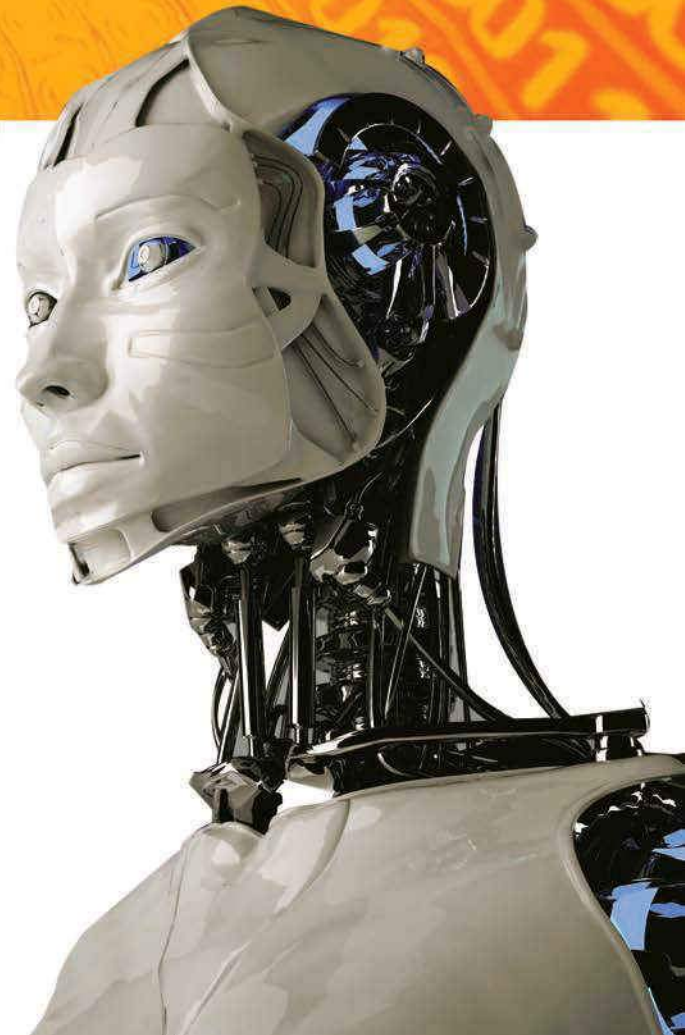


# THE NEW ERA OF ARTIFICIAL INTELLIGENCE BULLS



**STAMPEDE**

*Race to Time Zero*

Stampede Capital Limited

21<sup>st</sup> Annual Report  
2015-16



We are a Non-Bank **Liquidity & Technology Solutions** provider dedicated to **Fixed Income, Currencies** and **Commodities** (FICC) products in Asia & Emerging Markets.



## Core Business

Stampede provides Global Market Making / Liquidity / Technology Solutions to all the major Global Exchanges / Global Banks / Global Trade Companies across the Globe.

## Key Clients



## Liquidity Solutions



## Technology Solutions

Large trade houses to hedge the FX/Commodities.

## Peer Comparables



(VIRT) Market Cap - USD 3.3 bn



(FLOW) Market Cap - USD 1.7 bn



(KCG) Market Cap - USD 1.2 bn



(LEON) Market Cap - USD 1.2 bn



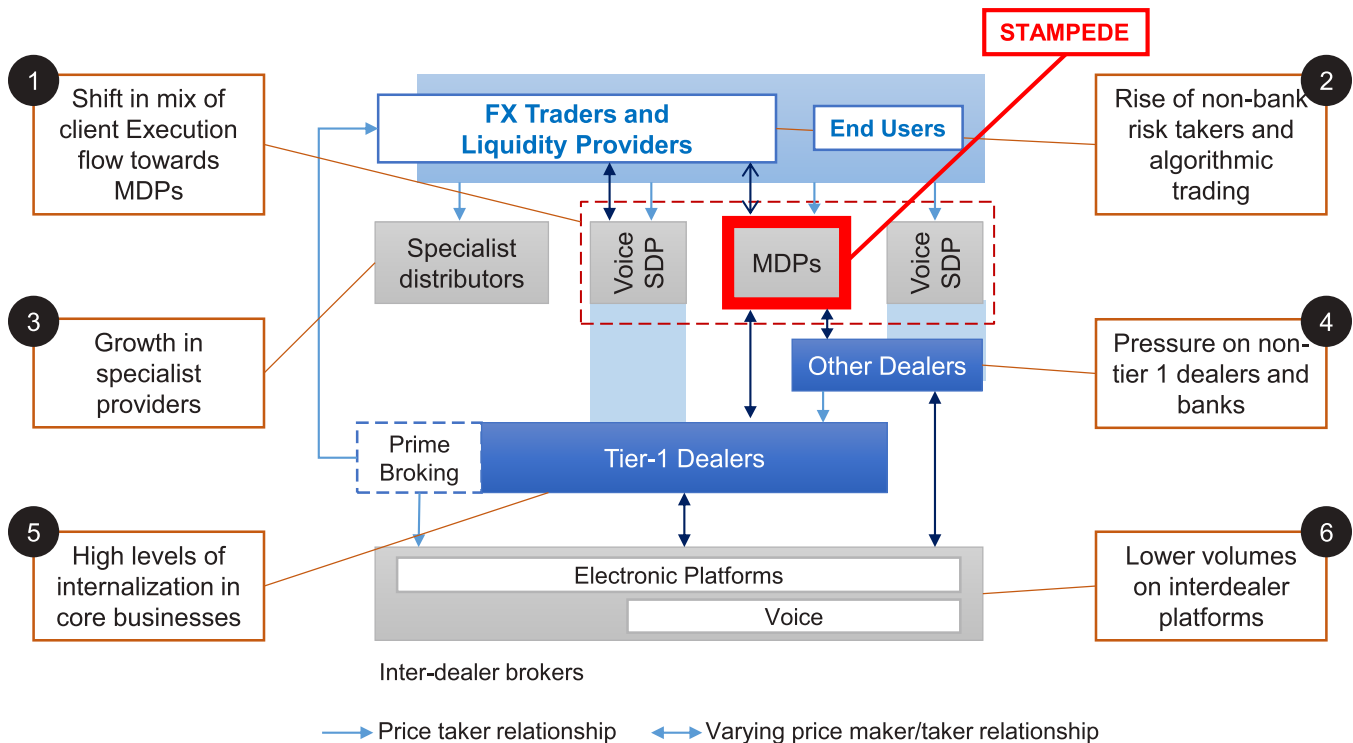
(INFO) Market Cap - USD 15 bn



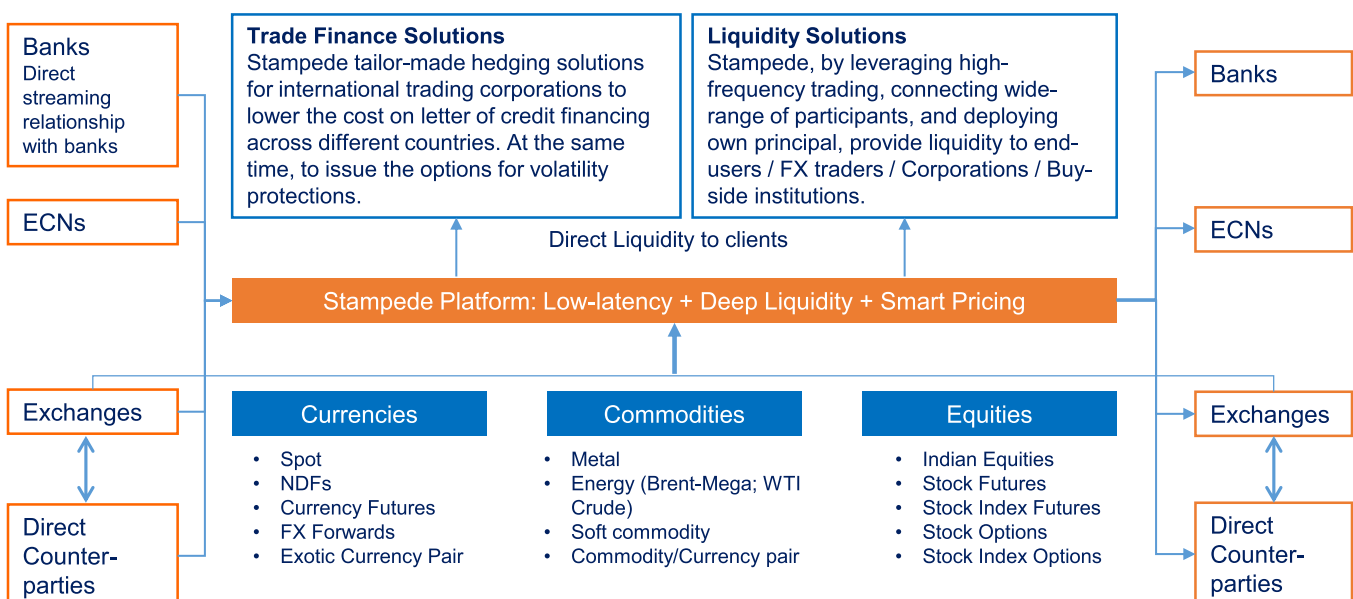
Current Valuation - USD 10 bn

## Rise of Non-Bank Liquidity Provider

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



## Business Model



## Stampede A-Li-En : FIX Liquidity Engine



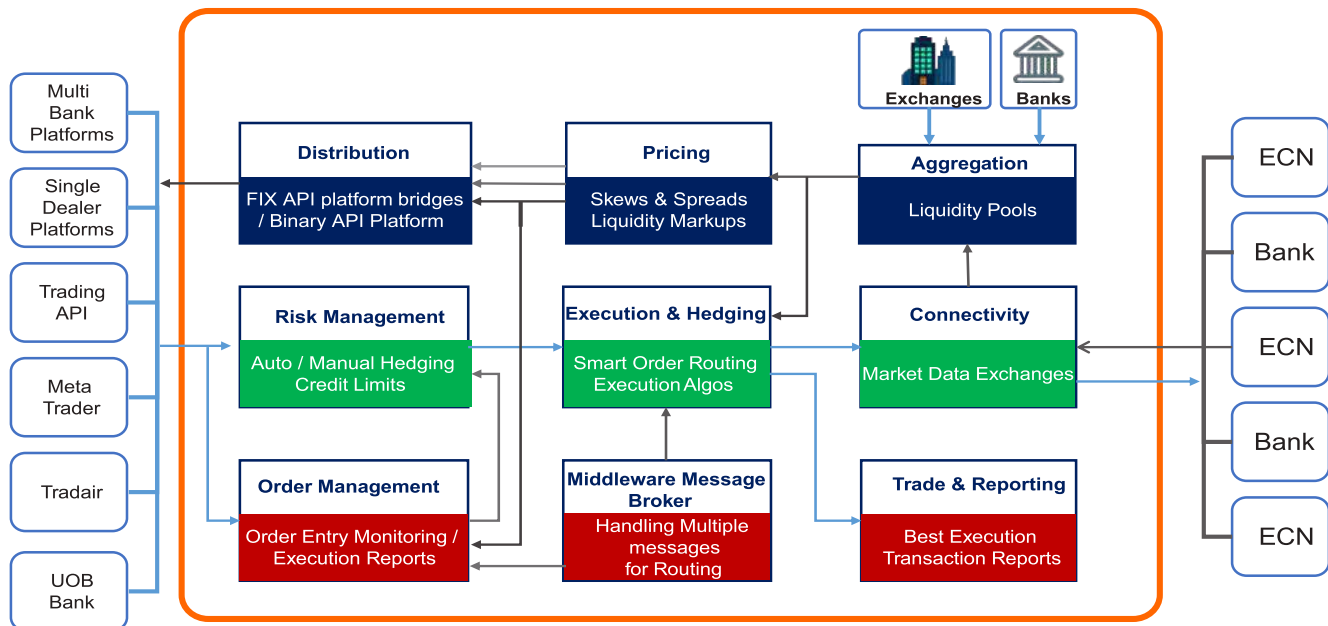
### Proprietary Engine

**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.

Stampede Solutions provide FIX Market Data and FIX Trading access solutions for automated trading strategies. Our Clients can access the Stampede platform via its trading interface as well as by its automated integration suite, which includes a proprietary API and FIX gateway.

- A-Li-En is a limit order-driven ECN platform.
- Real-Time Pricing and Matching Engine
- Business objects level API that significantly simplifies the access to order book information from the Stampede ECN
- Fully supported and maintained FIX Order Routing specific FIX Dialect
- Non-FIX API Support to FIX Connection
- Based on high-performance FIX Engine implementations
- Multithreaded and Message Queuing architecture
- Low latency, High throughput
- Available as Screen-trading GUI and API.

### A-Li-En (Alternative Liquidity Engine)

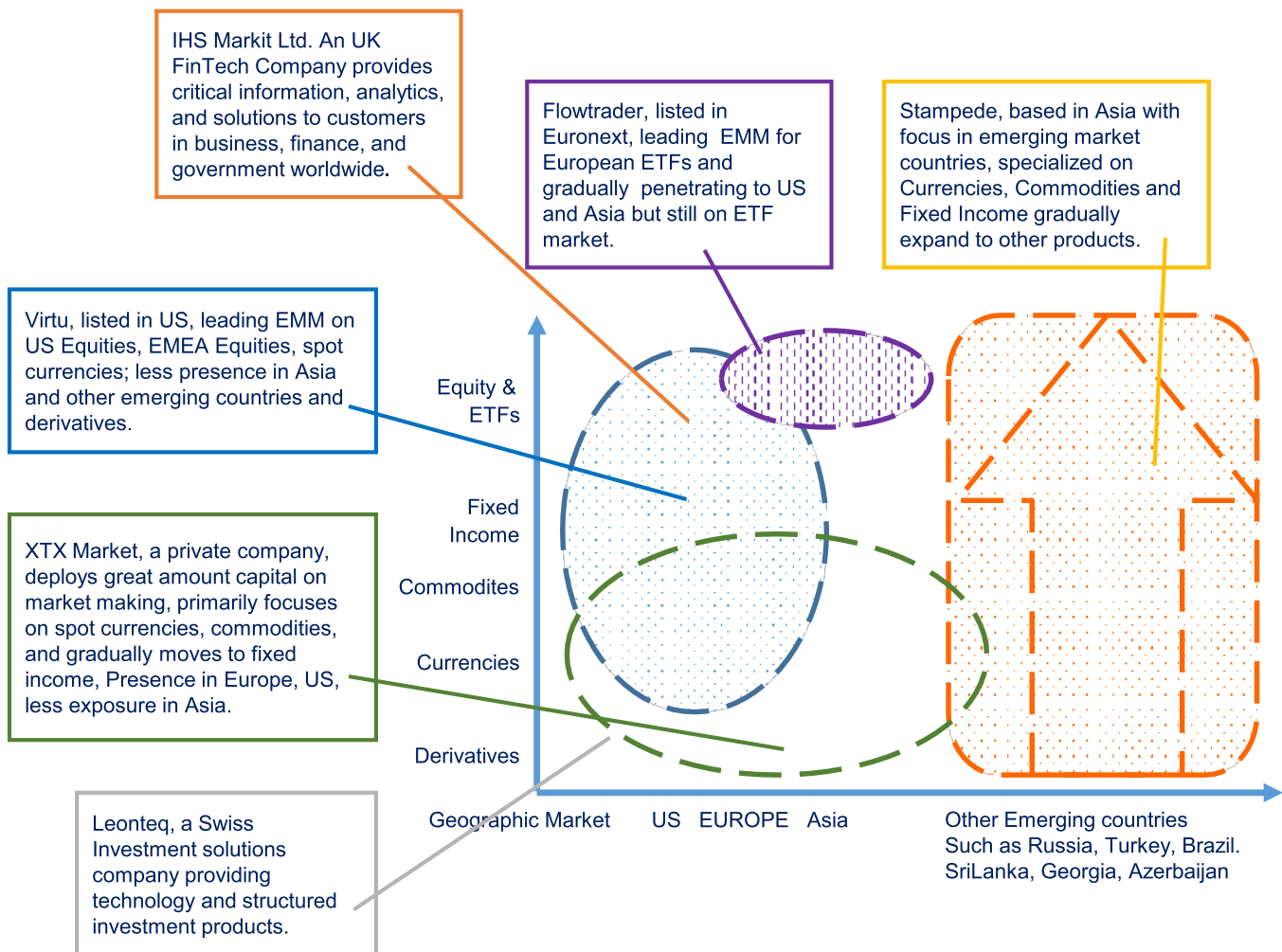


**Ultra Low-latency:** Over 2500 transactions per second and less than 3-4 ms of execution latency.

**Smart Machine Learning Algorithm** on Order Management & Execution & Risk Control, Auto-calculating for the best fulfillment.

## Global Participants in Competitive and Changing Electronic Space:

The market share of Non-Bank Liquidity and Technology Solution providers grown from 0% to 20% in past five years (Especially for FX. Oliver Wyman predicts that FX market grows to 30% to 35% of non-bank liquidity provider volumes) Market structure is complex across various geographic and asset classes. Stampede penetrated well in Asia with great focus on emerging currency markets and other asset classes with greater margins.



## **BOARD OF DIRECTORS**

Mr. Venkata Srinivas Meenavalli  
Mr. Emmanuel Dasi  
Mr. Parthasarathi Prathipati  
Mr. Y. Ramesh  
Mr. Omesh Kumar Waghray  
Mr. Vivek Kumar Ratakonda  
Mr. Avinash Karingam  
Mrs. Meenavalli Venkat Laxmi

Chairman and Non-Executive Director  
Executive Director.  
Director Finance (CFO)  
Independent Director (w.e.f. 01.09.2016)  
Independent Director (w.e.f. 01.09.2016)  
Independent Director  
Independent Director  
Non-Executive Woman Director

Mr. Kiran Koduri

Company Secretary & Compliance Officer

### **REGISTERED OFFICE**

1st Floor, Plot No. 197,  
Kavuri Hills, Gutlabegumpet Village,  
Madhapur, Hyderabad-500081  
Telangana, INDIA  
Tel: +91-40-23540764/5  
Fax: +91-40-23540763  
Web Site: [www.stampedecap.com](http://www.stampedecap.com)  
**CIN: L67120TG1995PLC020170**

### **STATUTORY AUDITORS**

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

### **INTERNAL AUDITORS**

M/S A S NAIDU & Co.,  
Chartered Accountants  
Off: SRT 453, Sanath Nagar  
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, 500018, Telangana  
Phone: +91 040-23818475/23818476/23868023  
Email: [info@vccipl.com](mailto:info@vccipl.com)

### **BANKERS**

**1. HDFC BANK LIMITED**  
6-1-73 Saeed Plaza, Lakdikapul  
Hyderabad – 500004, Telangana  
**2. BANK OF BARODA**  
291/14/G/1, Bhaskar Empire  
Hyderabad – 500084, Telangana

**TABLE OF CONTENTS**

<b>S No</b>	<b>Item</b>	<b>Page No</b>
1	Notice of Annual General Meeting	1
2	Directors' Report	19
3	Report on Corporate Governance	38
4	Management Discussion and Analysis	46
5	Auditors' Report on Consolidated Financial Statements	49
6	Consolidated Financial Statements	53
7	Auditors' Report on Standalone Financial Statements	72
8	Standalone Financial Statements	78
9	Proxy Form	97
10	Attendance Slip	98



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of Stampede Capital Limited (CIN: L67120TG1995PLC020170) will be held on Thursday, the 29<sup>th</sup> day of September, 2016 at 10.30 A M at Kalinga Cultural Trust, Plot No. 1269, Road No.12, Banjara Hills, Hyderabad – 500 034 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, 2016 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 Mrs. Meenavalli Venkat Laxmi (DIN 07169139), who retires by rotation and being eligible, offers herself 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 2016-17 at such remuneration as may be determined by the Board of Directors of the Company.”

### Special Business

#### 4. Increase in Authorized Share Capital and in this regard to consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed there under as may be applicable the authorized share capital of the Company be and is hereby increased from Rs.25,00,00,000 (Rupees Twenty Five Crores only) divided into 25,00,00,000 equity shares of Rs.1 each to Rs. 34,00,00,000 (Rupees Thirty Four Crores only) divided into 27,00,00,000 ordinary equity shares of Rs.1 each, 7,00,00,000 (Rupees Seven Crore only) Equity shares-Differential Voting Rights (DVR equity shares) of Rs.1 each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

#### 5. Amendment of Memorandum of Association and in this regard to consider and if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to amend Clause V of the Memorandum of Association of the Company, which be and is hereby modified to read as follows:

“Clause V of Memorandum of Association”

The Authorized Share Capital of the Company is Rs. 34,00,00,000 (Rupees Thirty Four Crores only) divided into 27,00,00,000 ordinary equity shares of Rs.1 each, 7,00,00,000 (Rupees Seven Crore only) Equity shares-Differential Voting Rights (DVR equity shares) of Rs.1 each, with power to increase or reduce the capital and to divide shares in capital for the time being, into several classes and to attach thereto respectively, such preferential, differed, qualified or special rights (whether relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by the Company.

**6. Issue of Bonus Equity Shares in ratio of 1 Differential Voting Right(DVRs) Equity Share of Rs.1 each (DVR Equity Shares) for 4 Ordinary Equity Shares of Rs. 1 each held on “Record Date “ to be fixed by the Board of Directors in consultation with the Stock Exchanges where the Equity Shares are listed and in this regard to consider and if thought fit, to pass, the following resolution as Special Resolution:**

“RESOLVED THAT, pursuant to the provisions of Section 43 read with the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the enabling provisions in the Articles of Association of the Company, Securities and Exchange Board of India, SEBI Listing Obligations and Disclosure Regulations, 2015, Government of India, Reserve bank of India under the Foreign Exchange Management Act, 1999 and all other applicable Acts, rules and regulations, if any , and subject to any approvals, consents, permissions or sanctions of any and subject also to such terms, concerned authorities as may be necessary and subject also to such terms, conditions and modifications as may be prescribed while granting such approvals, consent, permission or sanction and which may be agreed to by the (which term shall be deemed to include any committee which the board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution) for offer, allotment and issue of Equity Shares, with differential rights as to voting, as against existing Equity Share (“Ordinary Equity Shares”) or otherwise by way of bonus shares, (“DVR Equity shares”) to all existing equity shareholders including domestic/foreign institutions, institutional investors, banks, mutual funds, companies , bodies corporate and/or other entities, individual Shareholders and subject to the consents of Financial Institutions if any required, as may be applicable, the consent of the company be and is hereby accorded to capitalize the necessary amount standing to the credit of General Reserve/Securities Premium Account of the Company as on 31<sup>st</sup> March 2016 for issue and allotment of such DVR Equity Share of Rs. 1 each for distribution among the holders of existing Ordinary Equity Shares of Rs. 1 each of the Company, whose names will appear in the Register of Members of the Company on a date to be decided by the Board in that behalf as “Record Date” as an increase of the amount of share capital of the Company held by each such member and not as income or in lieu of dividend credited as 1 (One) DVR Equity Share for every 4 (Four) Ordinary equity Shares of Rs. 1 each.”

RESOLVED FURTHER THAT the above issue of bonus DVR equity shares will be subject to the following terms and conditions:

- 1) the DVR Equity Shares to be allotted as bonus shares will be allotted subject to the terms of the Memorandum and Articles of Association of the Company;
- 2) every 1000 DVR Equity Shares shall carry voting right on poll, equivalent to 1 Ordinary Equity Share of Rs. 1 each, such that any person holding less than 1000 DVR Equity Shares shall hold fractional voting rights but shall rank pari passu in all other respects and carry the same rights as the Ordinary Equity Shares of the Company and notwithstanding the date or dates of allotment thereof shall be entitled to participate in full in any dividend to be declared in respect of the Financial Year in which the allotment of the DVR Equity Shares pursuant to this Resolution is made;
- 3) the holder(s) of DVR Equity Shares will be entitled to bonus and/or rights shares of the same class of shares as and when such and issue is made in respect of Ordinary Equity Shares and on the same ratio and terms;
- 4) In case of buy back or reduction of capital of Ordinary Equity Shares, the DVR Equity Shares shall also be subject to buyback or reduction on the same terms as Ordinary Equity Shares. Further, in case of issue of Ordinary Equity Shares in case of amalgamation/demerger/reorganization/reconstruction, the DVR Equity Shares shall also be issued DVR Equity Shares and any other securities/assets as issued to Ordinary Equity Shares;
- 5) The holders of other convertible instruments issued by the Company such as employee stock options (ESOPS) to the extent such convertible instruments shall remain outstanding (i.e. unvested, unexercised and not converted into to equity shares) on the date of issue of bonus issue of DVR equity shares as aforesaid inter alia, similar benefit at the time of exercising their option to convert their respective convertible instruments to equity shares of the company i.e. at the time of receiving equity shares in conversion of convertible instruments, they shall be entitled to receive such whole number (fraction to be ignored) of DVR Equity shares as bonus shares (free of any consideration) as per ratio stated aforesaid, over and above their entitlement to receive equity shares as per terms of issue of such ESOPS and that in lieu thereof, there will be no adjustment of price payable by them for converting their respective convertible instruments to Equity Shares of the Company.

- 6) No letter of Allotment will be issued by the Company in respect of DVR Equity Shares. However, the Equity Share certificate in respect thereof will be ready for delivery to the allottees within the period as per the Companies Act, from the date of allotment thereof or in case of Shares held in demat form the bonus DVR Equity Shares shall be issued in demat form by direct credit to the account of such Shareholders with depositories through one time corporate action after Record Date;
- 7) If as a result of implementation of this Resolution, any member becomes entitled to a fraction of DVR Equity Shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares, but the total number of such DVR Equity Shares representing such fractions shall be allotted by the Board to a Nominee to be selected by the Board who would hold them as Trustee for the Equity Shareholders who would have been entitled to such fractions, in case the same were issued. Such Nominee(s) will as soon as possible, sell such DVR Equity Shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses and taxes as applicable in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fractions thereof;
- 8) No allotment of bonus DVR Equity Shares or distribution of proceeds in respect of fractions to the non-resident Shareholders will be made till the approval of Reserve Bank of India is obtained by the Company;
- 9) Separate class meeting shall be held if the rights of the DVR Equity Shares are affected in any manner adversely to obtain their consent to the variation of rights and at such a meeting all the provisions applicable to Ordinary Shareholder meetings shall apply mutatis mutandis;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized:

- 1) To do all such acts, matters and things whatsoever including setting any question, doubt or difficulty that may arise with regard to, or in relation to, the issue or allotment of the bonus shares with differential rights, including their listing with the stock exchange(s) as may be deemed appropriate, and to resolve and settle all questions and difficulties that may arise in the proposed offer, issue and allotment of any of the aforesaid shares;
- 2) To accept on behalf of the Company any conditions, modifications relating to the issue of bonus shares prescribed by the Reserve Bank of India or any other authority and which the Board in its discretion thinks fit and proper;
- 3) Shall decide and finalise further detailed terms and conditions for the DVR Equity Shares so created;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, or the any one or more whole-time Directors or officers of the Company to give effect to the aforesaid Resolution”.

**7. To Raise Further Capital and in this regard to consider and if thought fit, to pass, the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62 and Section 42 and all other applicable provisions of the Companies Act, 2013 and ‘The Companies (Share Capital and Debentures) Rules, 2014 and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (“**Companies Act, 2013**”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”), and all other applicable Rules, Regulations, Circulars and Guidelines of the Securities and Exchange Board of India (“**SEBI**”), the Foreign Exchange Management Act, 1999, and Rules and Regulations made thereunder, including but not limited to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 1993 and subject to any other applicable Law, Rules, Regulations, Guidelines, Notifications and Circulars, if any (including any amendment or re-enactment thereto from time to time) issued by the Government of India, the Reserve Bank of India (“**RBI**”), SEBI or any other Competent Authority whether in India or Abroad, and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the Equity Shares of the Company (“**Equity Shares**”) are listed (“**Stock Exchanges**”), and subject to requisite approvals, consents, permissions and/or sanctions of the lenders of the Company, the Government of India, SEBI, the Stock Exchanges, RBI, Department of Industrial Policy and Promotion (DIPP), Ministry

of Commerce, the Foreign Investment Promotion Board (FIPB), and all other competent authorities, institutions or bodies, within or outside India, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed, to include any committee thereof which the Board may have duly constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche(s), either in India or in the course of international offering(s) in one or more foreign markets, to all eligible domestic/foreign investors (including institutional investors), Non-Resident Indians, Companies, Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Alternative Investment Funds, Foreign Venture Capital Investors, Financial Institutions, Trusts, Individuals, Qualified Institutional Buyers (QIB) within the meaning of the SEBI (ICDR) Regulations or other persons or entities, whether members of the Company or not (collectively called the “**Investors**”), through a Public Issue, Rights issue, Private Placement / Preferential Issue and/or any other issue or a combination thereof as may be permitted under applicable law from time to time (including without limitation through a Qualified Institutions Placement (QIP), since the Company will be eligible to undertake such an offering pursuant to Chapter VIII of the SEBI (ICDR) Regulations and the Companies Act, 2013) (the “**Issue**”), such number of Equity Shares, American Depository Receipts (ADR), Global Depository Receipts (GDR), Foreign Currency Convertible Bonds (FCCB), fully/partly convertible debentures and/or any other financial instruments convertible into Equity Shares (including but not limited to preference shares convertible into Equity Shares, warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”), up to an aggregate amount of up to **Rs.150 crores** (inclusive of premium) or any combination of Securities, whether Rupee denominated or denominated in foreign currency, through one or more prospectus and/ or letter of offer or circular and/or placement document/ or other permissible/requisite offer document, whether to be listed on any stock exchange inside India or any international stock exchange outside India, and in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, including the discretion to determine the categories of Investors to whom the offer and allotment of the Securities shall be made to the exclusion of others, allotment to a stabilising agent in accordance with a green-shoe option, if any, exercised by the Company, issuance of the Securities as fully or partly paid up, making of calls on the Securities and manner of appropriation of the application monies or call monies in respect of different classes of Securities, as may be determined by the Board, in accordance with the provisions of the SEBI (ICDR) Regulations or other provisions of law including the Companies Act, 2013 as may be prevailing at the time.

“**RESOLVED FURTHER THAT** in case of an issuance of Securities to Qualified Institutional Buyers (QIB), whether or not such investors are existing members of the Company, through a Qualified Institutions Placement (QIP) under Chapter VIII of the SEBI (ICDR) Regulations, the Securities shall be allotted as fully paid up within 12 months of the date of this resolution and the price inclusive of premium of the equity shares so issued shall not be less than the price determined in accordance with the provisions of Chapter VIII of the SEBI (ICDR) Regulations and approved by the Board, in consultation with the lead manager(s) and/or merchant banker(s) and/or advisor(s) to the Issue and/or such other person(s) in accordance with applicable laws, rules, regulations and guidelines prevailing in this regard.”

“**RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the Securities shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such Securities or provided in the terms of their issue.”

“**RESOLVED FURTHER THAT** such of Securities as are not subscribed may be disposed of by the Board in its absolute discretion in a manner, that the Board may deem fit and as permissible by applicable law, including the Act.”

“**RESOLVED FURTHER THAT** in case of an issuance of Securities to Qualified Institutional Buyers (QIB), whether or not such investors are existing members of the Company, through a Qualified Institutions Placement (QIP) under Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the determination of the issue price of the Securities offered shall be the date of the meeting in which the Board decides to open the proposed Issue, and the price of the Securities shall be determined in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations and applicable provisions, if any, of the Companies Act, 2013 and any other applicable laws, rules, regulations and guidelines.”

“**RESOLVED FURTHER THAT** in case of an issuance of Foreign Currency Convertible Bonds/American Depository Receipts/Global Depository Receipts pursuant to the provisions of the Foreign Currency Convertible Bonds and Ordinary

Shares (Through Depository Receipt Mechanism) Scheme 1993 and other applicable pricing provisions issued by the Ministry of Finance, Government of India, the relevant date for the determination of the issue price of the Securities offered, shall be the date of the meeting in which the Board decides to open the Issue after the date of this resolution.”

“**RESOLVED FURTHER THAT** in case of a preferential issuance of Securities, the relevant date for the determination of the issue price of the Securities offered shall be determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and applicable provisions if any of the Companies Act, 2013 and any other applicable laws, rules, regulations and guidelines.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of their issue, all such Equity Shares shall rank pari-passu inter se and with the existing Equity Shares of the Company in all respects.”

“**RESOLVED FURTHER THAT** the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as maybe authorized by the Board or any committee thereof in accordance with the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate, finalize and approve the offering circular or registration statement or placement document or offer document or private placement offer letter or term sheets or agreements or deeds or otherwise in respect of the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular or registration statement or placement document or private placement offer letter or term sheets or agreements or deeds or otherwise (in draft or final form), and any amendments and supplements thereto, with any applicable Stock Exchanges, Government and Regulatory Authorities, institutions or bodies, as may be required, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company, settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the Issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Mr. Dasi Emmanuel, Executive Director or any other director of the Company or any duly constituted committee of the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be, jointly or severally deemed necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid Securities and to resolve and settle all questions and

difficulties that may arise in relation to the proposed issue, offer and allotment of any of the Securities, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or abroad and the listing of Equity Shares underlying the depository receipts on Stock Exchanges in India.”

**“RESOLVED FURTHER THAT** Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any committee of Directors, any other Director(s) or officer(s) of the Company to negotiate, approve, sign, execute, modify and amend necessary documents and other agreements that may be required and to take any action and execute any instrument that may be deemed necessary or advisable and do all such acts, deeds, matters and things for and on behalf of the Company including executing such other agreements, deeds, contracts, undertakings, letters, documents, forms, authority letters, power of attorneys, disclosure letters, regulatory filings and intimations with any regulator whether in India or abroad and such other documents which may be required to be entered into by the Company in connection with the proposed issuance of Securities.”

**Item No.8: Appointment of Mr. P.Parthasarathi (DIN: 00004936) as a Chief Financial Officer of the Company and in this regard to consider and if thought fit, to pass, the following resolution as Special 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. P. Parthasarathi as a Chief Financial Officer of the Company for the period from May 27, 2016 to May 26, 2019, 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. P. Parthasarathi.

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. 9.** Appointment of Mr. Omesh Kumar Waghray (DIN is in the process) as an Independent 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. Omesh Kumar Waghray (DIN is in the process), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on September 01, 2016 and whose term of office expires at this Annual General Meeting (“AGM”) and 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 commencing from September 01, 2016.”

**Item No. 10.** Appointment of Mr.Y. Ramesh (DIN 02549429) as an Independent 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.Y. Ramesh (DIN 02549429), who was appointed as

an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on September 01, 2016 and whose term of office expires at this Annual General Meeting ('AGM') and 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 commencing from September 01, 2016."

**Regd Office:**

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

**Date:** 01-09-2016

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

**K. KIRAN**  
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 2<sup>nd</sup> September, 2016.
- 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.
- l. The Company has notified closure of Register of Members and Share Transfer Books from 23 September 2016 to 29 September 2016 (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 29 September 2016.
- n. The voting through an electronic means will commence on 26 September, 2016 at 09.00 a.m. and will end on 28



September, 2016 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. A.S.Naidu & Co, Chartered Accountants (FRN:008549S) 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 26 September, 2016 at 09.00 a.m. and ends on 28 September, 2016 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-off date (record date) of 22 September, 2016 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 30<sup>th</sup> September, 2016. 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 30<sup>th</sup> September, 2016.

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**Date:** 01-09-2016

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

**K. KIRAN**  
Company Secretary

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

### Item No.4 & 5 Increase of Authorized Share Capital and Amendment of Memorandum of Association

The Board of Directors have considered and recommended on 1 September 2016 to issue bonus DVR Equity shares to the eligible shareholders by the capitalizing the reserves and also to explore the opportunities to raise further funds by way of issue of new securities either by private placement or rights or preferential issue. This needs an increase in the amount of Authorized Capital and also an amendment in the Authorized Share Capital clause of the Memorandum of Association of the Company.

The Board of Directors recommends that the resolutions be passed as proposed. None of the Directors are in any way interested in the related resolutions placed before the meeting.

### Item No.6 Issue of bonus Equity Shares with Differential Voting Rights (DVR's)

In order to reward the existing equity shareholders with another instrument DVR shares (shares with differential voting rights) and to create additional liquidity for investors who intend to buy shares from market, the Board of Directors at their meeting held on 1 September 2016 recommended for issue bonus DVR Equity Shares of Rs.1 each to holder of equity Shares of the Company on a record date to be fixed by the Board of Directors for the purpose in the ratio of 1 (one) DVR equity shares of Rs.1 each for every 4 (four) equity shares of the Company by capitalizing the Reserves. Further every 1000 DVR Equity Shares carry as voting right on poll and whenever the company declaring the dividend in future to the ordinary equity shareholders, DVR Equite holders will get the preferential dividend than the ordinary Equity share holders.

It is accordingly, proposed to capitalize requisite amount standing to the credit of the Company's General Reserve Account/securities premium account etc., This requires the approval of members of the Company. Further it is necessary to authorized the Board to take all necessary actions and to complete all regulatory formalities in connection with Bonus Issue.

The Board of Directors recommends the Resolution for approval of the Shareholders. All the Directors holding Ordinary Equity Shares in the Company's share capital are deemed to be interested in the Resolution at item 6 of the Notice to the extent of their shareholding, save and except above none of the Directors are interested in the Resolution in any manner.

### Item No.7: Raising Of Further Capital

The resolution contained in the Notice relates to a proposal by the Company to create, offer, issue and allot Securities through further public offerings, Rights basis, preferential allotments, qualified institutions placements, issuance of global depository receipts, American Depository Receipts and such other Securities in such manner as stated in the resolution. The Company intends to issue Securities for a value of up to Rs.150 Crores [including premium].

Subject to applicable laws and regulations, the Company intends to use the net proceeds of the Issue primarily for making acquisition, expansion and modernization of existing facilities, repayment of existing debt, working capital requirements and general corporate purpose.

The Special Resolution also seeks to empower the board of directors to undertake further issue of securities either by way of Private Placement, Preferential Issue, Rights Issue or Public Issue to all eligible domestic/ foreign investors, NRIs, Companies, Corporate Bodies, Insurance Companies, pension funds, AIFs, Financial Institutions, QIBs, whether existing members or not subject to compliance with SEBI (ICDR) Regulations. In case of an issuance of Securities to qualified institutional buyers, whether or not such investors are existing members of the Company, through a qualified institutions placement under Chapter VIII of the SEBI (ICDR) Regulations, the final price at which the Securities will be offered will be subject to investor response and prevailing market conditions, and computed in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations..

The detailed terms and conditions of the issue as and when made will be determined by the Board of Directors in consultation with the merchant bankers, lead managers, advisors and other experts in accordance with the applicable provisions of law.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies or otherwise as the Board in its absolute discretion deem fit.

The consent of the Shareholders is being sought pursuant to the provisions of Section 62 and Section 42 of the Companies Act, 2013 and 'The Companies (Share Capital and Debentures) Rules, 2014', and in terms of the provisions of the listing agreements executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Section 62 of the Companies Act, 2013 provides, inter-alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in accordance with the provisions of the Act unless the shareholders in the general meeting decide otherwise. The special resolution seeks the consent and authorization of the members to the Board to make the proposed issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue.

The Board of Directors believe that the issue of Securities to investors who are/ are not Shareholders of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred Resolutions.

**Item No.8:**

Mr.P. Parthasarathi, aged 67 years, is an Director of the Company. He holds a Bachelors Degree in Commerce from Andhra University and is a Certified Associate of the Indian Institute of Banker (CAIIB). He has over 40 years of experience in accounts, audit, finance and banking sectors.

**A. Tenure of Appointment:**

The appointment is for a period of 3 (Three) years with effect from 27 May, 2016 to 26 May, 2019.

**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 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. P. Parthasarathi as specified above, are now placed before the members for their approval.

Other than Mr. P. Parthasarathi, none of the Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the Resolution at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the shareholders.

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

Mr. Omesh Kumar Waghay (DIN is in the process) was appointed as an Additional (Independent) Director of the Company with effect from September 01, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Omesh Kumar Waghay 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 his candidature for the office of Director.

Mr. Omesh Kumar Waghay has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Omesh Kumar Waghay aged 62 years Science Graduate from Osmania University, Hyderabad and also CAIIB from Indian Institute of Bankers. He worked with UCO Bank for around 25 years and took voluntary Retirement in the year 2001. He is the founder promoter and Managing Director of SRR Mutually Aided Co-operative Society since 2002. He has vast experience in the field of Banking, Financial and related activities.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 9 of the Notice for appointment of Mr. Omesh Kumar Waghay as an Independent Director, not liable to retire by rotation.

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

Except Mr. Omesh Kumar Waghay, 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.9

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

Mr.Y. Ramesh (DIN 02549429) was appointed as an Additional (Independent) Director of the Company with effect from September 01, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr.Y. Ramesh 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 his candidature for the office of Director.

Mr.Y. Ramesh has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Y. Ramesh aged 55 years Commerce Graduate from Osmania University, Hyderabad and he has around 20 years of entrepreneur experience in agri and agro related businesses and presently acting as Independent Director of other two listed Companies based out of Hyderabad.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 10 of the Notice for appointment of Mr. Y. Ramesh as an Independent Director, not liable to retire by rotation.

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

Except Mr. Y. Ramesh, 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.10

**Regd Office:**

1st Floor, Plot No. 197,  
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Telangana, INDIA  
**Date:** 01-09-2016

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

**K. KIRAN**  
Company Secretary

## EXPLANATORY STATEMENTS PER SEBI LODR Regulations

Name of the Director	<b>Mrs. MV. Lakshmi</b>
DIN	<b>07169139</b>
Date of Birth	<b>16-03-1940</b>
Type of appointment	<b>Director liable to retire by rotation</b>
Date of Appointment/ Re-appointment	<b>31-03-2016</b>
Areas of Specialization	<b>Business Experience</b>
Qualifications	<b>Under graduate</b>
No. of Shares Held in the Company	<b>Nil</b>
List of Directorship held in outside Public Limited Companies	<b>Nil</b>
Chairman/member of the Committee of the Board of Directors of this Company	<b>Nil</b>
Chairman/member of the Committee of the Board of Directors of other Companies	<b>Nil</b>
Relation with Key Managerial Personnel and Directors	<b>Mother of Mr. Venkata Srinivas Meenavalli, Chairman of the Company</b>
Justification for appointment	<b>Her business expertise to be used for the overall business development of the Company.</b>

Name of the Director	<b>Mr . Parthasarathi Prathipati</b>
DIN	<b>00004936</b>
Date of Birth	<b>27-10-1948</b>
Type of appointment	<b>Director liable to retire by rotation</b>
Date of Appointment/ Re-appointment	<b>27/05/2016</b>
Areas of Specialization	<b>Finance</b>
Qualifications	<b>B.Com; CAIIB</b>
No. of Shares Held in the Company	<b>0</b>
List of Directorship held in outside Public Limited Companies	<b>Nil</b>
Chairman/member of the Committee of the Board of Directors of this Company	<b>Nil</b>
Chairman/member of the Committee of the Board of Directors of other Companies	<b>Nil</b>
Relation with Key Managerial Personnel and Directors	<b>NA</b>
Justification for appointment	<b>Expertise in company's Business model</b>



Name of the Director	Mr. Omesh Kumar Waghray
DIN	It is in the process
Date of Birth	06-08-1954
Type of appointment	Independent Director
Date of Appointment/ Re-appointment	01.09.2016
Areas of Specialization	He has vast experience in the field of Banking, Financial and related activities.
Qualifications	Graduate in Science from Osmania University and CAIIB from Indian Institute of Bankers
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	3
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Mr. Omesh Kumar Waghray aged 62 years Science Graduate from Osmania University, Hyderabad and also CAIIB from Indian Institute of Bankers. He worked with UCO Bank for around 25 years and took voluntary Retirement in the year 2001. He is the founder promoter and Managing Director of SRR Mutually Aided Co-operative Society since 2002. He has vast experience in the field of Banking, Financial and related activities.
Name of the Director	Mr. Y. Ramesh
DIN	02549429
Date of Birth	
Type of appointment	Independent Director
Date of Appointment/ Re-appointment	01.09.2016
Areas of Specialization	He has vast experience in the field of agri and agro related activities.
Qualifications	Graduate in Commerce Graduate from Osmania University
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	2
Chairman/member of the Committee of the Board of Directors of this Company	3
Chairman/member of the Committee of the Board of Directors of other Companies	6
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Mr. Y. Ramesh aged 55 years Commerce Graduate from Osmania University, Hyderabad and he has around 20 years of entrepreneur experience in agri and agro related businesses and presently acting as Independent Director of other two listed Companies based out of Hyderabad.

1. 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:**

2. 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 First Annual Report together with the Audited Accounts for the year ended 31st March, 2016

### FINANCIAL HIGHLIGHTS:

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
<b>Revenue</b>		
Revenue from Trading	1,951,372,279	741,728,597
Other income	3,008,735	5,052,161
<b>Total Revenue</b>	<b>1,954,381,014</b>	<b>746,780,758</b>
<b>Expenses</b>		
Cost of Operations	1,085,135,003	495,217,256
Employee benefits expense	22,418,119	20,317,863
Finance Cost	61,042	44,605
Depreciation and amortisation expense	154,549,561	47,607,173
Other expenses	25,131,658	19,502,847
<b>Total Expenses</b>	<b>1,287,295,383</b>	<b>582,689,744</b>
<b>Profit / (loss) before extraordinary items and tax</b>	<b>667,085,631</b>	<b>164,091,014</b>
Extraordinary Item	-	-
<b>Profit / (loss) before tax</b>	<b>667,085,631</b>	<b>164,091,014</b>
<b>Tax expense:</b>		
- Current tax	1,962,607	6,146,688
- MAT Credit	(866,709)	(5,829,720)
- Deferred tax charge/(credit)	2,441,731	18,502,517
<b>Profit / (Loss) for the year before Minority Interest</b>	<b>663,548,002</b>	<b>145,271,529</b>
<b>Less: Minority Interest</b>	<b>-</b>	<b>2</b>
<b>Net Profit / (Loss) for the year</b>	<b>663,548,002</b>	<b>145,271,527</b>
<b>Earnings per equity share Basic / Diluted</b>	<b>2.91</b>	<b>6.82</b>

### REVIEW OF OPERATIONS:

For the financial year ended March 31, 2016, your Company had reported consolidated total income of Rs. 19513.72 Lakhs as against Rs. 7417.29 Lakhs during the previous financial year. The company recorded a net profit of Rs. 6670.85 lakhs as against net profit of Rs. 1640.91 lakhs during the previous financial year.

**SHARE CAPITAL:**

The paid up Equity Share Capital as on March 31, 2016 was Rs.2,281.36 Lakhs as against previous year Paid up Equity share Capital of Rs.2281.36. On June 27, 2016 the company allotted 875,000 Equity Shares of Re.1/- each at a premium of Rs.3.8/- per share to the employees under Employee Stock Option Plan 2011. Accordingly the paid up share capital has enhanced to Rs.2290.11 Lakhs consisting of 229011200 equity shares of Re.1 each.

**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 31, 2016.

**DIRECTORS:**

In accordance with Section 149, 150, 152 & other applicable provisions if any of the Companies Act, 2013 Mrs. MV Lakshmi, Director of the company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Mr. P. Parthasarathi has been appointed as Chief Financial Officer (CFO) of the Company effective from 27 May 2016

**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.M/s A.S. Naidu & Co., 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.stampedecap.com](http://www.stampedecap.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-à-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 Financials Pte. Ltd. Further the company has one step down wholly owned subsidiary of Stampede Enterprises India Private Limited, namely Stampede Technologies Pte. Ltd. in Singapore.

#### **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 Bombay Stock Exchange Limited (BSE). The listing fee for the year 2016-17 has already been paid to the BSE. On 25 July 2016 the equity shares of the Company has been listed on National Stock Exchange of India Limited and the Company has paid the listing fee for the year 2016-17 to NSE also.

#### **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 2015-16 the company earned a Net Profit of Rs.37.86 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:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- the directors had prepared the annual accounts on a going concern basis; and
- 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;
- 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)**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
Foreign Exchange Earnings	35,99,0954	11,85,06,008
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.

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

**Regd Office:**

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

**Venkat Srinivas Meenavalli**  
 Non Executive Chairman

**Date:** 01-09-2016

## 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 Financial Pte Limited	*Stampede Technologies Pte 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
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupee	USD Exchange Rate :66.175	USD Exchange Rate :66.175
Share Capital	₹ 50,100,000	US\$ 3,580,000	US\$ 13,07,910
Reserves and Surplus	₹ 30,051,245	US\$ 7,002,248	US\$ 5,134,685
Total Assets	₹ 190,761,864	US\$ 10,582,248	US\$ 6,442,595
Total Liabilities	₹ 190,761,864	US\$ 10,582,248	US\$ 6,442,595
Investments	₹ 81,208,452	US\$ Nil	US\$ Nil
Turnover / revenue	₹ 35,990,954	US\$ 16,211,233	US\$ 10,430,067
Profit before taxation	₹ 4,777,360	US\$ 6,324,505	US\$ 3,673,382
Provision for taxation	₹ 1,802,098	US\$ Nil	US\$ Nil
Profit after taxation	₹ 2,975,261	US\$ 6,324,505	US\$ 3,673,382
Proposed dividend	Nil	Nil	Nil
% of shreholding	100%	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**  
Executive Director

**P. Parthasarathi**  
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 March 31, 2016	23,26,000
d.	Options exercised during the year	Nil
e.	Total number of equity shares arising as a result of exercise of options	Nil
F	Options lapsed during the year	Nil
g.	Variation in terms of options	Nil
h.	Money realized on exercise of options	Nil
i.	Total number of options in force	51,06,500
j.	Employee wise options granted to: <ul style="list-style-type: none"> <li>Senior Management</li> <li>any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.</li> <li>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</li> </ul>	50,000 Nil Nil
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. The assumptions used in the estimation of the same has been detailed below:

## 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 Companies (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, 2016** 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, 2016 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; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

VI. The Environment (Protection) Act, 1986

VII. The EPF & Misc. Provisions Act, 1952;

**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 audit period the company has Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

Date: 01-09-2016

Place: Hyderabad

For KOTA SRINIVAS & ASSOCIATES  
Company Secretaries

CS K Srinivas  
CP No. 14300  
ACS No. 34206

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

CS K Srinivas  
CP No. 14300  
ACS No. 34206

Date: 01-09-2016  
Place: Hyderabad

**ANNEXURE-2**
**EXTRACT OF ANNUAL RETURN  
FORM MGT 9**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and  
Rule 12(1) of the Company (Management & Administration ) Rules, 2014)  
**Financial Year ended on 31.03.2015**

**I. REGISTRATION & OTHER DETAILS :**

I	CIN	<b>L67120TG1995PLC020170</b>
ii	Registration Date	<b>28-04-1995</b>
lii	Name of the Company	<b>STAMPEDE CAPITAL LIMITED</b>
iv	Category/Sub-category of the Company	<b>STOCK BROKING</b>
v	Address of the Registered office & contact details	1st Floor, Plot No. 197, Kavuri Hills, Gutlabegumpet Village, Madhapur, Hyderabad-500081 Telangana, INDIA Hyderabad – 500034 T:040-23540764/65 F:040-23540763
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Venture Capital And Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad, 500018, Telangana Ph: 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 & Description of main Products/Services	NIC Code of the Product/ Service	% to total turnover of the company
1	<b>Stock Broking</b>	<b>6612</b>	<b>100%</b>

**III. PARTICULARS OF HOLDING , SUBSIDIARY & 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 Financials Pte Ltd	Foreign Wholly Owned Subsidiary	Subsidiary	100	2(87)(ii)
3	Stampede Technologies Pte Ltd	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				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
<b>A.Promoters</b>									
<b>1)Indian</b>									
a)Individual/HUF	11648519	-	11648519	51.06	104946704	-	104946704	46.00	-5.06
b)Central Govt.	-	-	-	-	-	-	-	-	-
c)state Govt.	-	-	-	-	-	-	-	-	-
d)Bodies Corp.	-	-	-	-	-	-	-	-	-
e)Banks/FI	-	-	-	-	-	-	-	-	-
f)any others	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>11648519</b>	<b>-</b>	<b>11648519</b>	<b>51.06</b>	<b>104946704</b>	<b>-</b>	<b>104946704</b>	<b>46.00</b>	<b>-5.06</b>
<b>2)Foreign</b>									
a)NRIs-Individulas	-	-	-	-	-	-	-	-	-
b)Other Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corp	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any other...	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter</b>	<b>11648519</b>	<b>-</b>	<b>11648519</b>	<b>51.06</b>	<b>104946704</b>	<b>-</b>	<b>104946704</b>	<b>46.00</b>	<b>-5.06</b>
<b>(A)= (A)(1) +(A) (2)</b>	<b>11648519</b>	<b>-</b>	<b>11648519</b>	<b>51.06</b>	<b>104946704</b>	<b>-</b>	<b>104946704</b>	<b>46.00</b>	<b>-5.06</b>
<b>B.Public Shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds	-	9700	<b>9700</b>	0.04	-	97000	<b>97000</b>	0.04	<b>0</b>
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e)Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)Insurance Companies	-	-	-	-	-	-	-	-	-
g)FIIs	<b>38000</b>	631000	<b>669000</b>	2.93	<b>6400000</b>	-	<b>6400000</b>	2.81	<b>-0.12</b>

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B) (1)</b>	<b>38000</b>	<b>640700</b>	<b>678700</b>	<b>2.97</b>	<b>6400000</b>	<b>97000</b>	<b>6497000</b>	<b>2.85</b>	<b>-0.12</b>
<b>2) Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	2461894	302300	2764194	12.11	29780483	23000	29803483	13.07	-0.96
ii) Overseas-FPI-Corporate	1514400	610000	2124400	9.31	22594000	-	22594000	9.90	-0.59
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakhs	1103525	66506	1170031	5.14	5177649	468060	5645709	2.47	-2.67
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3931712	0	3931712	17.23	50271160	66000	50337160	22.06	4.83
c) Others (Specify)									
<b>NRIs</b>	<b>123144</b>	<b>0</b>	<b>123144</b>	<b>0.54</b>	<b>1929090</b>	<b>-</b>	<b>1929090</b>	<b>0.85</b>	<b>0.31</b>
<b>Trusts</b>	<b>9507595</b>	<b>978806</b>	<b>10486401</b>	<b>45.97</b>	<b>116135436</b>	<b>557060</b>	<b>116692496</b>	<b>51.15</b>	<b>5.18</b>
<b>Custodians/ Clearing members/Any other(specify)</b>	<b>372920</b>	<b>0</b>	<b>372920</b>	<b>1.63</b>	<b>6383054</b>	<b>-</b>	<b>6383054</b>	<b>2.80</b>	<b>1.17</b>
<b>Sub-total(B)(2)</b>	<b>9507595</b>	<b>978806</b>	<b>10486401</b>	<b>45.97</b>	<b>116135436</b>	<b>557060</b>	<b>116692496</b>	<b>51.15</b>	<b>5.18</b>
<b>Total Public Shareholding</b>									
<b>(B)=(B)(1)+(B)(2)</b>	<b>9545595</b>	<b>1619506</b>	<b>11165101</b>	<b>48.94</b>	<b>122535436</b>	<b>654060</b>	<b>123189496</b>	<b>54</b>	<b>5.06</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>21194114</b>	<b>1619506</b>	<b>22813620</b>	<b>100.00</b>	<b>227482140</b>	<b>654060</b>	<b>228136200</b>	<b>100.00</b>	<b>0.00</b>

## (ii) Shareholding of Promoters

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	60321	0.26	0.00	60321	0.26	0.00	0.00
2	M.Usha Rani	11588198	50.80	0.00	104343.49	45.74	0.00	-5.06

## (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
<b>At the beginning of the year</b>		<b>11648519</b>	<b>51.06</b>	<b>-</b>	<b>-</b>
1	Sale by Usha Rani on 18-12-2015	<b>1000000</b>	<b>4.38</b>	<b>11648519</b>	<b>51.06</b>
2	Sale on 8-01-2016	<b>465000</b>	<b>2.04</b>	<b>11183519</b>	<b>49.02</b>
3	On Split of shares from 10/- to 1/-			<b>111835190</b>	<b>49.02</b>
4	Sale on 29-01-2016	<b>20000</b>	<b>0.00</b>	<b>111815190</b>	<b>49.01</b>
5	Sale on 5-02-2016	<b>951290</b>	<b>0.42</b>	<b>110863900</b>	<b>48.56</b>
6	Sale on 26-02-2016	<b>965000</b>	<b>0.42</b>	<b>109898900</b>	<b>48.17</b>
7	Sale on 04-03-2016	<b>1700000</b>	<b>0.75</b>	<b>108198900</b>	<b>47.42</b>
8	Sale on 11-03-2016	<b>1300000</b>	<b>0.57</b>	<b>106898900</b>	<b>46.85</b>
9	Sale on 18-03-2016	<b>705000</b>	<b>0.31</b>	<b>106193900</b>	<b>46.55</b>
10	Sale on 25-03-2016	<b>2000000</b>	<b>0.88</b>	<b>104193900</b>	<b>45.67</b>
11	Purchase on 31-03-2016	<b>752804</b>	<b>0.33</b>	<b>104946704</b>	<b>46.00</b>
<b>At the end of the year</b>		<b>-</b>	<b>-</b>	<b>104946704</b>	<b>46.00</b>



**(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		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of the total shares of the company
1.	<b>SILVER STALLION LIMITED</b>	1514400	7.12	21594000	9.47
2.	<b>AMITABH HARIVANSH RAI BACHCHAN</b>	778089	3.66	7462930	3.27
3.	<b>RESONANCE OPPORTUNITIES FUND</b>	0	0	6390000	2.8
4.	<b>ARINDAM SEKHAR GARMENTS MARKETING PRIVATE LIMITED</b>	0	0	4625000	2.03
5.	<b>ANOOP JAIN</b>	200000	0.94	2000000	0.88
6.	<b>BIYANI FINANCIAL SERVICES PVT. LTD.</b>	0	0	1850000	0.81
7.	<b>ANOOP JAIN</b>	0	0	1661250	0.73
8.	<b>ASIANMARKETS SECURITIES PVT LTD.</b>	210000	0.99	1550000	0.68
9.	<b>ARCADIA SHARE &amp; STOCK BROKERS PVT LTD-CDSL</b>	299370	1.41	1539812	0.67
10.	<b>SENATOR COMMODITIES PRIVATE LIMITED</b>	0	0	1228040	0.54

**(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	<b>Venkat Srinivas Meenavalli –Chairman</b>				
	At the beginning of the year	603210	0.26	603210	0.26
	Increase/decrease in Directors shareholding during the year	0	0	-	-
	At the end of the year	603210	0.26	603210	0.26
2	<b>Emmanuel Dasi – Executive Director</b>				

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
	At the beginning of the year	500000	0.22	445200	0.20
	Increase/decrease in Directors shareholding during the year	54800		-	-
	At the end of the year	445200	0.20	445200	0.20
	At the beginning of the year	1483200	0.65	1152134	0.51
	Increase/decrease in Directors shareholding during the year	331066	0.14	-	-
	At the end of the year	1152134	0.51	1152134	0.51
<b>3</b>	<b>R.Vivek Kumar – Independent Director</b>				
	At the beginning of the year	0	0	0	0
	Increase/decrease in Directors shareholding during the year	805750	0.35	805750	0.35
	At the end of the year	805750	0.35	805750	0.35
<b>4</b>	<b>P.ParthaSarathi – Independent Director (w.e.f. 14-08-2014)</b>	0	0	0	0
	At the beginning of the year	0	0	0	0
	Increase/decrease in Directors shareholding during the year	0	0	0	0
	At the end of the year	0	0	0	0
<b>5</b>	<b>Avinash Karingam – Independent Director (w.e.f. 25-3-2014)</b>				
	At the beginning of the year	390	0.00	400	0.00
	Increase/decrease in Directors shareholding during the year	10	0.00		0.00
	At the end of the year	400	0.00	400	0.00
<b>6</b>	<b>M.V.Laxmi –Woman Director (w.e.f. 31-3-2014)</b>				
	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
7	<b>K. Kiran – Company Secretary (w.e.f. 27-05-2016)</b>	0	0.00	0	0.00
	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

## V. INDEBTEDNESS

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

Particulars	Secured loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	291,85,056	---	---
i) Principal Amount	-	--	---	---
ii) Interest due but not paid	-	--	---	---
iii) Interest accrued but not due	-	--	---	---
Total (i+ii+iii)	-	291,85,056	---	---
Change in Indebtedness during the financial year	-	398,05,000	---	---
*Addition	-	574,65,020	---	---
*Reduction	-		---	---
Net Change	-	115,25,036	---	---
Indebtedness at the end of the financial year	-	115,25,036	---	115,25,036
i) Principal Amount	-	---	---	---
ii) Interest due but not paid	-	---	---	---
iii) interest accrued but not due	-	---	---	---
Total (i+ii+iii)	-	115,25,036	---	115,25,036

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Rs. In Lakhs)

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rs)
		Venkat Srinivas Meenavalli	D.Emmanuel	
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	-	16.90	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission -as % of profit -others, specify....	- -	- -	- -
5	Others, Please specify	-	-	-
	Total (A)	Nil	16.90	Nil
	Ceiling as per the Act	42 Lakhs	42 Lakhs	42 Lakhs

**B. Remuneration to other Directors:**

S.No.	Particulars of Remuneration					Total Amount (Rs)
		R.V.K.	P.P.	A.K.	MVL	
1	Independent Directors: • Fee for attending board committee meetings • Commission • Others, Pls specify	- - -	- - -	- - -	- - -	- - -
	TOTAL (1)	-	-	-	-	-
2	Other Non- Executive Directors • Fee of attending board committee meetings • Commission • Others, Pls specify	- - -	- - -	- - -	- - -	- - -
	TOTAL (2)	-	-	-	-	-
	TOTAL = (1+2)	-	-	-	-	-

**C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

(Rs. In Lakhs)

S.No.	Particulars of Remuneration	Name of the Key Managerial Personnel	Total Amount (Rs)
		Y.Srikanth Reddy	
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	6.99	6.99
2	Sweat Equity	---	---
3	Stock Options	---	---
4	Commission • As % of profit • Others , specify	---	---
5	Others, Please specify	---	---
	TOTAL	6.99	6.99

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

TYPE	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment Compounding Fees imposed	Authority RD/ NCLT/Court	Appeals made if any (give details)
A.Company					
Penalty Punishment Compounding					
B.Directors					
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	01	13%
Whole Time Executive Directors	01	25%
Non-Executive and Independent Director	04	50%
Non-Executive and Non-Independent Director	01	12%
<b>Total</b>	<b>07</b>	<b>100%</b>

#### b) Attendance of each Director at the Board Meetings held during year 2015-16 and at the Last Annual General Meeting;

S I . No.	Name and Designation of the Director	Board Meetings held during the year	Board Meetings Attended during the year	Attendance at Last AGM
1.	Mr Venkat Srinivas Meenavalli	6	6	Yes
2.	Mr Dasi Emmanuel	6	6	Yes
3.	Mr Avinash Karingam	6	6	Yes
4.	Mr Vivek Kumar Ratakonda	6	6	Yes
5.	Y. Ramesh	6	-	No
6.	Mr. Omesh Kumar Waghray	6	-	No
7.	Mr. Parthasarathi Prathipati	6	6	Yes
8.	Mrs. Meenavalli Venkat Laxmi	6	6	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 Venkat Srinivas Meenavalli	4	1	Nil	Nil
Mr Dasi Emmanuel	Nil	2	Nil	Nil
Mr Vivek Kumar Ratakonda	Nil	2	Nil	3
Mr. Parthasarathi Prathipati	3	7	3	3
Mr. Avinash Karingam	Nil	Nil	1	Nil
Mrs. Meenavalli Venkat Laxmi	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 6 (Six) times during the year 2015-16 on 29.05.2015, 05.08.2015, 03.09.2015, 02.11.2015, 29.12.2015 and 11.02.2016

**3. AUDIT COMMITTEE**

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the provisions of Clause 49 of the Listing Agreement. 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 Clause 49 of the Listing Agreement 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:

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

### iii. Audit Committee Meetings during the year

During the Financial Year 2015-16, the Audit Committee met 4 (Four) times on the following dates: 29th May 2015, 5th August 2015, 02nd November 2015 and 11th February 2016.

## 4. REMUNERATION AND COMPENSATION COMMITTEE

The composition of Nomination and Remuneration Committee constituted as per the provisions of Section 178 read Rules if any made there under and the Listing Agreement is as follows:

1. Mr. Vivek Kumar Ratakonda	Chairman
2. Mr. Omesh Kumar Waghray	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 Relationship Committee as per the provisions of Section 178 read Rules if any made there under and the Listing Agreement is as follows:

1. Mr. Avinash Karingam	Chairman
2. Mr Dasi Emmanuel	Member
3. Mr Omesh Kumar Waghray	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 2015-16 is as under.

No. of Investor's Complaints received during the financial year 2015-16	No. of Investor's Complaints resolved during the financial year 2015-16	Investor Complaints pending at the end of financial year 2015-16
1	1	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, 2015	28.09.2015	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	10.30 A.M
March 31, 2014	11.08.2014	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	10.30 A.M.
March 31, 2013	30.09.2013	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	03.30 A.M

The Company passed Special resolutions through postal ballot on 17th March, 2015 for Preferential Issue of equity shares, for making investment in subsidiaries and to increase the investment limits of Registered FIIs from 24% to 49% of the Paid up of capital of the Company.

## 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 "Business Standard" (English Language), "Business Standard" (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

As required by sub-clause V of Clause 49 of the Listing Agreement, Management Discussion and Analysis Report is annexed to the Directors' Report.

**10. GENERAL SHAREHOLDERS INFORMATION:**

- i. Annual General Meeting:
- Date : 29<sup>th</sup> September, 2016
- Time : 10.30 A.M
- Venue : Kalinga Cultural Trust, Banjara Hills, Hyderabad
- ii. Financial Year : 1st April to 31st March
- iii. Date of Book Closure : 23<sup>rd</sup> September 2016 to 29 September 2016 (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 2015-16 and performance in comparison to broad based indices, SENSEX (BSE) etc.

Month & Year	BSE (in Rs.)		Sensex	
	High	Low	High	Low
April 2015	306.00	183.70	29094.61	26897.54
May 2015	485.00	298.00	28071.16	26423.99
June 2015	494.90	375.00	27968.75	26307.07
July 2015	710.00	421.00	28578.33	27416.39
August 2015	800.00	282.25	28417.59	25298.42
September 2015	414.70	308.50	26471.82	24833.54
October 2015	459.00	390.00	27618.14	26168.71
November 2015	504.00	369.80	26824.30	25451.42
December 2015	514.00	430.00	26256.42	24867.73
January 2016	499.00	*32.50	26116.52	23839.76
February 2016	*42.60	*35.00	25002.32	22494.61
March 2016	*44.95	*35.60	25479.62	23133.18

\*During the year effective from January, 2016 the equity shares of the Company has been split from Rs.10 per share to Re.1 per share.

**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](mailto:info@vccilindia.com), [info@vccipl.com](mailto: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-2015):**

Category	Number of Members	(%) of Total Members	Number of Equity Shares	(%) of Total Shareholding
0-500	1865	39.82	396698	0.17
501-1000	786	16.78	708354	0.31
1001-2000	610	13.03	1052898	0.46
2001-3000	243	5.19	649938	0.28
3001-4000	130	2.78	478252	0.21
4001-5000	140	2.99	671528	0.29
5001-10000	271	5.79	2135881	0.94
10001-above	638	13.62	222042651	97.33
<b>Total</b>	<b>4683</b>	<b>100.00</b>	<b>228136200</b>	<b>100</b>

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

As on 31<sup>st</sup> March 2016, 99.71% 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

**11. MANAGEMENT DISCUSSION AND ANALYSIS**

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

## CEO/CFO Certificate

I, **Emmanuel Dasi**, **Executive 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 violative 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** : 01-09-2016

**Emmanuel Dasi**

Executive 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

**Date:** 01-09-2016

Emmanuel Dasi

Executive Director

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## 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, 2016, 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

Date: 01-09-2016

CS K Srinivas

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:

- Risk Management is at the core of our trading infrastructure.
- We are intensely focused on risk management and monitor our activities on a continuous basis using our fully integrated technology systems.

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 / cancel the existing strategies

Pre-Configured limits that automatically validate:

- Maximum order Value
- Maximum position
- Maximum pending
- Maximum Order Size
- Maximum Gain
- Maximum Loss
- Total Long Exposures
- Total Long Position
- Total Short Exposure
- Total Short Position

**FINANCIAL HIGHLIGHTS:****( Rs.)**

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
<b>Revenue</b>		
Revenue from operations	1,951,372,279	741,728,597
Other income	3,008,735	5,052,161
<b>Total Revenue</b>	<b>1,954,381,014</b>	<b>746,780,758</b>
<b>Expenses</b>		
Cost of operations	1,085,135,003	495,217,256
Employee benefits expense	22,418,119	20,317,863
Finance Cost	61,042	44,605
Depreciation and amortisation expense	154,549,561	47,607,173
Other expenses	25,131,658	19,502,847
<b>Total Expenses</b>	<b>1,287,295,383</b>	<b>582,689,744</b>
<b>Profit / (loss) before extraordinary items and tax</b>	<b>667,085,631</b>	<b>164,091,014</b>
Loss on account of fire accident	-	-
<b>Profit / (loss) before tax</b>	<b>667,085,631</b>	<b>164,091,014</b>
<b>Tax expense:</b>		
- Current tax	1,962,607	6,146,688
- MAT Credit	(866,709)	(5,829,720)
- Deferred tax charge/(credit)	2,441,731	18,502,517
Profit / (Loss) for the year before Minority Interest	663,548,002	145,271,529
Less: Minority Interest	-	2
<b>Net Profit / (Loss) for the year</b>	<b>663,548,002</b>	<b>145,271,527</b>
<b>Earnings per equity share – Basic / Diluted</b>	<b>2.91</b>	<b>6.82</b>

**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, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management’s Responsibility for the Financial Statements**

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

### **Auditor’s Responsibility**

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 one step down subsidiary included in the consolidated quarter and 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	Stampede Financials Pte Limited	7708.70	10,706.86
2	Stampede Technologies Pte Limited	4966.46	6,832.90

These financial statements and other financial information have been audited by other auditors whose report has been furnished to us 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, 2016, 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, 2016 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, 2016 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  
Firm's Regn.No.005120S

**CA S Srinivas**  
Partner  
M. No. 202471

Place: Hyderabad

Date : 27.05.2016

## **“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, 2016 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  
Firm's Regn.No.005120S

**CA S Srinivas**  
Partner  
M. No. 202471

Place: Hyderabad

Date : 27.05.2016

**Consolidated Balance sheet as at 31 March 2016**  
 (All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	As at 31 March 2016	As at 31 March 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholder's funds</b>			
(a) Share capital	2	228,136,200	228,136,200
(b) Reserves and surplus	3	1,184,198,398	495,157,172
		<b>1,412,334,598</b>	<b>723,293,372</b>
<b>Non-current liabilities</b>			
(a) Minority interest		-	3,304
(b) Other long term liabilities		407,165	646,685
(c) Deferred tax liability (net)		3,413,414	971,682
<b>Current liabilities</b>			
(a) Short-term borrowings		11,525,036	29,185,056
(b) Trade payables	4	100,012,868	16,868,018
(c) Other current liabilities	5	9,663,965	24,759,060
(d) Short-term provisions	6	7,401,889	6,666,927
		<b>128,603,758</b>	<b>77,479,061</b>
<b>TOTAL</b>		<b>1,544,758,935</b>	<b>802,394,104</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets	7		
(i) Tangible assets		437,048,960	195,605,112
(ii) Intangible assets		483,944,124	217,930,027
		<b>920,993,084</b>	<b>413,535,139</b>
<b>Current assets</b>			
(a) Current investments		1,802,533	31,329,318
(b) Trade receivables	8	425,378,566	227,465,397
(c) Cash and bank balances	9	37,339,727	85,253,279
(d) Short-term loans and advances	10	159,116,620	41,180,633
(e) Other current assets	11	128,405	3,630,338
		<b>623,765,851</b>	<b>388,858,965</b>
<b>TOTAL</b>		<b>1,544,758,935</b>	<b>802,394,104</b>
<b>III. Notes forming part of the financial statements</b>	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

**Venkat S. Meenavalli**  
 Chairman  
 DIN: 00015132

Kiran.K  
 Company Secretary  
 ACS: 45072

**Emmanuel Dasi**  
 Executive Director  
 DIN: 02598270

Place: Hyderabad  
 Date : 27.05.2016

Place: Hyderabad  
 Date : 27.05.2016

## Consolidated Statement of Profit and Loss Account for the year ended 31 March 2016

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

Particulars	Note No.	For the year ended 31 March 2016	For the year ended 31 March 2015
<b>Revenue</b>			
Revenue from Trading	12	1,951,372,279	741,728,597
Other income	13	3,008,735	5,052,161
<b>Total Revenue</b>		<b>1,954,381,014</b>	<b>746,780,758</b>
<b>Expenses</b>			
Cost of Operations	14	1,085,135,003	495,217,256
Employee benefits expense	15	22,418,119	20,317,863
Finance Cost	16	61,042	44,605
Depreciation and amortisation expense	7	154,549,561	47,607,173
Other expenses	17	25,131,658	19,502,847
<b>Total Expenses</b>		<b>1,287,295,383</b>	<b>582,689,744</b>
<b>Profit / (loss) before extraordinary items and tax</b>		<b>667,085,631</b>	<b>164,091,014</b>
Extraordinary Item		-	-
<b>Profit / (loss) before tax</b>		<b>667,085,631</b>	<b>164,091,014</b>
<b>Tax expense:</b>			
- Current tax		1,962,607	6,146,688
- MAT Credit		(866,709)	(5,829,720)
- Deferred tax charge/(credit)		2,441,731	18,502,517
<b>Profit / (Loss) for the year before Minority Interest</b>		<b>663,548,002</b>	<b>145,271,529</b>
<b>Less: Minority Interest</b>		-	<b>2</b>
<b>Net Profit / (Loss) for the year</b>		<b>663,548,002</b>	<b>145,271,527</b>
<b>Earnings per equity share</b>			
Basic / Diluted	23	2.91	6.82
<b>Number of shares used in computing earnings per share</b>			
Basic / Diluted		228,136,200	21,287,454
<b>Requirement As per AS 20 - Earning Per Share in case of Shares Split</b>			
Basic / Diluted		2.91	0.637
<b>Number of shares used in computing earnings per share</b>			
Basic / Diluted		228,136,200	228,136,200
<b>Notes forming part of the financial statements</b>	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

**Venkat S. Meenavalli**  
Chairman  
DIN: 00015132

Kiran.K  
Company Secretary  
ACS: 45072

**Emmanuel Dasi**  
Executive Director  
DIN: 02598270

Place: Hyderabad  
Date : 27.05.2016

Place: Hyderabad  
Date : 27.05.2016

## Consolidated Cash Flow Statement for the year ended 31st March, 2016

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

	Note No.	For the Year ended 31 March, 2016		For the Year ended 31 March, 2015	
<b>I. Cash flow from / (used in) Operating Activities:</b>					
Net Profit/(Loss) before tax			667,085,631		164,091,014
<u>Adjustments for:</u>					
Depreciation		154,549,561		47,607,173	
Unrealised foreign exchange gain		1,514,234		2,307,520	
Dividend income		-		(7,978)	
Interest Income		(1,494,501)		(1,025,788)	
Interest expense		61,042		44,605	
			154,630,336		48,925,532
<b>Operating Profit / (Loss) before Working Capital changes</b>			<b>821,715,967</b>		<b>213,016,546</b>
<b>Adjustments for working capital changes:</b>					
(Increase) / Decrease in trade receivables		(197,913,169)		(48,703,132)	
Increase/(Decrease) in trade payables		83,144,850		(99,158,875)	
(Increase) / Decrease in Short-term loans and advances		(117,935,987)		(4,462,954)	
Increase / (Decrease) in Other current liabilities and provisions		(14,961,761)		17,635,517	
Foreign currency translation reserve		14,821,625			
Increase/(Decrease) in Other current assets		3,476,637	(229,367,805)	27,756,305	(106,933,139)
Cash generated from / (used in) Operations			592,348,162		106,083,407
Less: Direct taxes paid			(1,360,979)		(12,623,858)
<b>Net Cash flow from / (used in) Operating Activities</b>			<b>590,987,183</b>		<b>93,459,549</b>
<b>II. Cash flow from/ (used in) Investing Activities:</b>					
Purchase of fixed assets			(651,986,736)		(346,532,989)
(Purchase) or Sale of Investments (at cost)			29,526,785		(31,302,831)
Interest received			1,519,797		1,316,083
Dividend Received			-		7,978
Share of profit on sale of Subsidiary			-		-
<b>Net Cash flow from / (Used in) Investing Activities</b>			<b>(620,940,154)</b>		<b>(376,511,759)</b>
<b>III. Cash flow from/(used in) Financing Activities:</b>					
Short Term Borrowings (net)			(17,660,019)		29,185,056
Proceeds from Issue of shares			-		331,881,000
Interest paid			(61,042)		(44,605)
Proceeds from Vehicle Loan			-		756,000
Repayment of Vehicle Loan			(239,520)		(109,315)
<b>Net Cash flow from / (used in) Financing Activities</b>			<b>(17,960,581)</b>		<b>361,668,136</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>			<b>(47,913,552)</b>		<b>78,615,926</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	9		<b>85,253,279</b>		<b>6,637,353</b>
<b>Cash and Cash Equivalents at the end of the year</b>	9		<b>37,339,727</b>		<b>85,253,279</b>
<b>IV. Notes forming part of the financial statements</b>	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  
**Stampe Capital Limited**

**S. Srinivas**  
Partner  
Membership No: 202471

**Venkat S. Meenavalli**  
Chairman  
DIN: 00015132

Kiran.K  
Company Secretary  
ACS: 45072

**Emmanuel Dasi**  
Executive Director  
DIN: 02598270

Place: Hyderabad  
Date : 27.05.2016

Place: Hyderabad  
Date : 27.05.2016

**Notes to Consolidated financial statements for the year ended 31 March 2016**

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

**Note 1: Significant Accounting Policies****Company Overview**

Stampede Capital Limited (formerly Brilliant Securities Limited), (Parent) together with its subsidiaries (collectively, the Company or the group) Stampede Enterprises India Private Limited, Stampede Technologies Pte. Ltd. Singapore, Stampede Financials Pte. Ltd. Singapore.

**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;



**Notes to Consolidated financial statements for the year ended 31 March 2016**

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

- 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 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 charge as per Schedule II of Companies Act, 2013. 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:

**Notes to Consolidated financial statements for the year ended 31 March 2016**

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

(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.

**Notes to Consolidated financial statements for the year ended 31 March 2016**

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

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. 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

**Notes to Consolidated financial statements for the year ended 31 March 2016**

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

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 2016**

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

**Note 2 Share Capital**

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Authorised:</b>		
<b>Equity shares</b>		
250,000,000 equity shares of ₹1 each (Previous year 25,000,000 shares @ ₹10/- each)	<b>250,000,000</b>	<b>250,000,000</b>
<b>Issued, subscribed and paid-up:</b>		
<b>Equity shares</b>		
228,136,200 equity shares of ₹1 each, (previous year: 22,813,620 shares @ ₹10/- each)	228,136,200	228,136,200
	<b>228,136,200</b>	<b>228,136,200</b>

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

Particulars	As at 31 March 2016		As at 31 March 2015	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year*	228,136,200	228,136,200	21,003,995	210,039,950
Shares Issued during the year	-	-	1,809,625	18,096,250
Shares outstanding at the end of the year	<b>228,136,200</b>	<b>228,136,200</b>	<b>22,813,620</b>	<b>228,136,200</b>

\* With effect from record date 7th January 2016, the face value of the shares have been sub-divided from ₹ 10/- per share to ₹ 1/- per share.

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

Particulars	As at 31 March 2016		As at 31 March 2015	
	Number of shares	% of Holding	Number of shares	% of Holding
Usha Rani Meenavalli	104,343,494	45.74%	11,588,198	50.80%
Silver Stallion Limited	21,594,000	9.47%	2,124,400	9.31%
	<b>125,937,494</b>	<b>55.21%</b>	<b>13,712,598</b>	<b>60.11%</b>

**Notes to Consolidated financial statements for the year ended 31 March 2016**

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

**Note 3 Reserves and Surplus**

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Securities Premium Account</b>		
Balance at the beginning of the year	332,452,915	18,668,165
Add: Additions during the year	-	313,784,750
Balance at the end of the year	<b>332,452,915</b>	<b>332,452,915</b>
<b>Balance in the statement of profit and loss account</b>		
Balance at the beginning of the year	160,396,737	15,216,521
Less: Transitional Provision	-	(91,311)
Add: Profit / (loss) for the year	663,548,002	145,271,527
Balance at the end of the year	<b>823,944,739</b>	<b>160,396,737</b>
<b>Foreign currency translation reserve</b>		
Balance at the beginning of the year	2,307,520	-
Add/Less: Translation of foreign subsidiaries with non-integral operations	25,493,224	2,307,520
Balance at the end of the year	<b>27,800,744</b>	<b>2,307,520</b>
	<b>1,184,198,398</b>	<b>495,157,172</b>

**Note 4 Trade payables**

Particulars	As at 31 March 2016	As at 31 March 2015
Trade payables		
- Amounts due to Micro, Small and Medium Enterprises	-	-
- Others	100,012,868	16,868,018
	<b>100,012,868</b>	<b>16,868,018</b>

**Note 5 Other current liabilities**

Particulars	As at 31 March 2016	As at 31 March 2015
Salaries payable	1,419,959	2,212,602
Margin money	1,760,156	-
Other current liabilities	5,065,366	22,348,462
Provision for expenses	1,170,258	-
TDS Payables	248,226	197,996
	<b>9,663,965</b>	<b>24,759,060</b>

**Note 6 Short-term provisions**

Particulars	As at 31 March 2016	As at 31 March 2015
Provision for Income Tax	6,748,316	6,146,688
Provision for Gratuity	575,515	442,483
Provision for Leave Encashment	78,058	77,756
	<b>7,401,889</b>	<b>6,666,927</b>

### Notes to Consolidated financial statements for the Year ended 31 March 2016

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

#### Note 7 Fixed Assets

SI.No.	Description	Gross Block			Depreciation			Net Block		
		As on 01.04.2015	Additions	Foreign Exchange Adjustment	As on 31.03.2016	As on 01.04.2015	For the period	Foreign Exchange Adjustment	As on 31.03.2016	As on 31.03.2015
<b>i.</b>	<b>Tangible Assets</b>									
1	Servers	209,373,471	297,857,391	5,325,104	512,555,966	17,726,608	59,023,572	1,979,948	78,730,128	191,646,863
2	Desktops and Laptops	1,809,174	516,615		2,325,789	476,923	720,410		1,197,333	1,332,251
3	Furniture and fixtures	1,405,845	-		1,405,845	1,209,517	140,970		1,350,487	196,328
4	Office equipments	595,752	-		595,752	549,954	11,114		561,068	45,798
5	Vehicles	3,025,693	-		3,025,693	641,821	379,248		1,021,069	2,383,872
	<b>Total</b>	<b>216,209,935</b>	<b>298,374,006</b>	<b>5,325,104</b>	<b>519,909,045</b>	<b>20,604,823</b>	<b>60,275,314</b>	<b>1,979,948</b>	<b>82,860,085</b>	<b>195,605,112</b>
<b>ii.</b>	<b>Intangible Assets</b>									
1	Computer software	215,113,160	353,612,730	7,708,759	576,434,649	22,970,483	68,486,897	1,033,145	92,490,525	192,142,677
2	Goodwill	100,541,210			100,541,210	74,758,587	25,782,623		100,541,210	25,782,622
3	Copy rights	141,900			141,900	137,173	4,727		141,900	4,728
	<b>Total</b>	<b>315,796,270</b>	<b>353,612,730</b>	<b>7,708,759</b>	<b>677,117,759</b>	<b>97,866,243</b>	<b>94,274,247</b>	<b>1,033,145</b>	<b>193,173,635</b>	<b>217,930,027</b>
	<b>Total Fixed Assets</b>	<b>532,006,205</b>	<b>651,986,736</b>	<b>13,033,863</b>	<b>1,197,026,804</b>	<b>118,471,066</b>	<b>154,549,561</b>	<b>3,013,093</b>	<b>276,033,720</b>	<b>413,535,139</b>
	<b>Previous Year</b>	<b>185,473,216</b>	<b>346,532,989</b>		<b>532,006,205</b>	<b>70,863,893</b>	<b>47,607,173</b>		<b>118,471,066</b>	<b>114,609,323</b>

## Notes to Consolidated financial statements for the year ended 31 March 2016

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

### Note 8 Trade receivables

Particulars	As at 31 March 2016	As at 31 March 2015
- Outstanding for more than six months	-	-
- Others	425,378,566	227,465,397
	<b>425,378,566</b>	<b>227,465,397</b>

### Note 9 Cash and bank balances

Particulars	As at 31 March 2016	As at 31 March 2015
Cash on hand	8,922	158,153
Balance with banks		
- in current accounts	22,455,805	74,904,449
Other Bank balances		
- Bank deposits with less than 12 months maturity	14,875,000	10,190,677
	<b>37,339,727</b>	<b>85,253,279</b>

### Note 10 Short-term loans and advances

Particulars	As at 31 March 2016	As at 31 March 2015
Unsecured, considered good:		
Loans and advances	101,793,221	170,971
Prepaid expenses	880,689	986,317
Secured, considered good:		
TDS Receivable	382,374	269,592
Service tax receivable	355,037	-
Security deposits	45,298,458	28,852,641
MAT Credit	10,406,841	10,901,112
	<b>159,116,620</b>	<b>41,180,633</b>

### Note 11 Other current assets

Particulars	As at 31 March 2016	As at 31 March 2015
Interest receivable	128,405	153,701
Clients	-	3,476,637
	<b>128,405</b>	<b>3,630,338</b>



**Notes to Consolidated financial statements for the year ended 31 March 2016**

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

**Note 12 Revenue**

Particulars	For the Year ended 31 March 2016	For the Year ended 31 March 2015
- Brokerage Revenue	4,418,448	674,121,858
- Revenue from Trading	1,946,953,831	67,606,739
	<b>1,951,372,279</b>	<b>741,728,597</b>

**Note 13 Other Income**

Particulars	For the Year ended 31 March 2016	For the Year ended 31 March 2015
Interest Income	1,494,501	1,025,788
Dividend Income	-	7,978
Foreign Exchange Gain	1,514,234	4,018,395
	<b>3,008,735</b>	<b>5,052,161</b>

**Note 14 Cost of Operations**

Particulars	For the Year ended 31 March 2016	For the Year ended 31 March 2015
Trading Expenses	1,074,810,028	492,507,281
Colocation Expenses	5,400,217	2,324,467
Communication Expenses	405,908	385,508
Computer Maintenance	4,518,850	-
	<b>1,085,135,003</b>	<b>495,217,256</b>

**Note 15 Employee benefits expense**

Particulars	For the Year ended 31 March 2016	For the Year ended 31 March 2015
Salaries and allowances	21,114,034	19,291,988
Contribution to provident fund and esic	705,881	514,799
Staff welfare expenses	598,204	511,076
	<b>22,418,119</b>	<b>20,317,863</b>

**Notes to Consolidated financial statements for the year ended 31 March 2016**

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

**Note 16 Finance Cost**

Particulars	For the Year ended 31 March 2016	For the Year ended 31 March 2015
Interest expense	61,042	44,605
	<b>61,042</b>	<b>44,605</b>

**Note 17 Other expenses**

Particulars	For the Year ended 31 March 2016	For the Year ended 31 March 2015
Selling and Marketing Expenses	750,000	109,574
Traveling and conveyance	6,928,197	2,510,541
Vehicle Maintenance	186,374	359,853
Rates and taxes	1,402,550	94,398
Legal and professional charges	4,481,807	3,227,137
Rent	3,173,258	4,027,126
Auditors' Remuneration		
- Audit Fee	1,324,789	1,125,313
- Tax Audit Fee	-	100,000
- Out of pocket expenses	-	2,800
Communication expenses	1,130,789	755,584
Bank Charges	1,601,091	-
Electricity Charges and Maintenance	921,060	1,148,208
Printing and stationery	221,739	175,264
Subscription charges	101,500	196,775
Miscellaneous Expenses	2,294,968	4,167,603
Office Maintenance	613,536	677,566
Repairs and Maintenance	-	823,336
Books and periodicals	-	1,769
	<b>25,131,658</b>	<b>19,502,847</b>

**Note 18 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 2016**

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

**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 31 March, 2016	As at 31 March, 2015
<b>Deferred tax asset:</b>		
On Carried forward losses	18,452,090	20,059,503
On Gratuity and Leave Encashment	147,365	22,893
<b>Deferred tax asset (liability):</b>		
On Excess/(short) depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	(22,012,869)	(21,054,078)
<b>Deferred tax asset / (liability), net</b>	<b>(3,413,414)</b>	<b>(971,682)</b>

**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.

The future minimum lease payments are as given below:

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Not later than one year	4,097,940	4,013,940
Later than one year and not later than five years	4,302,837	4,097,940
Later than five years	Nil	Nil

**Note 21 Auditors Remuneration**

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Statutory audit fees	1,589,144	1,125,313
Other services	100,000	100,000
Out of pocket expenses	1,900	2,800
	<b>1,691,044</b>	<b>1,228,113</b>

**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 Consolidated financial statements for the year ended 31 March 2016

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

**Note 23 :** Attention is drawn by the Statutory Auditor of a subsidiary company, M/s. Stampede Technologies Pte Limited in their Independent Auditors Report towards non receipt of confirmation from the bank for USD 9,016 for the year ending 31 March 2015.

### Note 24 Related Party Disclosures

#### A. List of related parties

i) Wholly Owned Subsidiaries	<ol style="list-style-type: none"> <li>1. Stampede Enterprises India Private Limited</li> <li>2. Stampede Technologies Pte. Limited</li> <li>3. Stampede Financials Pte. Limited</li> </ol>
ii) Associate Companies	<ol style="list-style-type: none"> <li>1. Proseed India Limited (formerly Green Fire Agri Commodities Ltd)</li> <li>2. Kling Holdings Limited (formerly Stampede Holdings Ltd.)</li> <li>3. SpaceNet Enterprises India Limited (formerly Northgate Com Tech Ltd)</li> <li>4. Social Media India Limited</li> <li>5. Blueshark Derivate Trading Private Limited</li> <li>6. Meridian Tech Pte Ltd</li> <li>7. Meridian Tech HK Limited</li> </ol>
iii) Key Managerial Personnel	<ol style="list-style-type: none"> <li>1. Mr. Venkat S. Meenavalli, Chairman</li> <li>2. Mr. Dasi Emmanuel, Executive Director</li> </ol>
iv) Persons having Substantial Interest in Voting Power	<p>Mr. Venkat S Meenavalli (till 05.09.2014)</p> <p>Mrs. M. Usha Rani (from 03.04.2014)</p>

#### 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
Mr. Emmanuel Dasi	Executive Director
Mr. P. Parthasarathi	Director Finance (CFO)
Mr. K. Avinash	Independent Director (from 25.03.2015)
Mrs. M.V. Laxmi	Non Executive and Women Director (from 31.03.2015)
Mr. R. Vivek Kumar	Non Executive Independent Director
Mr. R.J. Prasad	Non Executive Independent Director (from 08.12.2010)
Mr. M. Vasudevarao	Non Executive Independent Director

**Notes to Consolidated financial statements for the year ended 31 March 2016**

(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	2015-16		2014-15	
		Amount	Balance outstanding as on 31.03.2016	Amount	Balance outstanding as on 31.03.2015
Stampede Enterprises India Private Limited	Share Application Money refunded	-	-	54,992,110	-
	Allotment of Share Capital	-	50,099,990	-	50,099,990
	Unsecured Loan Given(net)	(51,739,252)	91,260,656	142,999,908	142,999,908
Stampede Technologies Pte. Ltd.	Share Application Money paid	-	-	81,208,452	-
	Allotment of Share Capital	-	81,208,452	81,208,452	-
	IT Services Rendered	-	-	29,225,914	29,225,914
Stampede Financials Pte. Ltd.	Share Application Money paid	-	-	171,147,499	-
	Allotment of Share Capital	55,991,595	227,139,094	171,147,499	-
	IT Services Rendered	35,990,954	36,486,775	-	-
Meridian Tech Pte. Ltd.	Rent Expenses	593,084	147,648	393,533	149,032
Meridian Tech HK Limited	Data Feed Cost	388,834,512	69,105,241	279,785,908	3,616,870
Blushark Derivate Trading Pvt Ltd	Advance	95,548,700	95,548,700	-	-
Kling Holding Limited	<u>Client Transactions:</u>				
	Margin Money Returned	143,777	-	734,495	53,505
	Brokerage / Commission earned	73	-	93	-
	<u>Other Transactions:</u>				
	Un Secured loan returned	-	-	4,490,070	-
	Shares Purchased	-	-	24,619,086	-
Proseed India Limited	<u>Client Transactions:</u>				
	Margin Money Returned	-	-	191,899	-
	<u>Other Transactions:</u>				
	Un Secured loan given	-	-	35,000	-
	Un Secured loan returned	-	-	7,996,469	-
Venkat S. Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	-	-	3,476,282	1,926,075
	Margin Money Returned	1,926,075	-	2,000,000	-
	Brokerage / Commission earned	-	-	784	-
	<u>Other Transactions:</u>				
	Unsecured Loan Received	3,240,000	5,721,056	32,460,000	29,185,056
	Unsecured Loan Returned	26,704,000	-	3,274,944	-
Usha Rani Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	65,600,000	33,805,214	30,145,983	118,983
	Margin Money Returned	31,913,769	-	3,542,038	-
	Brokerage / Commission earned	1,276,321	-	15,179	-
	<u>Other Transactions:</u>				
	Unsecured Loan Received	36,565,000	5,803,980	-	-
	Unsecured Loan Returned	30,761,020	-	-	-
Emmanuel Dasi	Managerial Remuneration	1,690,900	-	1,804,700	-
Parthasarathi Prathipati	Managerial Remuneration	402,500	-	-	-

**Notes to Consolidated financial statements for the year ended 31 March 2016**

(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 Granted	Vesting Period	Vesting Pattern
2011 ESOP Plan	29th September, 2011	1,492,400 (Face Value ₹10 Each)	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, 2016 and 31 March, 2015 are given below:

Particulars	As at 31 March 2016	As at 31 March 2015
	2011 ESOP Plan	2011 ESOP Plan
Options Outstanding at the beginning of the year	51,06,500	1,028,775
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	-	268,625
Options Expired during the year	-	249,500
Options Outstanding at the end of the year	51,06,500	510,650
Options Exercisable at the end of the year	-	391,550

**Note 26 Earnings Per Share**

Particulars	As at 31 March 2016	As at 31 March 2015
Profit / (Loss) after tax	663,548,002	145,271,527
Profit / (Loss) after tax (excluding extraordinary items)	663,548,002	145,271,527
Weighted average number of Equity shares outstanding during the year	228,136,200	21,287,454
Nominal value of Equity share	1	10
Earnings / (Loss) per share	2.91	6.82
Earnings / (Loss) per share (excluding extraordinary items)	2.91	6.82
<b>Requirement As per AS 20 - Earning Per Share in case of Shares Split</b>		
Nominal value of Equity share	1	1
Weighted average number of Equity shares outstanding during the year - No.	228,136,200	228,136,200
Earnings per share	2.91	0.637

**Notes to Consolidated financial statements for the year ended 31 March 2016**

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

**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  
**Stampede Capital Limited**

**S. Srinivas**  
Partner  
Membership No: 202471

**Venkat S. Meenavalli**  
Chairman  
DIN: 00015132

**Kiran K**  
Company Secretary  
ACS: 45072

**Emmanuel Dasi**  
Executive Director  
DIN: 02598270

Place: Hyderabad  
Date : 27.05.2016

Place: Hyderabad  
Date : 27.05.2016

## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
M/s STAMPEDE CAPITAL LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying Standalone financial statements of **M/s STAMPEDE CAPITAL LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The 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 Standalone 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. 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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, 2016, 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"), as amended, 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.
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 written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 Audit Report - "**Annexure B**".
  - 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.

For and on behalf of  
**Sarath & Associates**  
Chartered Accountants  
Firm's Regn.No.005120S

**CA S Srinivas**  
Partner  
M. No. 202471

Place: Hyderabad

Date : 27.05.2016

**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- ii) As per the information and explained given to us, as the company’s business does not involve maintenance of inventories Viz. Finished, Stores, Spare Parts, Goods in Process and Raw materials, the provisions of Clause 3(ii) of the Order are not applicable to the Company for the Current Year.
- iii) According to the information and explanation given to us, the company has, during the year under review, granted certain advances to an associate company and subsidiary company, which are covered under the register maintained under section 189 of the Companies Act 2013, the provisions of Clause 3(iii)(a) to Clause 3(iii)(c) of the Order are applicable to the Company for the Current Year.
  - (a) As per the information and explanations given to us, these amounts advanced are purely temporary in nature with no specific terms and conditions attached and accordingly are not prejudicial to the interests of the Company;
  - (b) As stated above, these advances are purely temporary in nature and does not carry any specific repayment schedule and hence not commented upon; and
  - (c) As the above advances are purely temporary in nature and also does not carry any specific repayment schedule, there are no overdues to be reported upon.
- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Amendment Rules, 2015 with regard to the deposits accepted from the public are not applicable for the company for the current year.
- 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, Tax deducted at source, sales tax, wealth tax, service tax, duty of customs, value added tax, Cess have been paid with the appropriate authorities, except for Income Tax Payable during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on which they become payable, except Income Tax payments amounting to Rs.22,59,071.
- (b) According to the information and explanation given to us, there are no dues of 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. Accordingly the provisions of Clause 3(ix) of the Order are not applicable to the Company for the Current Year
- 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 Companies Act, 2013.
- 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) In our opinion, all transactions with the 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 required by the applicable accounting standards.
- 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 them. Accordingly, the provisions of clause 3 (xv) of the Order are 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 and on behalf of  
**Sarath & Associates**  
Chartered Accountants  
Firm's Regn.No.005120S

**CA S Srinivas**  
Partner  
M. No. 202471

Place: Hyderabad

Date : 27.05.2016

## **“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, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **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, 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 Sarath & Associates  
Chartered Accountants  
Firm's Regn.No.005120S

**CA S Srinivas**  
Partner  
M. No. 202471

Place: Hyderabad  
Date : 27.05.2016

### Balance sheet as at 31 March 2016

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

Particulars	Note No.	As at 31 March 2016	As at 31 March 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholder's funds</b>			
(a) Share capital	2	228,136,200	228,136,200
(b) Reserves and surplus	3	335,875,635	332,088,827
		564,011,835	560,225,027
<b>Current liabilities</b>			
(a) Short Term Borrowings		11,525,036	29,185,056
(b) Other current liabilities	4	4,806,512	9,862,104
(c) Short-term provisions	5	3,757,062	2,329,631
		20,088,610	41,376,791
<b>TOTAL</b>		<b>584,100,445</b>	<b>601,601,818</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets	6		
(i) Tangible assets		53,382,387	64,303,561
(ii) Intangible assets		18,465,374	48,929,551
		71,847,761	113,233,112
(b) Non current investments	7	277,239,084	221,247,489
(c) Deferred tax asset (net)		10,830,217	12,226,284
<b>Current assets</b>			
(a) Current investments		1,802,533	31,329,318
(b) Cash and bank balances	8	21,195,913	61,420,282
(c) Short-term loans and advances	9	201,056,532	161,991,632
(d) Other current assets	10	128,405	153,701
		224,183,383	254,894,933
<b>TOTAL</b>		<b>584,100,445</b>	<b>601,601,818</b>
<b>III. Notes forming part of the financial statements</b>	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

**Venkat S. Meenavalli**  
Chairman  
DIN: 00015132

**Emmanuel Dasi**  
Executive Director  
DIN: 02598270

Kiran.K  
Company Secretary  
ACS: 45072

Place: Hyderabad  
Date : 27.05.2016

Place: Hyderabad  
Date : 27.05.2016

**Statement of Profit and Loss Account for the year ended 31 March 2016**

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

Particulars	Note No.	For the year ended 31 March 2016	For the year ended 31 March 2015
<b>Revenue</b>			
Revenue from Trading	11	197,395,951	58,535,188
Other income	12	1,487,807	1,033,766
<b>Total Revenue</b>		<b>198,883,758</b>	<b>59,568,954</b>
<b>Expenses</b>			
Cost of Operations	13	128,074,298	8,037,413
Employee benefits expense	14	11,888,612	2,599,025
Depreciation and amortisation expense	6	43,061,166	27,720,301
Other expenses	15	10,337,345	9,356,685
<b>Total Expenses</b>		<b>193,361,421</b>	<b>47,713,424</b>
<b>Profit / (loss) before extraordinary items and tax</b>		<b>5,522,337</b>	<b>11,855,530</b>
Extraordinary Item		-	-
<b>Profit / (loss) before tax</b>		<b>5,522,337</b>	<b>11,855,530</b>
<b>Tax expense:</b>			
- Current tax		1,052,281	2,259,071
- MAT Credit		(712,818)	(1,942,103)
- Deferred tax charge/(credit)		1,396,066	6,513,193
<b>Profit / (Loss) for the year before Minority Interest</b>		<b>3,786,808</b>	<b>5,025,369</b>
<b>Earnings per equity share</b>			
Basic / Diluted	24	0.02	0.24
<b>Number of shares used in computing earnings per share</b>			
Basic / Diluted		228,136,200	21,287,454
<b>Requirement as per AS 20 -Earning Per Share</b>			
Basic / Diluted		0.02	0.022
<b>Number of shares used in computing earnings per share</b>			
Basic / Diluted		228,136,200	228,136,200
<b>Notes forming part of the financial statements</b>	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

**Venkat S. Meenavalli**  
 Chairman  
 DIN: 00015132

Kiran.K  
 Company Secretary  
 ACS: 45072

**Emmanuel Dasi**  
 Executive Director  
 DIN: 02598270

Place: Hyderabad  
 Date : 27.05.2016

Place: Hyderabad  
 Date : 27.05.2016

**Cash Flow Statement for the year ended 31st March, 2016**  
(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	For the Year ended 31 March, 2016		For the Year ended 31 March, 2015	
<b>A. Cash flow from / (used in) Operating Activities:</b>					
Net Profit/(Loss) before tax			5,522,337		11,855,530
<i>Adjustments for:</i>					
Depreciation		43,061,166		27,720,301	
Dividend received		-		(7,978)	
Interest earned		(1,487,807)		(1,025,788)	
Interest expense		-	41,573,359	-	26,686,535
<b>Operating Profit / (Loss) before Working Capital changes</b>			<b>47,095,696</b>		<b>38,542,065</b>
<b>Adjustments for working capital changes:</b>					
Increase / (Decrease) in Current liabilities and provisions		(4,680,443)		209,850	
(Increase) / Decrease in Short-term loans and advances		(38,352,083)	(43,032,526)	(46,821,919)	(46,612,069)
Cash generated from / (used in) Operations			4,063,170		(8,070,004)
Less: Direct taxes paid			-		(3,934,020)
<b>Net Cash flow from / (used in) Operating Activities (A)</b>			<b>4,063,170</b>		<b>(12,004,024)</b>
<b>B. Cash flow from/ (used in) Investing Activities:</b>					
(Purchase) / Sale of fixed assets			(1,675,815)		(92,544,821)
(Purchase) / Sale of Investments (at cost)			29,526,785		(31,302,831)
Investment in subsidiaries			(55,991,595)		(171,147,499)
Interest received			1,513,106		1,316,083
Dividend received			-		7,978
<b>Net Cash flow from / (Used in) Investing Activities (B)</b>			<b>(26,627,519)</b>		<b>(293,671,090)</b>
<b>C. Cash flow from/(used in) Financing Activities:</b>					
Short Term Borrowings			(17,660,020)		29,185,056
Proceeds from Issue of shares			-		331,881,000
Interest Paid			-		-
<b>Net Cash flow from / (used in) Financing Activities (C)</b>			<b>(17,660,020)</b>		<b>361,066,056</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>			<b>(40,224,369)</b>		<b>55,390,942</b>
Cash and Cash Equivalents at the beginning of the year	8		<b>61,420,282</b>		<b>6,029,340</b>
Cash and Cash Equivalents at the end of the year	8		<b>21,195,913</b>		<b>61,420,282</b>
<b>D. Notes forming part of the financial statements</b>	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

**Venkat S. Meenavalli**  
Chairman  
DIN: 00015132

**Emmanuel Dasi**  
Executive Director  
DIN: 02598270

Kiran.K  
Company Secretary  
ACS: 45072

Place: Hyderabad  
Date : 27.05.2016

Place: Hyderabad  
Date : 27.05.2016



**Notes to financial statements for the Year ended 31 March 2016**

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

**Note 1: Significant Accounting Policies**
**Company Overview**

Stampede Capital Limited (formerly Brilliant Securities Limited), is engaged in the business of Equity, Derivatives 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, F&O Trading Membership with National Stock Exchange of India (“NSE”), Trading Membership with Metropolitan Stock Exchange of India Limited (“MSEI”) and also having Trading Membership in Currency Derivatives with Bombay Stock Exchange (“BSE”). The organizational structure of the company is as follows:

Name of the Company	Country of incorporation	Percentage of Holding as at	
		31 March 2016	31 March 2015
<b><u>Subsidiaries</u></b>			
Stampede Financials Pte Limited	Singapore	100%	100%
Stampede Enterprises India Private Limited	India	100%	100%
<b><u>Step-down Subsidiaries</u></b>			
Stampede Technologies Pte Limited	Singapore	100%	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 as per Schedule II of Companies Act, 2013. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the other fixed assets as follows:

<b>Servers and data processing equipment</b>	- 6 years
<b>Computers</b>	- 3 years
<b>Furniture and fixtures</b>	- 10 years
<b>Vehicles</b>	- 8 years
<b>Intangible assets</b>	- 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 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. 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.

**Note 2 Share Capital**

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Authorised:</b>		
<b>Equity shares</b> 250,000,000 equity shares of ₹1 each (Previous year 25,000,000 equity shares @ ₹10/- each)	<b>250,000,000</b>	<b>250,000,000</b>
<b>Issued, subscribed and paid-up:</b>		
<b>Equity shares</b> 228,136,200 equity shares of ₹ 1/- each, (previous year: 22,813,620 equity shares @ ₹10/- each)	228,136,200	228,136,200
	<b>228,136,200</b>	<b>228,136,200</b>

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

Particulars	As at 31 March 2016		As at 31 March 2015	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year *	228,136,200	228,136,200	21,003,995	210,039,950
Shares Issued during the year	-	-	18,09,625	1,80,96,250
Shares outstanding at the end of the year	<b>228,136,200</b>	<b>228,136,200</b>	<b>22,813,620</b>	<b>228,136,200</b>

\* With effect from record date 7th January 2016, the face value of the shares have been sub-divided from ₹ 10/- per share to ₹ 1/- per share.

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

Particulars	As at 31 March 2016		As at 31 March 2015	
	Number of shares	% of Holding	Number of shares	% of Holding
Usha Rani Meenavalli	104,343,494	45.74%	11,588,198	50.80%
Silver Stallion Limited	21,594,000	9.47%	2,124,400	9.31%
	<b>125,937,494</b>	<b>55.21%</b>	<b>13,712,598</b>	<b>60.11%</b>

**Note 3 Reserves and Surplus**

<b>Particulars</b>	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>
<b>Securities Premium Account</b>		
Opening balance	332,452,915	18,668,165
Add: Additions during the year	-	313,784,750
Closing balance	<b>332,452,915</b>	<b>332,452,915</b>
<b>Balance in the statement of profit and loss account</b>		
Opening balance	(364,088)	(5,313,971)
Adj: Transitional provision for depreciation	-	(75,486)
Adj: Profit / (Loss) for the year	3,786,808	5,025,369
Closing balance	3,422,720	(364,088)
	<b>335,875,635</b>	<b>332,088,827</b>

**Note 4 Other current liabilities**

<b>Particulars</b>	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>
Employee benefits payable	812,070	170,064
Margin money from customers	1,760,156	7,857,879
Other current liabilities	1,312,393	1,657,876
Provision for expenses	778,865	116,993
TDS Payable	139,113	59,292
Service Tax Payable	3,915	-
	<b>4,806,512</b>	<b>9,862,104</b>

**Note 5 Short-term provisions**

<b>Particulars</b>	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>
Provision for Income tax	3,311,353	2,259,071
Provision for Gratuity	403,072	63,976
Provision for Leave Encashment	42,637	6,584
	<b>3,757,062</b>	<b>2,329,631</b>

**Notes to financial statements for the Year ended 31 March 2016**  
 (All amounts in Indian rupees, except share data and where otherwise stated)

**Note 6 Fixed Assets**

Sl.No.	Description	Gross Block		Depreciation		Net Block		
		As on 01.04.2015	Additions	As on 31.03.2016	As on 01.04.2015	For the year end 31.03.2016	As on 31.03.2016	As on 31.03.2015
i	<b>Tangible Assets</b>							
1	Servers	67,595,400	1,159,200	68,754,600	6,389,477	11,466,122	50,899,001	61,205,923
2	Desktops and Laptops	1,809,174	516,615	2,325,789	476,923	720,410	1,128,456	1,332,251
3	Furniture and fixtures	1,405,845	-	1,405,845	1,209,516	140,970	55,359	196,329
4	Office equipments	540,332	-	540,332	540,332	-	-	-
5	Vehicles	2,150,000	-	2,150,000	580,942	269,487	1,299,571	1,569,058
	<b>Total</b>	<b>73,500,751</b>	<b>1,675,815</b>	<b>75,176,566</b>	<b>9,197,190</b>	<b>12,596,989</b>	<b>53,382,387</b>	<b>64,303,561</b>
ii	<b>Intangible Assets</b>							
1	Computer software	23,320,247	-	23,320,247	178,045	4,676,828	18,465,374	23,142,202
2	Goodwill	100,541,210	-	100,541,210	74,758,588	25,782,622	-	25,782,622
3	Copy rights	141,900	-	141,900	137,173	4,727	-	4,727
	<b>Total</b>	<b>124,003,357</b>	<b>-</b>	<b>124,003,357</b>	<b>75,073,806</b>	<b>30,464,177</b>	<b>18,465,374</b>	<b>48,929,551</b>
	<b>Total Fixed Assets</b>	<b>197,504,108</b>	<b>1,675,815</b>	<b>199,179,923</b>	<b>84,270,996</b>	<b>43,061,166</b>	<b>71,847,761</b>	<b>113,233,112</b>
	<b>Previous Year</b>	<b>104,959,287</b>	<b>92,544,821</b>	<b>197,504,108</b>	<b>56,550,695</b>	<b>27,720,301</b>	<b>113,233,112</b>	<b>48,408,592</b>



**Notes to financial statements for the Year ended 31 March 2016**

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

**Note 7 Non Current Investments**

Particulars	As at 31 March 2016	As at 31 March 2015
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 Financials Pte. Ltd. 49,20,994 shares @ SGD ₹ 1/- each (Previous year 37,39,020 shares "SGD1/-)	227,139,094	171,147,499
	<b>277,239,084</b>	<b>221,247,489</b>

**Note 8 Cash and Bank Balances**

Particulars	As at 31 March 2016	As at 31 March 2015
Cash on hand	1,598	13,551
Balance with banks		
- in current accounts	6,319,315	51,256,731
Other Bank balances		
Bank deposits with less than 12 months maturity	14,875,000	10,150,000
	<b>21,195,913</b>	<b>61,420,282</b>

**Note 9 Short Term Loans and Advances**

Particulars	As at 31 March 2016	As at 31 March 2015
Unsecured, considered good:		
Advance to subsidiary	91,260,656	142,999,908
Other loans and advances	87,664,330	670,921
Prepaid expenses	802,163	-
Secured, considered good:		
TDS receivable	382,374	269,592
Service tax receivable	355,037	-
Security deposits	14,226,639	12,398,696
MAT Credit	6,365,333	5,652,515
	<b>201,056,532</b>	<b>161,991,632</b>

**Note 10 Other Current Assets**

Particulars	As at 31 March 2016	As at 31 March 2015
Interest receivable	128,405	153,701
	<b>128,405</b>	<b>153,701</b>

**Note 11 Revenue from Operations**

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Brokerage income	4,418,448	15,747,172
Revenue from Trading	192,977,503	42,788,016
	<b>197,395,951</b>	<b>58,535,188</b>

## Notes to financial statements for the Year ended 31 March 2016

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

### Note 12 Other Income

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Interest Income	1,487,807	1,025,788
Dividend Income	-	7,978
	<b>1,487,807</b>	<b>1,033,766</b>

### Note 13 Cost of Operations

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Purchase of Equity shares ( on delivery)	120,450,272	-
Trading expenses	5,419,079	6,687,773
Software Maintenance	739,130	-
Clearing Charges	116,057	150,799
Colocation charges	1,349,760	1,198,841
	<b>128,074,298</b>	<b>8,037,413</b>

### Note 14 Employee benefits expense

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Salaries and allowances	10,812,817	2,405,009
Contribution to provident fund	419,144	84,130
Gratuity and Leave encashment	375,149	70,560
Staff welfare expenses	281,502	39,326
	<b>11,888,612</b>	<b>2,599,025</b>

### Note 15 Other Expenses

Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
Travelling and conveyance	3,643,627	679,579
Rates and taxes	165,379	62,525
Legal and professional charges	643,999	2,458,300
Promotion expenses	750,000	-
Rent	1,367,559	1,401,000
Bank charges	26,952	-
Auditors' Remuneration:		
- Audit Fee	180,000	180,000
- Tax Audit Fee	60,000	60,000
- Out of pocket expenses	1,900	2,800
Communication expenses	620,289	365,297
Electricity Charges and Maintenance	921,060	1,019,727
Printing and stationery	183,858	121,324
Subscription charges	101,500	196,775
General Expenses	1,024,083	1,203,401
Office Maintenance	460,765	504,799
Vehicle Maintenance	186,374	347,724
Computer, Server and Software Maintenance	-	560,498
Share Issue expenses	-	192,936
	<b>10,337,345</b>	<b>9,356,685</b>

## Notes to financial statements for the Year ended 31 March 2016

(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	For the year ended 31 March 2016	For the year ended 31 March 2015
<b>Obligations at the beginning of the year</b>		
Present value of obligation as at the beginning of the year	63,976	0
Service cost	89,898	9,792
Interest cost	5,118	0
Benefits settled	0	0
Actuarial (gain)/loss	244,080	54,184
<b>Obligations at the end of the year</b>	<b>403,072</b>	<b>63,976</b>
<b>Change in plan assets</b>		
Plan assets at the beginning of the year, at fair value	0	0
Actuarial gain/(loss)	244,080	0
Expected return on plan assets	0	0
Contributions	0	0
Benefits settled	0	0
<b>Plan assets at the end of the year, at fair value</b>	<b>0</b>	<b>0</b>
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	0	0
Fair value of the plan assets at the end of the year	0	0
<b>Asset recognised in the balance sheet</b>	<b>0</b>	<b>0</b>
<b>Gratuity cost for the year</b>		
Service cost	89,898	9,792
Interest cost	5,118	0
Expected return on plan assets	0	0
Actuarial loss/(gain)	308,056	54,184
<b>Net gratuity cost</b>	<b>403,072</b>	<b>63,976</b>

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

**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 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:

## Notes to financial statements for the Year ended 31 March 2016

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

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>Deferred tax asset:</b>		
On Carry forward losses	18,452,091	20,059,503
Gratuity and Leave Encashment	147,365	22,893
<b>Deferred tax (liability):</b>		
On Excess/(short) of depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	(7,769,239)	(7,856,112)
<b>Deferred tax asset / (liability), net</b>	<b>10,830,217</b>	<b>12,226,284</b>

### Note 19 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, 2016	For the year ended 31 March, 2015
Not later than one year	1,980,000	1,896,000
Later than one year and not later than five years	2,079,000	1,980,000
Later than five years	Nil	Nil

### Note 20 Auditors Remuneration

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Statutory audit fees	180,000	180,000
Other services	60,000	60,000
Out of pocket expenses	1,900	2,800
	<b>241,900</b>	<b>242,800</b>

### Note 21 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 22 Related Party Disclosures

#### A. List of related parties

- |   |  |
|---|--|
| i) Wholly Owned Subsidiaries                            | <ol style="list-style-type: none"> <li>Stampede Enterprises India Private Limited</li> <li>Stampede Technologies Pte. Limited</li> <li>Stampede Financials Pte. Limited</li> </ol>   |
| ii) Associate Companies                                 | <ol style="list-style-type: none"> <li>Proseed India Limited (formerly Green Fire Agri Commodities Limited)</li> <li>Kling Holdings Limited (formerly Stampede Holdings Ltd.)</li> <li>SpaceNet Enterprises India Limited (formerly Northgate Com Tech Limited)</li> <li>Social Media India Limited</li> <li>Blueshark Derivate Trading Private Limited</li> </ol> |
| iii) Key Managerial Personnel                           | <ol style="list-style-type: none"> <li>Mr. Venkat S. Meenavalli, Chairman</li> <li>Mr. Dasi Emmanuel, Executive Director</li> </ol>  |
| iv) Persons having Substantial Interest in Voting Power | Mrs. M. Usha Rani  |

**Notes to financial statements for the Year ended 31 March 2016**

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

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

Name of the personnel	Relationship
Mr. Venkat Srinivas Meenavalli	Chairman and Non-Executive Director
Mr. Emmanuel Dasi	Executive Director
Mr. P. Parthasarathi	Director Finance (CFO)
Mr. K. Avinash	Independent Director (from 25.03.2015)
Mrs.M.V. Laxmi	Non Executive and Women Director (from 31.03.2016)
Mr. R. Vivek Kumar	Non Executive Independent Director

**C. Details of transactions with Related Parties**

Name of the Related party	Nature of the Transactions	2015-16		2014-15	
		Amount	Balance outstanding as on 31.03.2016	Amount	Balance outstanding as on 31.03.2015
Stampede Enterprises India Private Limited	Share Application Money refunded	-	-	54,992,110	-
	Investment in wholly owned subsidiary	-	50,099,990	-	50,099,990
	Unsecured Loan Given(net)	(51,739,252)	91,260,656	142,999,908	142,999,908
Stampede Financials Pte. Ltd.	Share Application Money paid	-	-	171,147,499	-
	Investment in wholly owned subsidiary	55,991,594	227,139,094	171,147,499	-
Kling Holding Limited	<u>Client Transactions:</u>				
	Margin Money Returned	143,777	-	734,495	53,505
	Brokerage / Commission earned	73	-	93	-
	<u>Other Transactions:</u>				
	Un Secured loan returned	-	-	4,490,070	-
	Shares Purchased	-	-	24,619,086	-
Proseed India Limited	<u>Client Transactions:</u>				
	Margin Money Returned	-	-	191,899	-
	<u>Other Transactions:</u>				
	Un Secured loan given	-	-	35,000	-
	Un Secured loan returned	-	-	7,996,469	-
Blushark Derivate Trading Pvt Ltd	Advance	87,511,700	87,511,700	-	-
Usha Rani Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	65,600,000	33,805,214	3,045,983	118,983
	Margin Money Returned	31,913,769	-	3,542,038	-
	Brokerage / Commission earned	1,276,321	-	15,179	-
	<u>Other Transactions:</u>				
	Unsecured Loan Received	36,565,000	5,803,980	-	-
	Unsecured Loan Returned	30,761,020	-	-	-
Venkat S. Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	-	-	3,476,282	1,926,075
	Margin Money Returned	1,926,075	-	2,000,000	-
	Brokerage / Commission earned	-	-	784	-
	<u>Other Transactions:</u>				
	Unsecured Loan Received	3,240,000	5,721,056	32,460,000	29,185,056
	Unsecured Loan Returned	26,704,000	-	3,274,944	-
Emmanuel Dasi	Managerial Remuneration	1,690,900	-	-	-
Parthasarathi Prathipati	Managerial Remuneration	402,500	-	-	-

## Notes to financial statements for the Year ended 31 March 2016

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

### Note 23 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 Granted	Vesting Period	Vesting Pattern
2011 ESOP Plan	29th September, 2011	1,492,400 (Face Value ₹10 each)	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, 2016 and 31 March, 2015 are given below:

Particulars	As at 31 March 2016	As at 31 March 2015
	2011 ESOP Plan	2011 ESOP Plan
Options Outstanding at the beginning of the year	51,06,500	1,028,775
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	-	268,625
Options Expired during the year	-	249,500
Options Outstanding at the end of the year	51,06,500	510,650
Options Exercisable at the end of the year	-	391,550

### Note 24 Earnings Per Share

Particulars	As at 31 March 2016	As at 31 March 2015
Profit after tax	3,786,808	5,025,369
Profit after tax (excluding extraordinary items)	3,786,808	5,025,369
Weighted average number of Equity shares outstanding during the year - No.	228,136,200	21,287,454
Nominal value of Equity share	1	10
Earnings per share	0.02	0.24
Earnings per share (excluding extraordinary items)	0.02	0.24
<b>Requirement As per AS 20 - Earning Per Share in case of Shares Split</b>		
Nominal value of Equity share	1	1
Weighted average number of Equity shares outstanding during the year - No.	228,136,200	228,136,200
Earnings per share	0.02	0.022

**Notes to financial statements for the Year ended 31 March 2016**

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

**Note 25** There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2016.

**Note 26** Foreign Currency Earnings and Outgo:

Particulars	As at 31 March 2016	As at 31 March 2015
A. Earnings in foreign Currency	-	-
B. Expenditure in foreign Currency	-	-
C. The Other Particulars as required under Part - II of Schedule VI of the Companies Act, 1956 are not given as the same are not applicable to the company for this year	-	-

**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  
**Stampede Capital Limited**

**S. Srinivas**  
 Partner  
 Membership No: 202471

**Venkat S. Meenavalli**  
 Chairman  
 DIN: 00015132

Kiran.K  
 Company Secretary  
 ACS: 45072

**Emmanuel Dasi**  
 Executive Director  
 DIN: 02598270

Place: Hyderabad  
 Date : 27.05.2016

Place: Hyderabad  
 Date : 27.05.2016





**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.stampedecap.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 \_\_\_\_\_ Equity Shares of Stampede Capital Limited, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

3. Name : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

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 29, 2016 at 10.30 A.M. at Kalinga Cultural Trust, Plot No. 1269, Road No. 12, Banjara Hills, Hyderabad - 500 034, Telangana and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

RESOLUTIONS	FOR	AGAINST
1. Adoption of Financial Statements		
2. Re-appointment of Mrs. M V Laxmi (DIN: 07169139) who retires by rotation		
3. Re-appointment if M/s Sarath & Associates, Chartered Accounts, as Statutory Auditors the company and fix their remuneration.		
4. Increase in Authorized Share Capital		
5. Adoption of Memorandum of Association		
6. Issue of Bonus Equity Shares through DVR		
7. To raise further Capital		
8. Appointment of Mr. P Parthasarathi as a Chief Financial Officer		
9. Appointment of Mr. Omesh Kumar Waghay (DIN is in the process) as an Independent Director		
10. Appointment of Mr. Y Ramesh (Din: 02549429) as an Independent Director		

Signed this ..... day of ..... 2016

Signature of Shareholder

Signature of Proxy Holder(s)

Revenue  
Stamp

**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 29, 2016 at 10.30 a.m. at Kalinga Cultural Trust, Plot No. 1269, Road No. 12, Banjara Hills, Hyderabad - 500 034 Telangana.

Signature of the Member/Proxy

***If undelivered, please return to:***

**Stampede Capital Limited**

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

**CIN: L67120TG1995PLC020170**

T : +91 40 2354 7775, +91 40 2354 0764/65

F : +91 40 2354 0763

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**Stampede Capital Limited**  
Annual Report 2015-16

