.25	27627.97	44.00	39.00	8,819.20	8,518.15
Sep-16	42.80	29.35	29077.28	27716.78	43.00	29.00	8,968.70	8,555.20
Oct-16	39.00	29.80	28477.65	27488.3	38.95	29.70	8,806.95	8,506.15
Nov-16	36.25	21.15	28029.8	25717.93	37.50	20.95	8,669.60	7,916.40
Dec-16	30.50	22.00	26803.76	25753.74	30.75	21.00	8,274.95	7,893.80
Jan-17	29.75	21.50	27980.39	26447.06	29.50	22.55	8,672.70	8,133.80
Feb-17	25.00	20.45	29065.31	27590.1	24.75	19.45	8,982.15	8,537.50
Mar-17	23.65	18.80	29824.62	28716.21	23.50	17.60	9,218.40	8,860.10

Registrar and Transfer Agent:

M/s. Venture Capital and Corporate Investment Limited
12-10-167, Bharat Nagar Colony, Hyderabad-500 018
Phone: 91-40 23868024, Fax: 91-40 23868023
Email: info@vccilindia.com, info@vccipl.com

vii. Share Transfer System:

Share transfers are registered and returned within a period of fifteen days from the date of receipt, if the documents are in order in all respects.

viii. **Distribution of shareholding (as on 31-March-2017):**

Category	Number of Members	(%) of Total Members	Number of EquityShares	(%) of Total Shareholding
0-500	3178	45.17	649209	0.28
501-1000	1158	16.46	1031929	0.45
1001-2000	840	11.94	1422663	0.62
2001-3000	332	4.72	875930	0.38
3001-4000	187	2.66	678087	0.3
4001-5000	207	2.94	987908	0.43
5001-10000	339	4.82	2716189	1.19
10001-above	794	11.29	220649285	96.35
Total	7035	100	229011200	100

ix. **Dematerialization of shares and Liquidity:**

As on 31st March 2017, 99.75% of the paid up equity capital of the Company has been dematerialized and the trading of Equity shares in the Stock Exchanges is under compulsory dematerialization

ISIN: INE224E01010

x. **Address for correspondence:**

Company Secretary & Compliance Officer
Stampede Capital Limited
1st Floor, Plot No. 197, Kavuri Hills,
Gutlabegumpet Village, Madhapur,
Hyderabad-500081, Telangana, INDIA
Phone : 91-40 2354 0764/65
Fax : 91-40-2354 0763
e-mail : cs@stampedecap.com

CEO/CFO Certificate

I, **Emmanuel Dasi, Wholetime Director** of Stampede Capital Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
 - (a) Significant changes in internal controls over financial reporting during the year;
 - (b) Significant changes in the accounting policies during the year;
 - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

Place : Hyderabad
Date : 28-08-2017

Emmanuel Dasi
Wholetime Director

**DECLARATION ON CODE OF CONDUCT UNDER
CLAUSE 49(1)(D) BY CHAIRMAN AND**

MANAGING DIRECTOR OF THE COMPANY

I hereby declare that all the Members of the Board and Senior Management of the Company have complied with all the provisions of the Code of Conduct

For **Stampede Capital Limited**

Place: Hyderabad

Emmanuel Dasi

Date: 28-08-2017

Wholetime Director

CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF STAMPEDE CAPITAL LIMITED

We have examined the compliance of conditions of Corporate Governance by Stampede Capital Limited , for the year ended March 31, 2017, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of Investor Grievances no such Grievances are pending for a period exceeding one month against the Company as per the record maintained by the Shareholders/Investors Grievance Committee.

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

For KOTA SRINIVAS & ASSOCIATES

Company Secretaries

Place: Hyderabad

CS K Srinivas

Date: 26-08-2017

CP No. 14300

ACS No. 34206

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We are a Non-bank Liquidity Provider dedicated to **Fixed Income, Currencies** and **Commodities** (FICC) products In **Asia** and **Emerging Markets**.

Post-financial crisis, the traditional relationship between Bank and Broker has evolved. A new player, Non-Bank Liquidity Provider, starts to play an impactful role

Our Core Strengths:

- Cutting Edge Technology
- Dynamic Risk Management
- Asia Region Based and Emerging Market Knowledge
- History of Profitable Financial Performance
- World class team of Quants and Programmers

Eliminating the expensive traders, we have developed our proprietary technology which is designed to fulfill the liquidity demand on the market in most efficient manner and with best execution for our counter-parties.

- **Ultra Low-latency:** over 2500 transactions per second and less than 3-4 ms of execution latency
- **Wide-range Connectivity:** Co-located with exchanges and direct streaming from banks make sure our network with participants in the market and aggregate/execute/distribute the best liquidity.
- **Smart Machine Learning Algorithm** on order management & execution & risk control, auto-calculating for the best fulfillment.

Risk Management:

Our real-time risk management tool is built on trading platform and it is also an integral part of trade order life cycle, calibrating real time pricing data and ensures our order execution within pre-defined positioned limits. If our risk management system detects that a trading strategy is exceeding of our configured predefined limits. It will report the logs and creates alert management to the trading terminals. In addition, our risk management system continuously monitors our trade transactions against the order execution over the exchanges.

Risk Framework:

Our risk framework is a 3-tier hierarchy which covers limits set at the company, Group and Trader levels respectively. In addition, we also implement Product/ Contract limits for each individual Trader.

1. **Company Limit** - This is where we control the overall risk at the Company level.
2. **Group Limit** - This is where we control the risk at the group level. Each group can have different limits.
3. **Trader Limit** - This is where we control the risk at the individual Trader level. Each Trader can have different limits.
4. **Product Limit** - This is where we control the risk at the Product level per Trader. The product limits can be different for different Traders.

Credit Risk:

- Deal with Banks, Clearing Firms, Prime of Prime

- OTC trade on bilateral agreement
- Covered with Insurance on trade above threshold

Market Risk:

- Market Neutral Strategies At any Given of Time - Hedged Positions
- Non-Directional Strategies

Liquidity Risk:

- Trading on Liquidity
- Routing Multiple Venues

Operational Risk:

- Real-time Hedged positions and exposures are monitored Central monitoring of network performance of hardware, application services and venues
- RISK Team monitors all activities during the live markets
- Global View of Trading Strategy Events which require manual intervention to update I cancel the existing strategies

FINANCIAL HIGHLIGHTS: (Rs.)

Particulars	For the year ended 31st March 2017	For the year ended 31 March 2016
Revenue		
Revenue from operations	3,854,692,443	1,951,372,279
Other income	2,175,349	3,008,735
Total Revenue	3,856,867,792	1,954,381,014
Expenses		
Cost of operations	2,746,599,534	1,085,135,003
Employee benefits expense	30,899,684	22,418,119
Finance Cost	34,130	61,042
Depreciation and amortization expense	281,265,567	154,549,561
Other expenses	155,508,458	25,131,658
Total Expenses	3,214,307,373	1,287,295,383
Profit I (loss) before extraordinary items and tax	642,560,419	667,085,631
Extraordinary Item	-	-
Profit/ (loss) before tax	642,560,419	667,085,631
Tax expense:-		
- Current tax	3,114,579	1,962,607
- MAT Credit	(1,407,822)	(866,709)
- Deferred tax charge/(credit)	161,456,636	2,441,731
Profit / (Loss) for the year before Minority Interest	479,397,026	663,548,002
Less: Minority Interest	147,365,959	-
Net Profit /Loss) for the year	332,031,067	663,548,002
Earnings per equity share		
- Basic / Diluted	1.38	2.91

Internal Control Systems and their Adequacy

The Company has adequate internal control systems supplemented by internal audits by professional firms commensurate with its size and nature of business to ensure to safeguard and protect the interests and assets of the Company.

Cautionary Note

Statements in the Management Discussion and Analysis outlining the Company's estimates, perceptions and expectations may be forward looking statements within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed herein above due to certain factors which may be beyond the control of the Company.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/s STAMPEDE CAPITAL LIMITED

Report on the Financial Statements

We have audited the accompanying Consolidated Financial Statements of **M/s STAMPEDE CAPITAL LIMITED** ("the Holding Company") and its subsidiaries (collectively referred to as "the Company" or "the group"), comprising of the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit

procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We did not audit the financial statements of one subsidiary and two step down subsidiaries included in the consolidated year end financials, whose consolidated financial statements of Total Assets and Total Revenue is as follows

(₹)(In Lakhs)

S.No	Name of the Company	Total Assets	Total Revenue
1.	M/s Stampede Tradex Pte Ltd, Singapore (Previously Stampede Financials Pte Limited)	13,576.03	26,600.45
2.	M/s Stampede Technologies Pte Limited	5,518.56	3,016.14
3.	M/s Longfin Limited	989.28	1,012.90

These financial statements and other financial information have been audited by other Auditors whose report has been furnished to us by the Management and our opinion on the year ended financial results, to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2017, and its consolidated Profit and its consolidated Cash Flow for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b. in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a Director of that company in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Audit Report - "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Group Companies do not have any pending litigations which would impact its consolidated financial position.

For and on behalf of
Sarath & Associates
Chartered Accountants
F. Reg. No. 005120S

Sd/-
CA S. Srinivas
Partner
M. No.202471

Place : Hyderabad
Date : 30.05.2017

**“Annexure A” to the Independent Auditor’s Report of even date on
the Consolidated Financial Statements of M/s STAMPEDE CAPITAL LIMITED**

**Report on the Internal Financial Controls
under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **M/s STAMPEDE CAPITAL LIMITED** (“the Holding Company”) as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as

necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

Sarath & Associates

Chartered Accountants

F. Reg. No. 005120S

Sd/-

CA S Srinivas

Partner

M.No. 202471

Place : Hyderabad

Date :30.05.2017

Consolidated Balance sheet as at 31 March 2017

Particulars	Note No.	As at 31 March 2017	As at 31 March 2016
I. EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share capital	2	286,264,000	228,136,200
(b) Reserves and surplus	3	1,362,174,077	1,184,198,398
		1,648,438,077	1,412,334,598
Minority Interest		207,966,614	-
Non-current liabilities			
(a) Other long term liabilities		142,374	407,165
(b) Deferred tax liability (net)		159,366,914	3,413,414
Current liabilities			
(a) Short-term borrowings		171,734,036	11,525,036
(b) Trade payables	4	649,315,760	100,012,868
(c) Other current liabilities	5	7,223,357	9,663,965
(d) Short-term provisions	6	7,255,582	7,401,889
		835,528,735	128,603,758
TOTAL		2,851,442,714	1,544,758,935
II. ASSETS			
Non-current assets			
(a) Fixed assets	7		
(i) Tangible assets		452,772,076	437,048,960
(ii) Intangible assets		565,861,552	483,944,124
		1,018,633,628	920,993,084
(b) Investments	8	50,000,100	-
Current assets			
(a) Current investments		1,358,882	1,802,533
(b) Trade receivables	9	1,396,454,256	425,378,566
(c) Cash and bank balances	10	242,133,271	37,339,727
(d) Short-term loans and advances	11	142,862,577	159,116,620
(e) Other current assets	12	-	128,405
		1,782,808,986	623,765,851
TOTAL		2,851,442,714	1,544,758,935
III. Notes forming part of the financial statements	1 to 27		

As per our report attached
For **Sarath & Associates**
Chartered Accountants
Firm's registration no. 005120S

For and on behalf of the Board of Directors of
Stampede Capital Limited

S. Srinivas
Partner
Membership No: 202471

Prathipati Parthasarthi
Executive Director & CFO
DIN: 00004936

Dasi Emmanuel
Wholetime Director
DIN: 02598270

Place: Hyderabad
Date : 30.05.2017

Kiran Koduri
Company Secretary
ACS: 45072

Consolidated Statement of Profit and Loss for the year ended 31 March 2017

Particulars	Note No.	As at 31 March 2017	As at 31 March 2016
Revenue			
Revenue from Trading	13	3,854,692,443	1,951,372,279
Other income	14	2,175,349	3,008,735
Total Revenue		3,856,867,792	1,954,381,014
Expenses			
Cost of Operations	15	2,746,599,534	1,085,135,003
Employee benefits expense	16	30,899,684	22,418,119
Finance Cost	17	34,130	61,042
Depreciation and amortisation expense	7	281,265,567	154,549,561
Other expenses	18	155,508,458	25,131,658
Total Expenses		3,214,307,373	1,287,295,383
Profit / (loss) before extraordinary items and tax		642,560,419	667,085,631
Loss on account of fire accident		-	-
Profit / (loss) before tax		642,560,419	667,085,631
Tax expense:			
- Current tax		3,114,579	1,962,607
- MAT Credit		(1,407,822)	(866,709)
- Deferred tax charge/(credit)		161,456,636	2,441,731
Profit / (Loss) for the year before minority interest		479,397,026	663,548,002
Minority Interest		147,365,959	-
Profit / (Loss) for the year		332,031,067	663,548,002
Earnings per equity share			
Basic / Diluted		1.38	2.91
Number of shares used in computing earnings per share			
Basic / Diluted		241,037,483	228,136,200
Notes forming part of the financial statements	1 to 27		

As per our report attached

For **Sarath & Associates**

Chartered Accountants

Firm's registration no. 005120S

For and on behalf of the Board of Directors of

Stampede Capital Limited

S. Srinivas

Partner

Membership No: 202471

Prathipati Parthasarthi

Executive Director & CFO

DIN: 00004936

Dasi Emmanuel

Wholetime Director

DIN: 02598270

Kiran Koduri

Company Secretary

ACS: 45072

Place: Hyderabad

Date : 30.05.2017

Consolidated Cash Flow Statement for the year ended 31 March, 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	For the Year ended	
		31 March, 2017	31 March, 2016
I. Cash flow from / (used in) Operating Activities:			
Net Profit/(Loss) before tax		642,560,419	667,085,631
<i>Adjustments for:</i>			
Depreciation	281,265,567		154,549,561
Unrealised foreign exchange gain	(512,935)		1,514,234
Creditors written back	(801,195)		-
Baddebts written off	127,300,825		(1,494,501)
Interest Income	(861,219)		61,042
Interest expense	34,130		
		406,425,174	154,630,336
Operating Profit / (Loss) before Working Capital changes		1,048,985,594	821,715,967
<i>Adjustments for working capital changes:</i>			
(Increase) / Decrease in trade receivables	(971,075,690)		(197,913,169)
Increase/(Decrease) in trade payables	549,302,892		83,144,850
(Increase)/Decrease in Short-term loans and advances	17,661,865		(117,935,987)
Increase/(Decrease) in Other current liabilities and provisions	(2,446,197)		(14,961,761)
Foreign currency translation reserve	(157,494,003)		14,821,625
Increase/(Decrease) in Other current assets	572,056	(563,479,075)	(229,367,805)
Cash generated from / (used in) Operations		485,506,519	592,348,162
Less: Direct taxes paid		(3,255,297)	(1,360,979)
Net Cash flow from/(used in) Operating Activities (A)		482,251,222	590,987,183
II. Cash flow from/ (used in) Investing Activities:			
Purchase of fixed assets		(392,428,875)	(651,986,736)
(Purchase) or Sale of Investments (at cost)		(50,000,100)	29,526,785
Interest received		861,219	1,519,797
Net Cash flow from / (Used in) Investing Activities(B)		(441,567,756)	(620,940,154)
III. Cash flow from/(used in) Financing Activities:			
Short Term Borrowings (net)		160,209,000	(17,660,019)
Proceeds from Issue of shares		4,200,000	-
Interest paid		(34,130)	(61,042)
Repayment of Vehicle Loan		(264,791)	(239,520)
Net Cash flow from / (used in) Financing Activities(C)		164,110,079	(17,960,581)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)		204,793,544	(47,913,552)
Cash and Cash Equivalents at the beginning of the year	8	37,339,727	85,253,279
Cash and Cash Equivalents at the end of the year	8	242,133,271	37,339,727
IV Notes forming part of the financial statements	1 to 27		

As per our report attached
For **Sarath & Associates**
Chartered Accountants
Firm's registration no. 005120S

For and on behalf of the Board of Directors of
Stampede Capital Limited

S. Srinivas
Partner
Membership No: 202471

Prathipati Parthasarathi
Executive Director & CFO
DIN: 00004936

Dasi Emmanuel
Wholetime Director
DIN: 02598270

Place: Hyderabad
Date : 30.05.2017

Kiran Koduri
Company Secretary
ACS: 45072

Note 1: Significant Accounting Policies

Company Overview

Stampede Capital Limited (Parent), together with its subsidiaries (collectively, the Company or the group) Stampede Enterprises India Pvt Ltd (formerly Stampede Cloud Services Private Limited), Stampede Technologies Pte. Ltd. Singapore, Stampede Tradex Pte Limited (formerly Stampede Financials Pte. Ltd). Singapore and Longfin Limited, Saint Vincent and The Grenadines.

a) Basis of preparation of Consolidated Financial Statements

The financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board Of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21, 'Consolidated Financial Statements. The consolidated financial statements comprise the financial statements of the Company and its subsidiaries, combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and resulting unrealized gain / loss. The consolidated financial statements are prepared by applying uniform accounting policies in use at the Group. Minority interests have been excluded. Minority interests represent that part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company.

b) Use of Estimates

The preparation of financial statements, in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

c) Current–non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- ii. it is held primarily for the purpose of being traded;
- iii. it is expected to be realised within 12 months after the reporting date; or
- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- i. it is expected to be settled in the company's normal operating cycle;
- ii. it is held primarily for the purpose of being traded;
- iii. it is due to be settled within 12 months after the reporting date; or
- iv. the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- v. Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

d) Fixed Assets and Depreciation

Tangible asset and capital work-in-progress

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed asset that are not yet ready for their intended use at the reporting date.

Intangible asset

Intangible assets are recorded at the consideration paid for acquisition of such asset under carried at cost less accumulated amortization and impairment.

Depreciation and Amortization

Depreciation on tangible and intangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the other fixed assets as follows:

(No of years)

Particulars	Stampede Capital Limited	Stampede Cloud Pvt. Ltd.	Stampede Technologies Pte Ltd.	Stampede Financials Pte Ltd.
Servers and data processing equipment	6	6	4	4
Computers	3	3	4	4
Furniture and fixtures	10	10	4	4
Vehicles	8	8	5	5
Intangible assets	5	5	4	4

e) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long Term Investments are carried at cost less diminution in value other than temporary determined separately for each individual investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

f) Taxes on Income

- i. Tax expense comprises current year income tax and deferred income tax charges or credit for the year.

- ii. Current year income tax charge will be calculated based on assessable profits of the company determined in accordance with the provisions of Income Tax Act, 1961. It will also includes, income tax charge provided if any, for such disallowances made on completion of assessment proceedings pending appeals, as considered appropriate depending on the merits of each case.
- iii. Deferred income tax charge or credit pertaining to future tax consequences attributable to timing difference between the financial statement determination of income and their recognition for tax purposes will be recognised. The effect of a change in tax rates on deferred tax assets and liabilities is recognised in income using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

iv. Minimum Alternate Tax (MAT) Credit entitlement:

MAT Credit entitlement represents amounts paid in a year under Section 115 JA of the Income Tax Act, 1961 (IT Act), in excess of the tax payable, computed on the basis of normal provisions of the IT Act.

Such excess amount can be carried forward for set off against future tax payments for five succeeding years in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Company as a result of past events and there is evidence as at the reporting date the Company will pay normal income tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT Credit entitlement, under "Short Term Loans and Advances" in balance sheet with a corresponding credit to the profit and loss account, as a separate line item.

Such assets are reviewed as at each balance sheet date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

g) Earnings Per Share

- i. The basic earnings per share is calculated considering the weighted average number of equity shares outstanding during the year.
- ii. The diluted earnings per share is calculated considering the effects of potential equity shares on net profits after tax for the year and weighted average number of equity shares outstanding during the year.

h) Revenue Recognition

- i. Revenue from broking activities is accounted on the trade date of transaction.
- ii. Gains / loss, on investments in options and futures, both equity stock and index, being the difference between the contracted rate and the rate on the settlement or sale date, whichever is earlier is recognized in the Profit and Loss Account on settlement / sale.
- iii. Revenue from services consist primarily of revenue earned from technology services performed on a 'time and material' basis. The related revenue is recognised as and when the services are rendered and when there is no significant uncertainty in realizing the same.

iv. *Sale of goods*

Revenue from sale of goods is recognised upon the transfer of significant risks and rewards of ownership of the goods to the customer. Revenue is not recognized to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

- v. Interest Income is recognized on accrual basis. Dividend income is recognized when the right to receive payment is established

i) Leases

Leases of assets under which all risks and rewards of ownership are affectively retained by lesser are classified as operating leases. Lease payments under operating leases are recognised as an expense on a straight line basis over the period of lease.

j) Provisions, Contingent Liabilities and Contingent Assets

Provisions, involving substantial degree of estimation in measurement, are recognised when there is present obligation as a result of past events and if it is probable that there will be an outflow of resources. Contingent liabilities, which are possible or present obligations that may be probably will not require outflow of resources, are not recognised but are disclosed in the notes to the financial statements. Contingent Assets are neither recognised nor disclosed in financial statements.

k) Cash and Cash equivalents

Cash and cash equivalents are short-term, highly liquid investments that are readily convertible into cash with original maturities of three months or less. Cash and cash equivalents consist principally of cash on deposits with banks.

l) Cash flow statement

Cash flows are reported using the indirect method, whereby profit or loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

m) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that any assets forming part of its cash generating units may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed

impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the reassessed recoverable amount subject to a maximum of depreciated historical cost.

n) Retirement benefits

Gratuity and long term compensated absence, which are defined benefits plan, are determined by independent actuary at the balance sheet date are charged to the statement of profit and loss. All actuarial gains and losses arising during the year are recognized in the statement of profit and loss.

Contributions payable to the recognized provident fund which is defined contribution schemes, is charged to the statement of profit and loss

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 2 Share Capital

Particulars	As at 31 March 2017	As at 31 March 2016
Authorised:		
Equity shares		
34,00,00,000 equity shares of ₹1/- each (Previous year 25,00,00,000 shares of ₹ 1/- each)	340,000,000	250,000,000
	340,000,000	250,000,000
Issued, subscribed and paid-up:		
Equity shares		
22,81,36,200 equity shares of ₹ 1/- each, (previous year: 22,81,36,200 shares of ₹ 1/- each)	228,136,200	228,136,200
8,75,000 equity shares of ₹ 1/- each issued under ESOP Scheme 2011 (Previous Year : Nil)	8,75,000	-
5,72,52,800 differential voiting right shares as bonus of ₹ 1/- each (previous year: Nil)	57,252,800	-
	286,264,000	228,136,200

The reconciliation of the number of equity shares outstanding is set out below:

Particulars	As at 31 March 2017		As at 31 March 2016	
	Number of shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	228,136,200	228,136,200	228,136,200	228,136,200
Shares Issued during the year under ESOP Scheme, 2011	875,000	875,000	-	-
DVR Bonus Shares	57,252,800	57,252,800	-	-
Shares outstanding at the end of the year	286,264,000	286,264,000	228,136,200	228,136,200

The details of shareholder holding more than 5% equity shares is set below:

Particulars Name of the shareholder	As at 31 March 2017		As at 31 March 2016	
	Number of shares	% of Holding	Number of shares	% of Holding
Usha Rani Meenavalli	56,478,680	24.66%	104,343,494	45.74%
Silver Stallion Limited	14,901,976	6.51%	21,594,000	9.47%
Arcadia Share & Stock Brokers Pvt Ltd	11,579,311	5.06%	-	-
	82,959,967	36.23%	125,937,494	55.21%

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 3 Reserves and Surplus

Particulars	As at 31 March 2017	As at 31 March 2016
Securities Premium Account		
Balance at the beginning of the year	332,452,915	332,452,915
Add: Additions during the year	3,325,000	-
Less : Issued Bonus shares *	(57,252,800)	-
Balance at the end of the year	278,525,115	332,452,915
Balance in the statement of profit and loss account		
Balance at the beginning of the year	823,944,739	160,396,737
Less Bouns shares Issued	(325,114,406)	-
Less Minority Interest	(60,600,655)	-
Add: Profit / (loss) for the year	332,031,067	663,548,002
Balance at the end of the year	770,260,745	823,944,739
Foreign currency translation reserve		
Balance at the beginning of the year	27,800,746	2,307,520
Add/Less: Translation of foreign subsidiaries with non-integral operations	285,587,471	25,493,224
Balance at the end of the year	313,388,217	27,800,744
	1,362,174,077	1,184,198,398

* During the year company had declared differential Voting Rights (DVR) Shares for 1:4 at its board meeting held on 15-11-2016.

Note 4 Trade payables

Particulars	As at 31 March 2017	As at 31 March 2016
Trade payables		
- Amounts due to Micro, Small and Medium Enterprises	-	-
- Creditors	358,188,938	100,012,868
- Creditors accepted under irrevocable Letter of Credit by Bank	291,126,822	-
	649,315,760	100,012,868

Note 5 Other current liabilities

Particulars	As at 31 March 2017	As at 31 March 2016
Salaries payable	2,394,011	1,419,959
Margin money	-	1,760,156
Other current liabilities	2,653,798	5,065,366
Provision for expenses	642,500	1,170,258
Value added tax, net	69,287	-
TDS Payables	1,463,761	248,226
	7,223,357	9,663,965

Note 6 Short-term provisions

Particulars	As at 31 March 2017	As at 31 March 2016
Provision for Income Tax	6,607,598	6,748,316
Provision for Gratuity	570,320	575,515
Provision for Leave Encashment	77,664	78,058
	7,255,582	7,401,889

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
NOTE 7: FIXED ASSETS

Description	GROSS BLOCK						DEPRECIATION/AMORTISATION				NET BLOCK	
	Balance as on 1 April, 2016	Additions	Foreign Exchange Adjustment	As on 31 March, 2017	As on 01.04.2016	For the year	Foreign Exchange Adjustment	Balance as on 31 March, 2017	Balance as on 31 March, 2017	Balance as on 31 March, 2016		
i. Tangible assets												
1 Servers	512,555,966	143,421,854	9,989,433	645,988,388	78,730,131	122,656,029	4,152,038	197,234,122	448,754,266	433,825,838		
2 Desktops and Laptops	2,325,789	45,900	-	2,371,689	1,197,333	789,053	-	1,986,386	385,303	1,128,456		
3 Furniture and fixture	1,405,845	1,802,500	-	3,208,345	1,350,486	71,162	-	1,421,648	1,786,697	55,358		
4 Office equipments	595,752	232,950	-	828,702	561,067	48,237	-	609,304	219,398	34,684		
5 Vehicles	3,025,693	-	-	3,025,693	1,021,070	378,210	-	1,399,281	1,626,412	2,004,624		
Total	519,909,045	145,503,204	9,989,433	655,422,817	82,860,087	123,942,691	4,152,038	202,650,741	452,772,076	437,048,960		
ii Intangible Assets												
1 Computer software	576,434,649	246,925,671	13,526,099	809,834,221	92,490,525	157,322,876	5,840,733	243,972,668	565,861,552	483,944,124		
2 Goodwill	100,541,210	-	-	100,541,210	100,541,210	-	-	100,541,210	-	-		
3 Copy rights	141,900	-	-	-	141,900	-	-	1,41,900	-	-		
Total	677,117,759	246,925,671	13,526,099	910,517,331	193,173,635	157,322,876	5,840,733	344,655,778	565,861,552	483,944,124		
Total Fixed Assets	1,197,026,804	392,428,875	23,515,532	1,565,940,147	276,033,722	281,265,567	9,992,771	547,306,520	1,018,633,628	920,993,084		
2015-16	532,006,205	651,986,736	13,033,863	1,197,026,804	118,471,066	154,549,561	3,013,093	276,033,720	920,993,084	413,535,139		

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 8 Non-Current Investments

Particulars	As at 31 March 2017	As at 31 March 2016
Investment in		
-Hero Wiretext Pvt Ltd	50,000,100	-
166,667 Shares of ₹100/- each at premium of ₹ 200 each (Previous Year : Nil)		
	50,000,100	-

Note 9 Trade receivables

Particulars	As at 31 March 2017	As at 31 March 2016
- Outstanding for more than six months	174,169,068	-
- Others	1,222,285,188	425,378,566
	1,396,454,256	425,378,566

Note 10 Cash and bank balances

Particulars	As at 31 March 2017	As at 31 March 2016
Cash on hand	1,232,603	8,922
Balance with banks		
- in current accounts	19,365,029	22,455,805
Other Bank balances		
- Bank deposits with less than 12 months maturity*	221,535,639	14,875,000
	242,133,271	37,339,727

*(₹18,16,77,210 (Previous year Nil) pledged with Bank as security for Letter of Credit facility granted by the bank)

Note 11 Short-term loans and advances

Particulars	As at 31 March 2017	As at 31 March 2016
Unsecured, considered good:		
Loans and advances	109,061,693	101,793,221
Prepaid expenses	1,242,281	880,689
Secured, considered good:		
TDS Receivable	453,308	382,374
Service tax receivable	1,410,440	355,037
Security deposits	18,880,192	45,298,458
MAT Credit	11,814,663	10,406,841
	142,862,577	159,116,620

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 12 Other current assets

Particulars	As at 31 March 2017	As at 31 March 2016
Interest receivable	-	128,405
	-	128,405

Note 13 Revenue

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
- Brokerage Revenue	224,336	4,418,448
- Revenue from Trading	3,854,468,107	1,946,953,831
	3,854,692,443	1,951,372,279

Note 14 Other Income

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Interest Income	861,219	1,494,501
Creditors written back	801,195	-
Foreign Exchange Gain	512,935	1,514,234
	2,175,349	3,008,735

Note 15 Cost of Operations

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Trading Expenses	2,737,348,800	1,074,810,028
Colocation Expenses	5,944,468	5,400,217
Communication Expenses	85,880	405,908
Computer Maintenance	3,220,386	4,518,850
	2,746,599,534	1,085,135,003

Note 16 Employee benefits expense

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Salaries and allowances	28,449,354	21,114,034
Contribution to provident fund and esic	445,783	705,881
Staff welfare expenses	2,004,547	598,204
	30,899,684	22,418,119

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 17 Finance Cost

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Interest expense	34,130	61,042
	34,130	61,042

Note 18 Other expenses

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Selling and Marketing Expenses	-	750,000
Traveling and conveyance	4,339,372	6,928,197
Vehicle Maintenance	398,956	186,374
Rates and taxes	2,638,824	1,402,550
Legal and professional charges	6,548,117	4,481,807
Rent	6,430,109	3,173,258
Auditors' Remuneration		
- Audit Fee	1,625,564	1,324,789
- Tax Audit Fee	100,000	-
- Out of pocket expenses	-	-
Communication expenses	380,496	1,130,789
Bank Charges	1,794,304	1,601,091
Electricity Charges and Maintenance	912,081	921,060
Printing and stationery	72,475	221,739
Subscription charges	-	101,500
Miscellaneous Expenses	1,994,289	2,294,968
Office Maintenance	973,046	613,536
Baddebts written off	127,300,825	-
	155,508,458	25,131,658

Note 19 : Segment Information

During the year all the activities of the company are grouped under the Automatic Trading Activities, hence segment reporting is not applicable.

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 20 : Tax Expense

Deferred tax is provided on timing differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The deferred tax assets / (liability), net as on 31 March, 2017 comprises of:

	As at 31 March 2017	As at 31 March 2016
Deferred tax asset:		
On Carried forward losses	(21,933,382)	18,452,090
On Gratuity and Leave Encashment	(133,284)	147,365
Deferred tax asset (liability):		
On Excess/(short) depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	181,433,580	(22,012,869)
Deferred tax asset / (liability), net	159,366,914	(3,413,414)

Note 21 : Leases

The company has operating lease for office premise, which is renewable on periodical basis and cancelable at its option. Lease expenses on such operating lease recognised in the Profit and Loss account on a straight line basis over the lease term.

The future minimum lease payments are as given below:

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Not later than one year	4,302,837	4,013,940
Later than one year and not later than five years	Nil	4,302,837
Later than five years	Nil	Nil

Note 22 : Auditors Remuneration

Particulars	As at 31st March 2017	As at 31st March 2016
Statutory audit fees	16,25,564	1,589,144
Other services	100,000	100,000
Out of pocket expenses	124,362	1,900
Total	18,49,926	1,691,044

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 23 : Amounts payable to Micro, Small and Medium enterprises

"Disclosure under Section 22 of the Micro, Small and Medium enterprises Development Act, 2006 (MSMED)"Based on the information available with the Company, no creditors have been identified as "supplier" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006".

Note 24 : Related Party Disclosures

A. List of related parties

- | | |
|---|---|
| i) Wholly Owned Subsidiaries | <ol style="list-style-type: none"> 1. Stampede Enterprises India Private Limited 2. Stampede Technologies Pte. Limited 3. Stampede Tradex Pte. Limited (Part of the year) 4. Longfin Limited |
| ii) Entities in which directors are interested | <ol style="list-style-type: none"> 1. Proseed India Limited
(formerly Green Fire Agri Commodities Ltd) 2. Kling Enterprises Limited
(formerly Kling Holdings Ltd.) 3. SpaceNet Enterprises India Limited
(formerly Northgate Comtech Ltd) 4. Social Media India Limited 5. Meridian Enterprises Pte Limited, Singapore 6. Meridian Tech HK Limited, Hong Kong |
| iii) Key Managerial Personnel | <ol style="list-style-type: none"> 1. Mr. P.Parthasarathi, Director & CFO 2. Mr. Dasi Emmanuel, Wholetime Director 3. Mr. T. Suresh, Director (from 06.02 2017) 4. Meenavalli Venkata Srinivas, Director
(resigned on 06.02.2017) 5. Krishanu Singhal, Director (from 20.07 2016) |
| iv) Persons having Substantial Interest in Voting Power | Mrs. M. Usha Rani |

B. Non Executive Directors and Independent Directors on the Board of the Company

Name of the personnel	Relationship
Mr. Meenavalli Venkat Srinivas	Chairman & Non Executive, Non Independent Director (Resigned on 06.02.2017)
Mr. Emmanuel Dasi	Whole Time Director
Mr. D. Avilash	Executive Director (Resigned on 12.08.2016)
Mr. P. Parthasarathi	CFO & Executive Director
Mr. K. Avinash	Independent Director
Mrs. M.V.Lakshmi	Non Executive and Woman Director (Resigned on 20.03.2017)
Mrs.Chukka Lakshmi	Non Executive and Woman Director (from 20.03.2017)
Mr. D.V.S.S. Lakshminarayana	Non Executive Independent Director (Resigned on 01.09.2016)
Mr. R. Vivek Kumar	Non Executive Independent Director
Mr. R.J.Prasad	Non Executive Independent Director (Resigned on 20.07.2016)
Mr. M. Vasudeva Rao	Non Executive Independent Director

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

C. Details of transactions with Related Parties

Name of the Related party	Nature of the Transactions	2016-17		2015-16	
		Amount	Balance outstanding as on 31 March 2017	Amount	Balance outstanding as on 31 March 2016
Stampede Enterprises India Private Limited	Investment in WOS	-	50,099,990	-	50,099,990
	Unsecured Loan Given(net)	(34,587,600)	56,673,056	51,739,252	91,260,656
	Security offered	26,500,000	26,500,000	-	-
Stampede Technologies Pte. Ltd	Share Application Money paid	5,084,581	-	-	-
	Allotment of Share Capital	-	86,293,033	-	81,208,452
	IT Services Rendered	-	-	-	-
Stampede Tradex Pte. Ltd.	Allotment of Share Capital	51,706,167	278,845,261	55,991,595	227,139,094
	IT Services Rendered	5,303,082	1,048,214	35,990,954	36,486,775
	Sale of Commodity	76,319,007	-	-	-
Meridian Tech HK Limited	Data feed cost	179,630,821	11,070,064	388,834,512	69,105,241
Meridian Enterprises Pte Limited	Rent Expenses	616,238	1,389,354	593,084	147,648
Blueshark Derivative Trading Pvt Ltd	Advance	(5,322,000)	90,226,700	95,548,700	95,548,700
Kling Enterprises India Limited	Client Transactions:				
	Margin Money Received	321,738	-	143,777	-
	Margin Money Returned	320,664	-	73	-
	Brokerage / Commission earned	1,074	-	-	-
Venkat S. Meenavalli	Client Transactions:				
	Margin Money Received	-	-	-	-
	Margin Money Returned	-	-	1,926,075	-
	Brokerage / Commission earned	-	-	-	-
	Other Transactions:				
	Unsecured Loan Received	-	-	3,240,000	5,721,056
Unsecured Loan Returned	5,721,056	-	26,704,000	-	
Usha Rani Meenavalli	Client Transactions:				
	Margin Money Received	203,991	-	65,600,000	33,805,214
	Margin Money Returned	33,805,214	-	31,913,769	-
	Brokerage / Commission earned	203,991	-	1,276,321	-
	Other Transactions:				
	Unsecured Loan Received	88,183,056	86,799,036	36,565,000	5,803,980
	Unsecured Loan Returned	5,438,000	-	30,761,020	-
Rent Paid	1,750,000	-	-	-	
Emmanuel Dasi	Managerial Remuneration	1,210,000	-	1,690,900	-
Prathipati Parthasarthi	Managerial Remuneration	495,500	-	402,500	-

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 25 : Employee Stock Option Plan

The Company has instituted the following employee stock option plan for all eligible employees, in pursuance to the respective special resolution approved by the shareholders. All the plan options shall be administered by the compensation committee, which shall determine the employees eligible for receiving options, the number of options to be granted, the exercise price, the vesting period and the exercise period. The vesting period is determined for the options issued on the date of the grant.

Plan	Shareholder's special resolution date	No. of Options	Vesting Period	Vesting Pattern
2011 ESOP Plan	29th September, 2011	1,492,400	4 Years	25% at the end of first year 25% at the end of second year 25% at the end of third year 25% at the end of fourth year

The exercise price of the options granted under the ESOP Plan is defined as the closing market price of the underlying equity share, preceding the date of grant of options on the stock exchange having the highest trading volume of such shares.

In the case of termination of the employment, all non-vested options would stand cancelled. Options that have vested but have not been exercised can be exercised within the time prescribed under each option agreement approved by the compensation committee, which shall not be beyond the initial exercise period, failing which they would stand cancelled.

A summary of activity under the above employee stock option plan for the years ended 31 March, 2017 and 31 March, 2016 are given below:

Particulars	As at 31 March, 2017 2011 ESOP Plan	As at 31 March, 2016 2011 ESOP Plan
Options Outstanding at the beginning of the year	5,106,500	5,106,500
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	875,000	-
Options Expired during the year	-	-
Options Outstanding at the end of the year	4,231,500	5,106,500
Options Exercisable at the end of the year	-	-

Notes to Consolidated financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 26 : Earnings Per Share

Particulars	As at 31st March 2017	As at 31st March 2016
Profit/ (Loss) after tax	332,031,067	663,548,002
Profit/ (Loss) after tax(excluding extraordinary items)	332,031,067	663,548,002
Weighted average number of Equity shares outstanding during the year	241,037,483	228,136,200
Nominal value of Equity share	1	1
Earnings / (Loss) per share	1.38	2.91
Earnings / (Loss) per share (excluding extraordinary items)	1.38	2.91

Note 27 : Previous year figures

Previous year figures have been regrouped / reclassified wherever necessary to confirm to the current year classification.

As per our report attached

For **Sarath & Associates**

Chartered Accountants

Firm's registration no. 005120S

For and on behalf of the Board of Directors of

Stampe Capital Limited

S. Srinivas

Partner

Membership No: 202471

Prathipati Parthasarathi

Executive Director & CFO

DIN: 00004936

Dasi Emmanuel

Wholetime Director

DIN: 02598270

Place: Hyderabad

Date : 30.05.2017

Kiran Koduri

Company Secretary

ACS: 45072

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To the Members of M/s Stampede Capital Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s Stampede Capital Limited** ("the Company") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended therein, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give

a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A"

a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - h) The Company had disclosed the particulars relating to the Specified Bank Notes during the period 8.11.2016 to 30.12.2016 in its Financial Statements

For Sarath & Associates
Chartered Accountants
Firm Regn No 05120S

Sd/-
CA S Srinivas
Partner
M.No:202471

Place :Hyderabad
Date :30.05.2017

“Annexure A” referred to in the Independent Auditors’ Report to the shareholders of M/s Stampede Capital Limited on the accounts for the year ended 31st March 2017

- i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (a) The Fixed Assets have been physically verified by the management in a phased manner, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - (b) In our opinion and according to the information and explanations given to us, the Company does not hold any immovable property and thus Paragraph 3(i)(c) of the order is not applicable.
- ii) The company does not hold any physical inventories. Accordingly, matters specified in clause (ii) of paragraph 3 of the Order do not apply to the Company.
- iii) According to the information and explanation given to us, the company had granted loans to its Subsidiary Company as well as an Associate Company covered under the register maintained under section 189 of the Companies Act 2013.
 - (a) The above loan given to Subsidiary Company as well as the Associate Company, as informed are given for temporary period and are interest free and accordingly, in our opinion, are prejudicial to the interests of the Company;
 - (b) As stated above, the above loan(s) given do not carry any specific repayment schedule of principal amount and accordingly does not warrant comments in respect of regularity of its repayment;
 - (c) As stated above, as the above advances does not stipulate any repayment schedule/terms, this does not warrant comments in respect of overdue amounts.
- iv) In our opinion and according to the information and explanations given to us, the company has not given any loans, made any investments, provided any guarantees, and given any security where the provisions of section 185 and 186 of the Companies Act, 2013 are applicable.
- v) According to information and explanation given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (v) of Paragraph 3 of the Order are not applicable to the Company.
- vi) According to information and explanation given to us, the maintenance of Cost Records has not been prescribed by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, Cess and any other statutory dues applicable to the company have been paid generally regularly with the appropriate authorities during the year, except for few delays. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31st, 2017 which are outstanding for more than six months from the date they became payable.

- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii) In our opinion and according to the information and explanations given to us, the Company did not avail any loan either from banks/ financial institutions or issued any debentures during the current year.
- ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. However, the Company, during the year, had allotted shares to its employees under ESOP as well as issued Bonus Shares with Differential Voting Rights.
- x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi) Based upon the audit procedures performed and the information and explanations given by the management, managerial remuneration has been paid during the current year, which is in accordance with requisite approvals mandated by the applicable provisions of the Companies Act.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii) According to information and explanation given to us and the records of the Company examined by us, transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as applicable.
- xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order is not applicable to the Company and hence not commented upon.
- xvi) In our opinion, the company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934.

For Sarath & Associates
Chartered Accountants
Firm Regn No 05120S

Sd/-
CA S Srinivas
Partner
M.No:202471

Place :Hyderabad
Date :30.05.2017

**“Annexure B” to the Independent Auditor’s Report
of even date on the Financial Statements of M/s Stampede Capital Limited**

**Report on the internal financial controls
under clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of M/s Stampede Capital Limited (the Company) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance

regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sarath & Associates

Chartered Accountants

Firm Regn No 05120S

Sd/-

CA S Srinivas

Partner

M.No:202471

Place :Hyderabad

Date :30.05.2017

Balance Sheet as at 31st March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	As at 31 March 2017	As at 31 March 2016
I. EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share capital	2	286,264,000	228,136,200
(b) Reserves and surplus	3	282,254,203	335,875,635
		568,518,203	564,011,835
2 Current liabilities			
(a) Short Term Borrowings		86,799,036	11,525,036
(b) Other current liabilities	4	2,990,025	4,806,512
(c) Short-term provisions	5	645,769	3,757,062
		90,434,830	20,088,610
TOTAL		658,953,032	584,100,445
II ASSETS			
1 Non-current assets			
(a) Fixed assets	6		
(i) Tangible assets		41,238,142	53,382,387
(ii) Intangible assets		14,942,388	18,465,374
		56,180,530	71,847,761
(b) Non current investments	7	378,945,351	277,239,084
(c) Deferred tax asset (net)		10,676,289	10,830,217
2 Current assets			
(a) Current investments		1,358,882	1,802,533
(b) Cash and bank balances	8	41,988,823	21,195,913
(c) Short-term loans and advances	9	169,803,156	201,056,532
(d) Other current assets	10	-	128,405
		213,150,862	224,183,383
TOTAL		658,953,032	584,100,445
III. Notes forming part of the financial statements	1 to 28		

As per our report attached
For **Sarath & Associates**
Chartered Accountants
Firm's registration no. 005120S

For and on behalf of the Board of Directors of
Stampede Capital Limited

S. Srinivas
Partner
Membership No: 202471

Prathipati Parthasarthi
Executive Director & CFO
DIN: 00004936

Dasi Emmanuel
Wholetime Director
DIN: 02598270

Place: Hyderabad
Date : 30.05.2017

Kiran Koduri
Company Secretary
ACS: 45072

Statement of Profit and Loss for the Year ended 31st March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	As at 31 March 2017	As at 31 March 2016
Revenue			
Revenue from Trading	11	102,177,707	197,395,951
Other income	12	855,693	1,487,807
Total Revenue		103,033,400	198,883,758
Expenses			
Cost of operations	13	64,106,038	128,074,298
Employee benefits expense	14	8,907,905	11,888,612
Depreciation and amortisation expense	6	16,147,681	43,061,166
Other expenses	15	13,128,044	10,337,345
Total Expenses		102,289,668	193,361,421
Profit before extraordinary items and tax		743,732	5,522,337
Profit before tax		743,732	5,522,337
Tax expense:			
- Current tax		141,718	1,052,281
- MAT credit		141,718	(712,818)
- Deferred tax charge/(credit)		153,928	1,396,066
Profit for the year		306,368	3,786,808
Earnings per equity share			
Basic / Diluted	24	0.001	0.02
Number of shares used in computing earnings per share			
Basic /Diluted		241,037,483	228,136,200
Notes forming part of the financial statements	1 to 28		

As per our report attached
For **Sarath & Associates**
Chartered Accountants
Firm's registration no. 005120S

For and on behalf of the Board of Directors of
Stampede Capital Limited

S. Srinivas
Partner
Membership No: 202471

Prathipati Parthasarthi
Executive Director & CFO
DIN: 00004936

Dasi Emmanuel
Wholetime Director
DIN: 02598270

Place: Hyderabad
Date : 30.05.2017

Kiran Koduri
Company Secretary
ACS: 45072

Cash Flow Statement for the year ended 31 March, 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	For the Year ended 31 March, 2017		For the Year ended 31 March, 2016	
A. Cash flow from / (used in) Operating Activities:					
Net Profit/(Loss) before tax			743,732		5,522,337
Adjustments for:					
Depreciation		16,147,681		43,061,166	
Interest earned		(855,693)		(1,487,807)	
Interest expense		-	15,291,988	-	41,573,359
Operating profit / (loss) before working capital changes			16,035,720		47,095,696
Adjustments for working capital changes:					
Increase / (Decrease) in Current liabilities and provisions		(1,859,076)		(4,680,443)	
(Increase) / Decrease in Short-term loans and advances		31,381,781	29,522,705	(38,352,083)	(43,032,526)
Cash generated from / (used in) Operations			45,558,425		4,063,170
Less: Direct taxes paid			3,352,142		-
Net Cash flow from / (used in) Operating Activities (A)			42,206,283		4,063,170
B. Cash flow from/ (used in) Investing Activities:					
(Purchase) / Sale of fixed assets			(480,450)		(1,675,815)
(Purchase) / Sale of Investments (at cost)			443,651		29,526,785
Investment in subsidiaries			(101,706,267)		(55,991,595)
Sale of Investments in subsidiaries			-		-
Interest received			855,693		1,513,106
Net Cash flow from / (used in) Investing Activities	(B)		(100,887,373)		(26,627,519)
C. Cash flow from (used in) Financing Activities:					
Short Term Borrowings			75,274,000		(17,660,020)
Proceeds from Issue of shares			4,200,000		-
Net Cash flow from / (used in) Financing Activities	(C)		79,474,000		(17,660,020)
Net Increase / (Decrease) in					
Cash and Cash Equivalents	(A+B+C)		20,792,911		(40,224,369)
Cash and Cash Equivalents at the beginning of the year	8		21,195,913		61,420,282
Cash and Cash Equivalents at the end of the year	8		41,988,823		21,195,913
D. Notes forming part of the financial statements	1 to 28				

As per our report attached
For **Sarath & Associates**
Chartered Accountants
Firm's registration no. 005120S

For and on behalf of the Board of Directors of
Stampede Capital Limited

S. Srinivas
Partner
Membership No: 202471

Prathipati Parthasarthi
Executive Director & CFO
DIN: 00004936

Dasi Emmanuel
Wholetime Director
DIN: 02598270

Place: Hyderabad
Date : 30.05.2017

Kiran Koduri
Company Secretary
ACS: 45072

Significant Accounting Policies

Company Overview

Stampede Capital Limited is engaged in the business of Equity and Currency broking and trading activities. The Company is registered as a “Stock Broker” with the Securities and Exchange Board of India (“SEBI”). The company is having Equity Trading and Clearing membership and F&O Trading Membership with National Stock Exchange of India (“NSE”) and also having Trading Membership with United Stock Exchange (“USE”), and MCX Stock Exchange (“MCX SX”). The organizational structure of the company is as follows:

The following are the Subsidiaries:

Name of the Company	Country of incorporation	Percentage of Holding as at	
		31 March 2017	31 March 2016
Subsidiaries (held directly)			
Stampede Tradex Pte Limited (formerly Stampede Financials Pte Limited)	Singapore	55%	100%
Stampede Enterprises India Private Ltd (formerly Stampede Cloud Services Private Ltd)	India	100%	100%
Subsidiaries (held indirectly)			
Stampede Technologies Pte Limited	Singapore	100%	100%
Longfin Limited	Saint Vincent and Grenadines	100%	-

a) Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards specified under Section 133 of the Companies Act, 2013 (“the 2013 Act”) read with Rule 7 of the Companies (Accounts) Rules, 2014 the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board Of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

b) Use of Estimates

The preparation of financial statements, in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

c) Current–non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- ii. it is held primarily for the purpose of being traded;
- iii. it is expected to be realised within 12 months after the reporting date; or
- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- i. it is expected to be settled in the company's normal operating cycle;
- ii. it is held primarily for the purpose of being traded;
- iii. it is due to be settled within 12 months after the reporting date; or
- iv. the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

d) Fixed Assets and Depreciation

Tangible asset and capital work-in-progress

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed asset that are not yet ready for their intended use at the reporting date.

Intangible asset

Intangible assets are recorded at the consideration paid for acquisition of such asset under carried at cost less accumulated amortization and impairment.

Depreciation and Amortization

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the other fixed assets as follows:

Servers and data processing equipment	- 6 years
Computers	- 3 years
Furniture and fixtures	- 10 years
Vehicles	- 8 years
Intangible assets	- 5 years

e) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments. Non current Investments are carried at cost less diminution in value other than temporary diminution determined separately for each individual investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

f) Taxes on Income

- i. Tax expense comprises current year income tax and deferred income tax charge or credit for the year.
- ii. Current year income tax charge will be calculated based on assessable profits of the company determined in accordance with the provisions of Income Tax Act, 1961. It will also include, income tax charge provided if any, for such disallowances made on completion of assessment proceedings pending appeals, as considered appropriate depending on the merits of each case.
- iii. Deferred income tax charge or credit pertaining to future tax consequences attributable to timing difference between the financial statement determination of income and their recognition for tax purposes will be recognised. The effect of a change in tax rates on deferred tax assets and liabilities is recognised in income using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- iv. Minimum Alternate Tax (MAT) Credit entitlement:

MAT Credit entitlement represents amounts paid in a year under Section 115 JA of the Income Tax Act, 1961 (IT Act), in excess of the tax payable, computed on the basis of normal provisions of the IT Act.

Such excess amount can be carried forward for set off against future tax payments for five succeeding years in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Company as a result of past events and there is evidence as at the reporting date the Company will pay normal income tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT Credit entitlement, under "Short Term Loans and Advances" in balance sheet with a corresponding credit to the profit and loss account, as a separate line item.

Such assets are reviewed as at each balance sheet date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

g) Earnings Per Share

- i. The basic earnings per share is calculated considering the weighted average number of equity shares outstanding during the year.
- ii. The diluted earnings per share is calculated considering the effects of potential equity shares on net profits after tax for the year and weighted average number of equity shares outstanding during the year.

h) Revenue Recognition

- i. Revenue from broking activities is accounted on the trade date of transaction.
- ii. Trading of securities and currency are accounted on the trade date of transaction.
- iii. Interest Income is recognized on accrual basis. Dividend income is recognized when the right to receive payment is established.

i) Leases

Leases of assets under which all risks and rewards of ownership are affectively retained by lesser are classified as operating leases. Lease payments under operating leases are recognised as an expense on a straight line basis over the period of lease.

j) Provisions, Contingent Liabilities and Contingent Assets

Provisions, involving substantial degree of estimation in measurement, are recognised when there is present obligation as a result of past events and if it is probable that there will be an outflow of resources. Contingent liabilities, which are possible or present obligations that may be probably will not require outflow of resources, are not recognised but are disclosed in the notes to the financial statements. Contingent Assets are neither recognised nor disclosed in financial statements.

k) Cash and Cash equivalents

Cash and cash equivalents are short-term, highly liquid investments that are readily convertible into cash with original maturities of three months or less. Cash and cash equivalents consist principally of cash on deposits with banks.

l) Cash flow statement

Cash flows are reported using the indirect method, whereby profit or loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

m) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that any assets forming part of its cash generating units may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the reassessed recoverable amount subject to a maximum of depreciated historical cost.

n) Retirement benefits

Gratuity and long term compensated absence, which are defined benefits plan, are determined by independent actuary at the balance sheet date are charged to the statement of profit and loss. All actuarial gains and losses arising during the year are recognized in the statement of profit and loss.

Contributions payable to the recognized provident fund which is defined contribution schemes, is charged to the statement of profit and loss.

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 2 Share Capital

Particulars	As at 31st March 2017	As at 31st March 2016
Authorised: Equity shares 34,00,00,000 equity shares of ₹ 1 each (Previous year 25,00,00,000 equity shares of ₹1/- each)	340,000,000	250,000,000
	340,000,000	250,000,000
Issued, subscribed and paid-up: Equity shares 22,81,36,200 equity shares of ₹1/- each, (previous year: 22,81,36,200 equity shares of ₹1/- each) 8,75,000 equity shares of ₹ 1/- each issued under ESOP Scheme 2011 (Previous Year:Nil) 5,72,52,800 differential voiting right shares of ₹1/- each as bonus shares(previous year: Nil)	228,136,200 8,75,000 57,252,800	228,136,200 - -
	286,264,000	228,136,200

The reconciliation of the number of equity shares outstanding is set out below:

Particulars	As at 31st March 2017		As at 31st March 2016	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
Shares outstanding at the beginning of the year	228,136,200	228,136,200	228,136,200	228,136,200
Shares Issued during the year under ESOP Scheme, 2011	875,000	875,000	-	-
DVR Bonus Shares	57,252,800	57,252,800	-	-
Shares outstanding at the end of the year	286,264,000	286,264,000	228,136,200	228,136,200

The details of shareholder holding more than 5% equity shares is set below:

Particulars	As at 31st March 2017		As at 31st March 2016	
	Number of shares	% of Shareholding	Number of shares	% of Shareholding
Usha Rani Meenavalli	56,478,680	24.66%	104,343,494	45.74%
Silver Stallion Limited	14,901,976	6.51%	21,594,000	9.47%
Arcadia Share & Stock Brokers Pvt Ltd	11,579,311	5.06%	-	-
	82,959,967	36.23%	125,937,494	55.21%

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	As at 31st March 2017	As at 31st March 2016
Note 3 Reserves and Surplus		
Securities Premium Account		
Opening balance	332,452,915	332,452,915
Add: Additions during the year	3,325,000	-
Less : Issued Bonus shares *	(57,252,800)	-
Closing balance	278,525,115	332,452,915
Balance in Profit and Loss account		
Opening balance	3,422,720	(364,088)
Adj: Transitional provision	-	-
Adj: Profit / (Loss) for the year	306,368	3,786,808
Closing balance	3,729,088	3,422,720
	282,254,203	335,875,635

* During the year Company had declared Differential Voting Right (DVR) Shares for 1 : 4 at its board meeting held on 15.11.2016

Note 4 Other Current Liabilities

Particulars	As at 31st March 2017	As at 31st March 2016
Employee benefits payable	758,033	812,070
Margin money from customers	-	1,760,156
Other current liabilities	885,370	1,312,393
Provision for expenses	88,956	778,865
TDS Payable	1,224,368	139,113
Service Tax Payable	33,298	3,915
	2,990,025	4,806,512

Note 5: Short Term Provisions

Particulars	As at 31st March 2017	As at 31st March 2016
Provision for Income tax	242,649	3,311,353
Provision for Gratuity	372,877	403,072
Provision for Leave Encashment	30,243	42,637
	645,769	3,757,062

Stampede Capital Limited
Notes to financial statements for the year ended 31st March 2017
(All amounts in Indian rupees, except share data and where otherwise stated)

Note 6: Fixed Assets

(₹ in lakhs)

Description	Gross Block			Depreciation /Amortisation			Net book value	
	As on 01.04.2016	Additions	Deductions	As on 01.04.2016	For the period	Deductions	As on 31.03.2017	As on 31.03.2016
i Tangible Assets								
1 Servers	68,754,600	201,600	-	17,855,599	11,474,380	-	29,329,979	50,899,001
2 Desktops and Laptops	2,325,789	45,900	-	1,197,333	789,053	-	1,986,386	1,128,456
3 Furniture and fixtures	1,405,845	-	-	1,350,486	55,359	-	1,405,845	55,359
4 Office equipments	540,332	232,950	-	540,332	37,153	-	577,485	-
5 Vehicles	2,150,000	-	-	850,429	268,750	-	1,119,179	1,299,571
Total	75,176,566	480,450	-	21,794,179	12,624,695	-	34,418,874	53,382,387
ii Intangible Assets								
1 Computer software	23,320,247	-	-	4,854,873	3,522,986	-	8,377,859	18,465,374
2 Goodwill	100,541,210	-	-	100,541,210	-	-	100,541,210	-
3 Copy rights	141,900	-	-	141,900	-	-	141,900	-
Total	124,003,357	-	-	105,537,983	3,522,986	-	109,060,969	18,465,374
Total Fixed Assets	199,179,923	480,450	-	127,332,162	16,147,681	-	143,479,843	71,847,761
	197,504,108	1,675,815	-	84,270,996	43,061,166	-	127,332,162	113,233,112

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 7: Non Current Investments

Particulars	As at 31st March 2017	As at 31st March 2016
Investment in Subsidiaries - Investment in Stampede Enterprises India Private Limited 50,09,999 shares @ ₹10/- each (Previous year 50,09,999 shares @ ₹10/- each)	50,099,990	50,099,990
Investment in Subsidiaries - Investment in Stampede Tradex Pte. Ltd.* 9,361,718 shares @ SGD ₹1/- each (Previous year 49,20,994 shares "SGD1/-)	278,845,261	227,139,094
Investment in other companies - Investment in Hero Wiretext Pvt Ltd 1,66,667 shares @ ₹100/- each at premium of ₹200 each (Previous year Nil)	50,000,100	-
	378,945,351	277,239,084

* During the year, Stampede Tradex Pte Limited, Singapore issued bonus shares of 38,50,000 (previous year Nil) out of its accumulated profits.

* During the year, Stampede Tradex Pte Limited, Singapore issued sweat equity shares of 45,08,365 and bonus shares of 31,50,000 (previous year Nil) to its promoterr /director Meenavalli Venkata Srinivas.

Note 8: Cash and Bank Balances

Particulars	As at 31st March 2017	As at 31st March 2016
Cash on hand	6,755	1,598
Balance with banks - in current accounts	2,307,068	6,319,315
Other Bank balances Bank deposits with less than 12 months maturity #	39,675,000	14,875,000
	41,988,823	21,195,913

Deposit of ₹ 265,00,000 offered as security to HDFC Bank against letter of credit issued to Stampede Enterprises India Pvt Ltd, a wholly owned subsidairy (Previous year Nil)

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 9: Short Term Loans and Advances

Particulars	As at 31st March 2017	As at 31st March 2016
Unsecured, considered good:		
Advance to subsidiary	56,673,056	91,260,656
Other loans and advances	91,120,463	87,664,330
Prepaid expenses	1,242,281	802,163
Secured, considered good:		
TDS receivable	453,308	382,374
Service tax receivable, net	1,410,440	355,037
Security deposits	12,679,993	14,226,639
MAT Credit	6,223,615	6,365,333
	169,803,156	201,056,532

Note 10: Other Current Assets

Particulars	As at 31st March 2017	As at 31st March 2016
Interest receivable	-	128,405
	-	128,405

Note 11: Revenue from Operations

Particulars	As at 31st March 2017	As at 31st March 2016
Brokerage income	224,336	4,418,448
Revenue from Trading	101,953,371	192,977,503
	102,177,707	197,395,951

Note 12: Other Income

Particulars	As at 31st March 2017	As at 31st March 2016
Interest Income	845,764	1,487,807
Dividend Income	9,929	-
	855,693	1,487,807

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 13 : Cost of Operations

Particulars	As at 31st March 2017	As at 31st March 2016
Purchase of Equity shares (on delivery)	55,868,775	120,450,272
Trading expenses	6,713,194	5,419,079
Software Maitenance	241,990	739,130
Clearing Charges	23,608	116,057
Colocation charges	1,258,471	1,349,760
	64,106,038	128,074,298

Note 14: Employee benefits expense

Particulars	As at 31st March 2017	As at 31st March 2016
Salaries and allowances	7,861,668	10,812,817
Contribution to provident fund	402,449	419,144
Gratuity and Leave encashment	(42,589)	375,149
Staff welfare expenses	686,377	281,502
	8,907,905	11,888,612

Note 15 : Other Expenses

Particulars	As at 31st March 2017	As at 31st March 2016
Travelling and conveyance	2,546,452	3,643,627
Rates and taxes	865,222	165,379
Legal and professional charges	1,541,912	643,999
Promotion expenses	-	750,000
Rent	3,702,250	1,367,559
Bank charges	9,050	26,952
Auditors' Remuneration:		
- Audit Fee	120,000	180,000
- Other services	60,000	60,000
- Out of pocket expenses	2,000	1,900
Communication expenses	179,588	620,289
Electricity Charges and Maintenance	912,081	921,060
Printing and stationery	71,942	183,858
Subscription charges	-	101,500
General Expenses	1,811,439	1,024,083
Office Maintenance	895,627	460,765
Vehicle Maintenance	398,956	186,374
Computer, Server and Software Maintenance	11,525	-
	13,128,044	10,337,345

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 16: Segment Information

The company operates in only one business segment i.e. securities and currencies broking and trading through recognized stock exchanges in India.

Note 17 : Employee Benefits

Gratuity:

The following table sets out the status of the gratuity plan as required under Accounting standard (AS) 15 "Employee Benefits" prescribed by Companies (Accounting Standards) Rules, 2006, ('the Rules'):

Particulars	As at 31st March 2017	As at 31st March 2016
Obligations at the beginning of the year		
Present value of obligation as at the beginning of the year	403,072	63,976
Service cost	75,016	89,898
Interest cost	32,246	5,118
Benefits settled	-	-
Actuarial (gain)/loss	(137,457)	244,080
Obligations at the end of the year	372,877	403,072
Change in plan assets		
Plan assets at the beginning of the year, at fair value	-	-
Actuarial gain/(loss)	(137,457)	244,080
Expected return on plan assets	-	-
Contributions	-	-
Benefits settled	-	-
Plan assets at the end of the year, at fair value	-	-
Reconciliation of present value of the obligation and the fair value of plan assets		
Present value of defined benefit obligations at the end of the year	-	-
Fair value of the plan assets at the end of the year	-	-
Asset recognised in the balance sheet	-	-
Gratuity cost for the year		
Service cost	75,016	89,898
Interest cost	32,246	5,118
Expected return on plan assets	-	-
Actuarial loss/(gain)	(137,457)	308,056
Net gratuity cost	(30,195)	403,072

Discount rate: The discount rate is based on the gross redemption yield on medium to long term risk free investments.

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Salary escalation: The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

Attrition rate: The attrition rate is the expected employee turnover for the future periods, adjusted to the current economic environment.

Note 18 Contingent Liability and Capital Commitments

Particulars	As at 31st March 2017	As at 31st March 2016
The Company has offered fixed deposit as security to Stampede Enterprises Pvt.Ltd., against letter of credit issued by the Bank against 100% cash margin	2,65,00,000	-
Capital Commitment	Nil	Nil

Note 19 Tax Expense

Deferred tax is provided on timing differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The deferred tax assets / (liability), net as on 31 March, 2016 comprises of:

Particulars	As at 31st March 2017	As at 31st March 2016
Deferred tax asset:		
On Carry forward losses	19,573,175	18,452,091
Gratuity and Leave Encashment	133,284	147,365
Deferred tax (liability) :		
On Excess/(short) of depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	(9,030,168)	(7,769,239)
Deferred tax asset / (liability), net	10,676,289	10,830,217

Note 20 Leases

The company has operating lease for office premise, which is renewable on periodical basis and cancelable at its option. Lease expenses on such operating lease recognised in the Profit and Loss account on a straight line basis over the lease term.

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	As at 31st March 2017	As at 31st March 2016
The future minimum lease payments are as given below:		
Not later than one year	2,079,000	1,980,000
Later than one year and not later than five years	2,079,000	2,079,000
Later than five years	Nil	Nil

Note 21 Auditors Remuneration

Particulars	As at 31st March 2017	As at 31st March 2016
Statutory audit fees	120,000	180,000
Other services	60,000	60,000
Out of pocket expenses	2,000	1,900
Total	182,000	241,900

Note 22 Amounts payable to Micro, Small and Medium enterprises

"Disclosure under Section 22 of the Micro, Small and Medium enterprises Development Act, 2006 (MSMED)"Based on the information available with the Company, no creditors have been identified as "supplier" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006".

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 23 Related Party Disclosures

A. List of related parties

- | | |
|--|---|
| i) Wholly Owned Subsidiaries | <ul style="list-style-type: none"> 1. Stampede Enterprises India Ltd
(formerly Stampede Cloud Services Private Limited) 2. Stampede Technologies Pte. Limited 3. Stampede Tradex Pte Ltd
(formerly Stampede Financials Pte. Limited) |
| ii) Associate Companies | <ul style="list-style-type: none"> 1. Proseed India Ltd
(formerly Green Fire Agri Commodities Limited) 2. Kling Enterprises India Limited
(formerly Kling Holdings Ltd.) 3. Spacenet Enterprises Inda Ltd
(formerly Northgate Com Tech Limited) 4. Social Media India Limited 5. Meridian Enterpirses Pte Limited, Singapore 6. Meridian Tech HK Limited, Hong Kong |
| iii) Key Managerial Personnel | <ul style="list-style-type: none"> 1. Mr. P.Parthasarathi, Executive Director & CFO 2. Mr. Dasi Emmanuel, Wholetime Director 3. Mr. T. Suresh, Director 4. Meenavalli Venkata Srinivas, Director 5. Krishanu Singhal, Director |
| iv) Persons having Substantial Interest
in Voting Power | - Mrs. M. Usha Rani |

B. Non Executive Directors and Independent Directors on the Board of the Company

Name of the personnel	Relationship
Mr. K. Avinash	Non Executive Independent Director
Mrs. Chukka Lakshmi	Non Executive Woman Director
Mr. Y.Ramesh	Non Executive Independent Director
Mr. Omesh Kumar Waghray	Non Executive Independent Director
Mr. R. Vivek Kumar	Non Executive Independent Director

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

C. Details of transactions with Related Parties

Name of the Related party	Nature of the Transactions	2016-17		2015-16	
		Amount	Balance outstanding as on 31 March 2017	Amount	Balance outstanding as on 31 March 2016
Stampede Enterprises India Pvt Ltd	Investment in WOS		50,099,990	-	50,099,990
	Unsecured Loan Given(net)	(34,587,600)	56,673,056	(51,739,252)	91,260,656
	Security offered	26,500,000	26,500,000		
Stampede Tradex Pte. Ltd.	Investment in subsidiary Advance	51,706,167	278,845,261	55,991,594	227,139,094
Kling Enterprises India Limited	Client Transactions:				
	Margin Money Received	321,738	-	-	-
	Margin Money Returned	320,664	-	143,777	-
	Brokerage / Commission earned	1,074	-	73	-
Blueshark Derivative Trading Pvt Ltd	Advance	2,715,000	90,226,700	87,511,700	87,511,700
Usha Rani Meenavalli	Client Transactions:				
	Margin Money Received	203,991	-	65,600,000	33,805,214
	Margin Money Returned	33,805,214	-	31,913,769	
	Brokerage / Commission earned	203,991	-	1,276,321	
	Other Transactions:				
	Unsecured Loan Received	88,183,056	86,799,036	36,565,000	5,803,980
Venkat S. Meenavalli	Client Transactions:				
	Margin Money Received	-	-	-	-
	Margin Money Returned	-	-	1,926,075	-
	Brokerage / Commission earned	-	-	-	-
Other Transactions:					
Unsecured Loan Received	-	-	3,240,000	5,721,056	
Unsecured Loan Returned	5,721,056	-	26,704,000	-	
Emmanuel Dasi	Managerial Remuneration	-	-	1,690,900	-
Prathipati Parthasarathi	Managerial Remuneration	495,500	-	402,500	-

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 24 : Employee Stock Option Plan

The Company has instituted the following employee stock option plan for all eligible employees, in pursuance to the respective special resolution approved by the shareholders. All the plan options shall be administered by the compensation committee, which shall determine the employees eligible for receiving options, the number of options to be granted, the exercise price, the vesting period and the exercise period. The vesting period is determined for the options issued on the date of the grant.

Plan	Shareholder's special resolution date	No. of Options	Vesting Period	Vesting Pattern
2011 ESOP Plan	29th September, 2011	1,492,400	4 Years	25% at the end of first year 25% at the end of second year 25% at the end of third year 25% at the end of fourth year

The exercise price of the options granted under the ESOP Plan is defined as the closing market price of the underlying equity share, preceding the date of grant of options on the stock exchange having the highest trading volume of such shares.

In the case of termination of the employment, all non-vested options would stand cancelled. Options that have vested but have not been exercised can be exercised within the time prescribed under each option agreement approved by the compensation committee, which shall not be beyond the initial exercise period, failing which they would stand cancelled.

A summary of activity under the above employee stock option plan for the years ended 31 March, 2017 and 31 March, 2016 are given below:

	2011 ESOP Plan	2011 ESOP Plan
Options Outstanding at the beginning of the year	5,106,500	5,106,500
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	875,000	-
Options Expired during the year	-	-
Options Outstanding at the end of the year	4,231,500	5,106,500
Options Exercisable at the end of the year	-	-

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 25 Earnings Per Share

Particulars	As at 31st March 2017	As at 31st March 2016
Profit after tax	306,368	3,786,808
Profit after tax (excluding extraordinary items)	306,368	3,786,808
Weighted average number of Equity shares outstanding during the year - No.	286,264,000	228,136,200
Nominal value of Equity share	1	1
Earnings per share	0.001	0.02
Earnings per share (excluding extraordinary items)	0.001	0.02

Note 26 Specified Bank Notes

As per MCA Notification G.S.R.308 (E) dated. March 31, 2017 issued by the Ministry of Corporate Affairs, the Company needs to provide the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016. The term 'Specified Bank Notes' shall have the same meaning as provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O.3407(E), dated the November 8, 2016. The details is provided in the table below:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	-	1,65,438	1,65,438
(+) Permitted receipts	1,87,000	-	1,87,000
(-) Permitted payments	-	37,093	37,093
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on December 30, 2016	1,87,000	1,28,345	3,15,345

Note 28

There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2017.

Notes to financial statements for the year ended 31 March 2017

(All amounts in Indian rupees, except share data and where otherwise stated)

Note 29 : Previous year figures

Previous year figures have been regrouped / reclassified wherever necessary to confirm to the current year classification.

As per our report attached
For **Sarath & Associates**
Chartered Accountants
Firm's registration no. 005120S

For and on behalf of the Board of Directors of
Stampede Capital Limited

S. Srinivas
Partner
Membership No: 202471

Prathipati Parthasarathi
Executive Director & CFO
DIN: 00004936

Dasi Emmanuel
Wholetime Director
DIN: 02598270

Place: Hyderabad
Date : 30.05.2017

Kiran Koduri
Company Secretary
ACS: 45072

STAMPEDE CAPITAL LIMITED

PROXY FORM MGT 11

Registered Office: 1st Floor, Plot No. 197, Kavuri Hills,
Gutlabegumpet Village, Madhapur, Hyderabad-500081. Telangana, INDIA.
CIN: L67120TG1995PLC020170 www.stampededecap.com

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No /Client ID :

DP ID :

I/We, being the member(s) of shares of the above named company. Hereby appoint

1. Name :

E-mail Id :

Address :

Signature or failing him

2. Name :

E-mail Id :

Address :

Signature or failing him

3. Name :

E-mail Id :

Address :

Signature or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on September 29th, 2017 at 10.30 A.M. at MothiNagar Community Hall, Mothinagar Cross Roads, Borabanda, Hyderabad - 500 018, Telangana and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

Sl.No.	Resolution(s)	Vote	
		For	Against
1.	Adoption of Financial Statements		
2.	Re-appointment of Mr. P Parthasarathi (DIN: 00004936) who retires by rotation		
3.	Ratification of appoint of M/s Sarath & Associates, Chartered Accounts, as Statutory Auditors of the company.		
4.	Appointment of Mr. Suresh Tammineedi (DIN: 00952079) as a Director		
5.	Appointment of Mrs. Chukka Lakshmi (DIN: 07733231) as a Woman Director		
6.	Appointment of Mr. Vivek Kumar Rathakonda (DIN: 02090966) as an Independent Director		

Signed this day of 2017

Signature of Shareholder

Signature of Proxy Holder(s)



Note: The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.

STAMPEDE CAPITAL LIMITED

Registered Office: 1st Floor, Plot No. 197, Kavuri Hills,
Gutlabegumpet Village, Madhapur, Hyderabad-500081. Telangana, INDIA.
CIN: L67120TG1995PLC020170 www.stampedecap.com

ATTENDANCE SLIP

(to be handed over at the Registration Counter - Joint holder may obtain additional slip at the venue)

DP ID		Folio No	
Client ID		No. of Shares	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on September 29th, 2017 at 10.30 A.M. at MothiNagar Community Hall, Mothinagar Cross Roads, Borabanda, Hyderabad - 500 018, Telangana

Signature of the Member/Proxy

**AGM Venue
Route Map**



Stampede

Alchemy of Structured Finance

STAMPEDE CAPITAL LIMITED

1st Floor, Plot No. 197, Kavuri Hills,
Gutlabegumpet Village, Madhapur,
Hyderabad-500081. Telangana, INDIA

CIN: L67120TG1995PLC020170

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Annual Report 2016-17



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