

*27th Annual Report*  
*2021-22*



**Stampede**  
Where AI Meets Investment

# THE TEAM

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**Mr. Jonna Venkata Tirupati  
Rao**



**Mrs. Shaik Haseena**



**Mr. Parameshwar Botla**



**Mr. Naveen Parashar**



**Mr. Anil Thakur**



**Mr. Srinivas Maya**



**6 Mr. RJ Prasad**



**Mr. Abhishek Jain**

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### CORPORATE INFORMATION

#### BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Name Of Directors / KMP	Current Designation	Particulars of Appointment and Cessation	Particulars of Change in Designation
Mr. Anil Thakur	Independent Director & Chairperson	Appointed on November 12, 2020	Not Applicable
Mr. Jonna Venkata Tirupati Rao	Managing Director	Appointed on November 27, 2020	Not Applicable
Mr. Srinivas Maya	Whole Time Director	Appointed on January 24, 2020 as Non-Executive Director	Elevated as Executive Director from Non-Executive Director on November 13, 2020
Mr. Parameshwar Botla	Independent Director	Appointed on November 12, 2020	Not Applicable
Mr. Naveen Parashar	Executive Director	Appointed on November 13, 2020	Elevated as Executive Director from Non-Executive Director on June 29, 2021
Mrs. Shaik Haseena	Non- Executive Director	Appointed on November 13, 2020	Not Applicable
Mr. Renduchintala Sri Naga Satya Venkata Jagannatha Prasad	Chief Financial Officer ("CFO")	Appointed on November 13, 2020	Not Applicable
Mr. Abhishek Jain	Company Secretary & Compliance Officer	Appointed on June 16, 2020	Not Applicable

Sr. No.	Particulars of Details	Statutory Auditor	Internal Auditor	Secretarial Auditor
1.	Name	M/s. Gorantla & Co	M/s. Ganta & Co.	Ms. Sudhanya Sengupta
2.	FRN / M. No / CP No	016943S	18068S	7756
3.	Date of Appointment	September 30, 2021	February 14, 2022	May 26, 2022
4.	Appointed in	26 <sup>th</sup> Annual General Meeting	Board Meeting	Board Meeting
5.	Tenure	5 Years (From April 01, 2022 to March 31, 2027)	1 Year (From April 01, 2021 to March 31, 2022)	1 Year (From April 01, 2021 to March 31, 2022)

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### **TO SHAREHOLDERS**

#### **Respected Shareholders,**

It gives me immense pleasure to congratulate you on the 27<sup>th</sup> year of incorporation of Stampede Capital Limited (“SCL”). We welcome this year with humble hearts and open minds. While we congratulate the team on their success in making SCL, a clients’ preferred investment partner; we also see that the world is living in turbulent times. The human costs of the Covid-19 pandemic and the Russia-Ukraine war coupled with the ramifications on the global economy are immense. We are cognizant of the responsibility on our shoulders to help our clients make better investment decisions during such turbulent times to preserve and grow their wealth.

Stampede has seen the industry evolve and bring in significant regulations and controls. These controls have not only made business challenging but have also reduced our business risks. The current “Fintech” wave has presented opportunities not just to offer alternative investment avenues but also to simplify investing experience with algo-trading, basket investing and the like.

All this while, team SCL was busy creating the right product and services mix to help investors navigate this shift and make better investment decisions.

Your Company has been a beneficiary of the broader market trend playing out in the form of formalization of savings and huge retail interest in equity, that is reflected in its financial and operational performance.

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

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

**With Best Wishes,  
Sincerely**

**Sd/-  
Anil Thakur  
Chairman**

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#### NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

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

#### ORDINARY BUSINESS:

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

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

#### SPECIAL BUSINESSES:

**ITEM NO.: 03: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and on the basis of recommendations of the Audit Committee and Board of Directors, the consent of the members of the company be and is hereby accorded to following material related party transactions commencing from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting held in Financial Year 2023-24 as per the details set out herewith:

SR. NO	RELATED PARTY	RELATIONSHIP REFERENCE	NATURE OF TRANSACTION	DETAILS OF TRANSACTIONS	LIMIT TO BE APPROVED (RS.)
1.	GAYI ADI Holdings Private Limited (Earlier known as GAYI ADI Management and Trends Private Limited )	Common Directors	Business Advance and Provision or availing of Services	Intercorporate Loan given and taken and Provision	100 Crore Per Annum Per Company /

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all

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questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

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

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

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

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

#### **Registered Office**

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

**Place** : Hyderabad

**Date** : September 07, 2022

#### **By order of the Board**

**For STAMPEPE CAPITAL LIMITED**

Sd/-

**Abhishek Jain**

**Company Secretary**

**Membership No.: A62027**



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#### NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide circular General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 05, 2022 ('MCA Circulars') and Securities and Exchange Board of India has vide its circular dated May, 12 2020 January 15, 2021 and May 13, 2022 ('SEBI Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue and also sending of Notice to persons entitled as per Section 101 of Companies Act, 2013 in way as prescribed thereunder in MCA Circulars and SEBI Circulars.

In compliance with the provisions of the Act read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM which does not require physical presence of the members at the common venue. The **deemed venue** for the 27<sup>th</sup> Twenty-Seventh AGM shall be the Registered Office of the Company i.e., KURA Towers, 10<sup>th</sup> Floor, D. No.1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.

2. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC / OAVM and **do not visit the registered office to attend the AGM.**
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Institutional investors, who are members of the Company may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and | or vote.
4. Institutional investors, who are members of the Company, are encouraged to attend the 27<sup>th</sup>AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered Email address to [mustafabohra@mbassociate.in](mailto:mustafabohra@mbassociate.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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6. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') setting out the material facts concerning each item of special business set out in the Notice is annexed hereto.
7. The Members can join the AGM in the VC / OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed Central Depository Services (India) Ltd ("CDSL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
10. In line with the MCA Circulars, the Notice calling the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories and has been uploaded on the website of the Company at [www.stampededecap.com](http://www.stampededecap.com) The Notice can also be accessed from the websites of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com). Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the MCA Circulars and SEBI Circulars.
11. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered E-mail address mentioning their names, DP ID and Client ID / folio number, PAN and mobile number at [cs@stampededecap.com](mailto:cs@stampededecap.com) between Monday, September 12, 2022 (09.00 a.m. I.S.T) to Wednesday, September 21, 2022 (05.00 p.m. I.S.T). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampededecap.com](mailto:cs@stampededecap.com) in with Depository participant ID and Client ID **or** Folio number.

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- 13.** Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members on request by sending an E-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.
- 14.** The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on [cs@stampedecap.com](mailto:cs@stampedecap.com) at least Ten days before the date of the AGM so as to enable the Management to keep the information ready and provide it at the AGM. Provided that the information to be provided shall be within four corners of the law and shall be provided that is permissible under law.
- 15.** Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
- 16.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
- 17.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 18.** As per Regulation 40 (7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/ DOS3/CIR/P/2018/139 dated November 6, 2018.

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

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- A. Members holding shares in Physical Mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar Card through E-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com).
- B. Members holding shares in Dematerialized Mode are requested to provide name, Depository participant ID and Client ID, mobile number, E-mail address, scanned copies of self-attested client master or Consolidated Account statement through E-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com).

**26. Voting through electronic means.**

**CDSL e-Voting System – For Remote e-voting**

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

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

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

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

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

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with

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Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

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

Individual Shareholders holding securities in Demat mode with  
**CDSL Depository**

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

Individual Shareholders holding securities in Demat mode with  
**NSDL Depository**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

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

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

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

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✓ **How do I vote electronically using CDSL e-Voting system?**

- a. **Step 1:** The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- b. **Step 2:** Click on Shareholders
- c. **Step 3:** Now Enter your User ID
  - **For CDSL:** 16 digits beneficiary ID
  - **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID
  - Members holding shares in **Physical Form** should enter Folio Number registered with the Company
- d. **Step 4:** Next enter the Image Verification as displayed and Click on Login
- e. **Step 5A: For Members Already Registered with CDSL**  
The Members who are already registered with CDSL and have exercised e-voting through [www.evotingindia.com](http://www.evotingindia.com) earlier may follow the steps given below
  - Use the existing password

**OR**

- f. **Step 5B: For those Members who are not Registered with CDSL:**  
The Members (holding shares in Demat | physical form) who are not already registered with CDSL and are using the e-voting facility for the first time may follow the steps given below:
  - i. Register as under:
    - The Members who have already submitted their Permanent Account Number (PAN) to the Company | DP may enter their 10-digit alpha-numeric PAN issued by the Income Tax department. Others are requested to use the sequence number in the PAN Field. The sequence number is mentioned in the e-communication
    - Enter Date of Birth (DOB) as recorded in Demat account or in records of the Company for the said Demat account or folio in DD | MM | YYYY format.

**OR**

    - Enter the Dividend Bank Details (DBD) as recorded in Demat account or in records of the Company for the said Demat account or folio.

**OR**

    - If the Dob or DBD details are not recorded with the DP or the Company, enter the Member ID | folio number in the DBD field as under:

<b>User ID for the Members holding shares in Demat form with CDSL</b>	16 digits beneficiary ID
<b>User ID for the Members holding shares in Demat form</b>	8 Character DP ID followed by 8 Digits Client ID



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### FINANCIAL YEAR 2021-22

<b>with NSDL</b>	
<b>User ID for the Members holding shares in physical form</b>	the folio number of the shares held in the Company

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

**g. Step 6: How to Vote:**

- Click on the Electronic Voting Serial Number of Stampede Capital Limited to vote (EVSN of Equity Shares with Normal Voting Rights and EVSN of Equity Shares with Normal Voting Right (**Equity:** 220907074) and Equity Shares with Differential Voting Rights (**DVR:** 220907075) of Stampede Capital Limited to vote
  - 'Resolution description' appears on the voting page with 'Yes | No' options for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies assent and option 'No' implies dissent to the resolution.
  - Click on the 'Resolutions file link' to view the details.
  - After selecting the resolution, click on 'Submit' tab. A confirmation box will be displayed. To confirm vote, click on 'Ok' else click on 'Cancel'
  - After voting on a resolution, the Members will not be allowed to modify their vote.
  - A print of the voting done may be taken by clicking on 'Click here to print' tab on the voting page.
  - In case the Members holding shares in Demat form forget their password, they can enter the User ID and the image verification details and click on 'Forgot password' to generate a new one.
- ✓ **General Instruction 1:** Incompliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is please do provide its members, as on the cut-off date being **Thursday, September 22, 2022** the facility to exercise the right to vote by electronic means on any or all of the businesses specified in the Notice, at the 27<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
- ✓ **General Instruction 2:** The remote E-voting period commences on **Sunday, September 25, 2022 at 09:00 am and ends on Wednesday, September 28, 2022 at 05:00 P.M.** During this period members of the Company, holding shares either in physical form or in dematerialized

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form, as on the cut-off date of Thursday, September 22, 2022 may cast their vote by remote e-voting. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- ✓ **General Instruction 3:** The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM ***but shall not be entitled to cast their votes thereat again.***
- ✓ **General Instruction 4:** A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- ✓ **General Instruction 5:** The Members can also use mobile application 'm-Voting' of CDSL for e-voting using their e-voting credentials.
- ✓ **General Instruction 6:** For the non-individual Members and the Custodians:
  - Non-individual Members (that is, other than individuals, Hindu Undivided Family, Non-Resident Individual) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the registration form bearing the stamp and sign of the entity will be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a Compliance user will be created using the admin login and password. The Compliance user will be able to link the account(s) for which they wish to vote on.
  - The list of accounts will be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, votes can be cast.
  - A scanned copy of the Board Resolution and Power of Attorney issued in favor of the Custodian, if any, will have to be uploaded in portable document format in the system for verification by the Scrutinizer.

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM
- If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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### **FINANCIAL YEAR 2021-22**

- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Registered Office**

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

**Place** : Hyderabad

**Date** : September 07, 2022

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

Sd/-

**Abhishek Jain****Company Secretary****Membership No.: A62027**

## 27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY

### FINANCIAL YEAR 2021-22

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

##### ITEM NO. 03

The members of the Company are informed that section 188 read with rules made there under prescribes certain approvals for related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribe seeking shareholders' approval for material related party transaction beyond specified threshold (Material Transactions). Proviso to Section 188 (1) provides that nothing contained in Section 188 (1) shall apply where transaction entered into by Company with related party in the ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length basis. The transactions are repetitive in nature, considering the large volume of the transaction, the contracts / arrangements / transactions are material in nature and hence require approval of members.

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

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

Except Mr. Jonna Venkata Tirupati Rao (**DIN:** 07125471), Mrs. Shaik Haseena (**DIN:** 08141400) and Mr. Naveen Parashar (**DIN:** 08399097), none of other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 03 of the Notice.

##### ITEM NO. 04

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

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

**27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2021-22**

expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

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

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

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 04** of the Notice

**Registered Office**

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

**Place** : Hyderabad

**Date** : September 07, 2022

**By order of the Board**

**For Stampede Capital Limited**

Sd/-

**Abhishek Jain**

**Company Secretary**

**Membership No.: A62027**

## 27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY FINANCIAL YEAR 2021-22

### DIRECTORS' REPORT

To,  
The Members of  
Stampede Capital Limited (“the Company”)

Your directors (hereinafter referred to as the ‘Board’) have pleasure in presenting the 27<sup>th</sup> (Twenty Seventh) Annual Report of the Company together with the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2022 (“FY 2021-22”). The consolidated performance of the Company and its subsidiary has been referred to wherever required.

#### 1. FINANCIALS:

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

The Financial Performance of your Company in Consolidated and Standalone manner for the year ended March 31, 2022 is summarized below:

(Figures – Rs. In Lakhs)

Particulars	Year Ended Standalone		Year Ended Consolidated	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Operational & Other Income	578.97	1,050.70	660.97	N.A
Total Expenses including Interest Expense and Depreciation and Amortization Expense	(1386.95)	(1150.45)	(1463.40)	N.A
<b>Loss before exceptional items and tax</b>	<b>(807.98)</b>	<b>(99.75)</b>	<b>(802.42)</b>	N.A
Prior period items	NIL	NIL	NIL	N.A
Exceptional Items	NIL	NIL	NIL	N.A
Provision for diminution in the value of investments	NIL	NIL	NIL	N.A
<b>Loss before tax</b>	<b>(807.98)</b>	<b>(99.75)</b>	<b>(802.42)</b>	N.A
Current Tax	NIL	NIL	1.46	N.A
<b>Loss after tax</b>	<b>(807.98)</b>	<b>(99.75)</b>	<b>(803.88)</b>	N.A

**Note:** Previous periods figures have been regrouped / rearranged wherever necessary.

The Statement containing extract of subsidiary financial statement are provided on the website of the Company at <https://www.stampedecap.com/static/policies.aspx>.

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### FINANCIAL YEAR 2021-22

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

For the Financial Year ended March 31, 2022, your Company had reported total Income of Rs. 578.97/- (In Lakhs) as against Rs. 1050.70/- (In Lakhs) during the previous Financial Year. The Company recorded a net loss of Rs. (807.98) (In Lakhs) as against net loss of Rs. (99.75)/- (In Lakhs) during the previous Financial Year.

Your Board of Director has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company was altered consequent to approval of members of the Company through special resolution passed through postal ballot dated April 05, 2021 to consider embarking upon new projects and activities. The alteration in the Objects Clause of the Memorandum of Association facilitated diversification which enabled the company to enlarge the area of operations and carry on its business economically and efficiently and activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

#### **C. SHARE CAPITAL:**

##### ➤ **Authorized Share Capital:**

The members of the Company in last 26<sup>th</sup> Annual General Meeting held on September 30, 2021 had approved to increase the Authorized Share Capital of the Company **FROM** the present Rs. 34,00,00,000/- (Rupees Thirty-Four Crores Only) divided into 27,00,00,000 (Twenty-Seven Crores only) ordinary Equity Shares of Re. 1/- (Rupee One) each and 7,00,00,000 (Rupees Seven crore only) equity shares-differential voting rights (DVR Equity shares) of Rs. 1 each **TO** Rs. 100,00,00,000 /- (Rupees Hundred Crores only) divided into divided into 88,00,00,000 (Eighty-Eight Crore only) ordinary Equity Shares of Re. 1/- (Rupee One) each, 12,00,00,000 (Rupees Twelve Crore only) equity shares-differential voting rights (DVR Equity shares) of Rs. 1 each. The Existing Authorized Share Capital of the Company is Rs. 100,00,00,000 /- (Rupees Hundred Crores only) divided into divided into 88,00,00,000 (Eighty-Eight Crore only) ordinary Equity Shares of Re. 1/- (Rupee One) each and 12,00,00,000 (Rupees Twelve Crore only) equity shares-differential voting rights (DVR Equity shares) of Rs. 1 each.

##### ➤ **Issued, Subscribed and Paid-Up Share Capital of the Company:**

*For Equity Share Capital with Differential Voting Rights:*

The members of the Company in its Extra-Ordinary General Meeting held on October 10, 2021 had authorized Board of Directors vide passing Special Resolution to issue equity shares with Differential Voting Right shares ("DVR") of the Company having face value of ₹ 1 each. The Board of Directors was authorized to create, offer, issue and allot up to 1,11,49,984 Equity Shares with Differential Voting Right of ₹. 1/- (Indian Rupees One only) on preferential issue

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

basis. However, till date of approving this Board Report, the Board has not offered shares to the proposed allottees.

However, since the offer has not been made as stated above, the Subscribed and Paid-up Share Capital are not increased and remains at Rs. 5,72,52,800/- divided into 5,72,52,800 shares of Rs. 1/- each.

Further, the Company has not issued:

- Any sweat equity shares as per provisions of Section 54 (1) (d) of the Act read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014; and
- Any equity shares under Employees Stock Option Scheme as per provisions of Section 62 (1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014

*For Equity Share Capital with Normal Voting Rights:*

The Company has not issued:

- Any shares pursuant to section 23 of Companies Act, 2013;
- Any sweat equity shares as per provisions of Section 54 (1) (d) of the Act read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014; and
- Any equity shares under Employees Stock Option Scheme as per provisions of Section 62 (1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

### **D. DIVIDEND:**

In view of the accumulated losses, your directors have not recommended any dividend on Equity Shares for the Financial Year 2021-22.

### **E. TRANSFER TO RESERVES:**

As there are losses for the Financial Year 2021-22, the Company did not transfer any amount to reserves during the Year.

### **F. UNPAID DIVIDEND & IEPF:**

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



## 27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY

### FINANCIAL YEAR 2021-22

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

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

#### **H. DEPOSITS:**

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

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

During the year under review, the Company has one Unlisted Wholly Owned Subsidiary, GAYIADI Fintech Private Limited (CIN: U72900TG2021PTC154414) and has no Associate(s) and Joint Venture(s).

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

During the year under review, no director or key managerial personnel has withdrawn remuneration or commission from its Wholly Subsidiary Company GAYIADI Fintech Private Limited. Further, there is no Holding Company of the Company and hence the said clause is not applicable.

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

As on March 31, 2022, the Company had one Unlisted Wholly Owned Subsidiary i.e., GAYIADI Fintech Private Limited.

Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013, a statement containing salient features of the Financial Statements, highlights of performance of subsidiary are attached as **Annexure – A** to the Directors’ Report of the Company in Form **AOC -1**. The details regarding contribution of subsidiary to the overall performance of the Company during the Financial year have been included in Consolidated Financial statements of the Company for the Financial year 2021-22.

Further, Your Company do not have investment in any Associate / Joint Venture Company as on March 31, 2022.

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

The Company has no foreign exchange earnings and outgo. Further, there are no significant expenses on conservation of energy and technology absorption during the year and hence reporting under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 is not applicable.

### **6. RELATED PARTY TRANSACTIONS:**

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

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

All Related Party Transactions up to March 31, 2022 were placed before the Audit Committee and the Board for Approval. Also, prior omnibus approval of the Audit Committee was obtained for Related Party Transactions for the Financial Year 2021-22. The transactions entered into pursuant to the omnibus approval so granted were audited and a statement giving details of all related party transactions was placed before the Audit Committee for its review on a quarterly basis. The particulars of transactions between the Company and its related parties are set out at in Notes to Accounts in the Financial Statement annexed with this report.

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

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

### **7. MATTERS RELATED TO INDEPENDENT DIRECTORS:**

#### **A. DECLARATIONS BY INDEPENDENT DIRECTORS:**

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

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

### **B. EVALUATION BY INDEPENDENT DIRECTOR:**

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

### **C. SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS:**

In compliance with the provisions of the Act and Regulation 25 of Listing Regulations, a separate meeting of Independent Directors of the Company was held inter alia, to discuss the following:

- To review and evaluate the performance of Non-Independent Directors and the Board and Committee as a whole;
- To review and evaluate the performance of the Chairperson of the company, taking in account the views of the Executive and Non-Executive Directors;
- To assess and evaluate the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Upon the conclusion of the meeting, the Independent Directors expressed their satisfaction over the performance of the other Directors and the Board and Committee as a whole. They also expressed their satisfaction over the quality, quantity and flow of information between the company management and the Board / Committees of the Board from time to time. The consolidated Evaluation Report of the Board, based on inputs received from the Directors was discussed at the meeting of the Board and the action areas identified in the process are being implemented to ensure a better interface at the Board / Management level.

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

In the opinion of the Board of Directors of the Company Mr. Anil Thakur (**DIN:** 08945434) and Mr. Parmeshwar Botla (**DIN:** 02431490), Non-Executive Independent directors on the Board of the Company are independent of the management and complies with criteria of Independent Director as submitted by them under Companies Act, 2013 and under Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

#### **A. MEETING OF BOARD OF DIRECTORS OF THE COMPANY DURING THE FINANCIAL YEAR 2021-22:**

During the year under review, the Board met **8 (Eight)** times (*April 05, 2021, June 29, 2021, August 03, 2021, August 13, 2021, September 14, 2021, September 18, 2021, November 12, 2021 and February 14, 2022*) in accordance with the provisions of the Companies Act, 2013 to discuss and decide on various business strategies, policies and other issues. The intervening gap between any two Meetings was not more than the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Company has complied with the applicable Secretarial Standards in respect of all the above-Board Meetings. The detailed composition of Board of Directors and requisite details are given in the Corporate Governance Report.

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

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

### **9. APPOINTMENT, RE-APPOINTMENT AND RESIGNATION OF DIRECTORS DURING THE YEAR 2021-22:**

As on March 31, 2022, the Board of Directors of the Company comprised of 6 (Six) Directors, including 1 (One) Managing Director, 2 (Two) Whole Time Director, 2 (Two) Non - Executive Independent Director and 1 (One) Non-Executive, Non-Independent Directors.

#### **➤ Appointment and Resignation**

During the Financial Year under review, there is no change in composition of Board of Directors of the Company.

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

### ➤ **Change in Designation:**

Further, the Board of Directors in its meeting held on June 29, 2021 had resolved to elevate Mr. Naveen Parashar as Executive Director (Whole Time Director) of the Company which was subsequently approved by members of the Company in 26<sup>th</sup> Annual General Meeting of the Company.

### ➤ **Retire by Rotation:**

Mr. Naveen Parashar is retiring by rotation in this Annual General Meeting and is offering himself for reappointment.

### **10. APPOINTMENT, REAPPOINTMENT AND RESIGNATION OF KEY MANAGERIAL PERSONS DURING THE YEAR 2021-22:**

During the Financial Year under review, there is no appointment or resignation of Key Managerial Personnel of the Company.

### **11. COMMITTEES OF BOARD OF DIRECTORS OF THE COMPANY:**

As on the date of approval of Directors' Report, following are the Committees of Board of Directors of the Company constituted under Companies Act 2013, Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and applicable regulations of Securities and Exchange Board of India (SEBI Regulations). Composition of the following Committees are also hosted on the website of the Company at <https://www.stampedecap.com/static/composition-of-committee.aspx>:

#### **A. AUDIT COMMITTEE.**

#### **B. NOMINATION AND REMUNERATION COMMITTEE.**

#### **C. STAKEHOLDERS RELATIONSHIP COMMITTEE.**

#### **D. INTERNAL COMPLAINT COMMITTEE FOR PREVENTION AND PROHIBITION OF SEXUAL HARASSMENT OF WOMAN AT WORKPLACE.**

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

#### **E. CORPORATE SOCIAL RESPONSIBILITY:**

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

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### FINANCIAL YEAR 2021-22

#### **F. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

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

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. It is affirmed that no person has been denied access to the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company has disclosed the policy at the website of the Company and can be accessed using the below link:  
<https://www.stampedecap.com/files/Policy/Whistle%20Blower%20Policy.pdf>

The Audit Committee of the Company is also committed to ensure fraud-free work environment. It is convention of your Company to investigate complaints speedily, confidentially and in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always maintained.

During the financial year 2021-22, no cases under this mechanism were reported to the Company and/or to any of its subsidiary.

#### **G. RISK MANAGEMENT POLICY:**

The Company is not required to constitute Risk Management Committee pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Board of Director in pursuance to Regulation 17 (9) (b) has laid down risk management plan to deal with the risks that might become threat to the existence of the Company and subsequently affect the going concern status of the Company.

## **12. AUDITORS & REPORTS:**

#### **A. STATUTORY AUDITORS OF THE COMPANY:**

Pursuant to the provisions of the Act, the members at the Annual General Meeting of the Company held on September 30, 2021 appointed M/s. Gorantla & co., Chartered Accountants, (Firm Registration No. 016943S) as statutory auditors of the Company from the conclusion of the 26<sup>th</sup> Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting.

The audit report by M/s. Gorantla & co., Chartered Accountants, (Firm Registration No. 016943S), for Financial Year 2021-22 is unmodified, i.e. it does not contain any qualification, reservation or

## 27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY FINANCIAL YEAR 2021-22

adverse remark or disclaimer.

The Statutory auditors have confirmed they are not disqualified from continuing as statutory auditor of the Company.

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

Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. The Board appointed Ms. Sudhanya Sengupta, Company Secretary in Practice (Membership No. F7057 CP No. 7756), as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2021-22 and their report is annexed hereto and marked as **Annexure - C**. Management reply on observations marked out by Secretarial Auditor is given below:

Sr. No.	Observations/ Remarks of the Secretarial Auditor	Management Reply
1.	E-Form MGT-14 was filed after due date (General Circular No: 14 issued by Ministry of Corporate Affairs dated April 08, 2020)	The suitable steps were taken by the Company after identification. The said E-Forms were filed by Company with Additional Fees and as on date both forms have been filed with the Registrar of Companies.
2.	E-Form SH 7 was filed after due date (Section 64 (1) of the Companies Act, 2013 and Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014)	

Regulation 24 (A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 inter-alia requires every listed company to annex with its Board's report, a Secretarial Annual Compliance Report given by a Company Secretary in practice, in the prescribed form. The Board of Directors have appointed Ms. Sudhanya Sengupta, Company Secretary in Practice (M. No. F7057 CP No. 7756), has provided Secretarial Annual Compliance Report for the Financial Year 2021-22 and their report is annexed hereto and marked as **Annexure - D**.

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

During the Year under review, in terms of Section 148 of the Companies Act, 2013 the Company is not required to appoint Cost Auditor of the Company.

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

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any incident of frauds committed in the Company by its Officers or Employees to the Audit Committee or to the Board of Directors of the Company.

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### FINANCIAL YEAR 2021-22

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

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

The Company has Internal Audit function which is empowered to examine the adequacy and compliance with policies, plans and statutory requirements. It comprises of experienced professionals who conduct regular audits across the Company's operations. The Company has also appointed a firm of Chartered Accountants as Internal Auditors, who reviews the various functions of the Company thoroughly and report to the Audit Committee. The control mechanism and the process of testing of controls were discussed with the Statutory Auditors. The Statutory Auditors have submitted their report on the Internal Financial Controls which forms an integral part of this Report

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

The Company had appointed **M/s. GANTA & CO Chartered Accountants**, as Internal Auditor of the Company for the Financial Year 2021-22.

#### **13. EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, the draft Annual Return for the Financial Year ended March 31, 2022 made under the provisions of Section 92 (3) of the Act is made available on the website of the Company and can be accessed at: [https://www.stampedecap.com/files/downloads/otherReports/637981677822377565\\_Draft-MGT-7\\_2021-2022 - Stampede.pdf](https://www.stampedecap.com/files/downloads/otherReports/637981677822377565_Draft-MGT-7_2021-2022 - Stampede.pdf).

#### **14. CORPORATE GOVERNANCE REPORT:**

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

#### **15. MANAGEMENT DISCUSSION AND ANALYSIS:**



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

### **16. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

In terms of the provisions of Section 197(12) of the Act read with sub-rules 2 & 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, names and other particulars of the top ten employees in terms of remuneration drawn and the name of every employee who is in receipt of such remuneration stipulated in said Rules are required to be set out in a statement which has been uploaded on website at <https://www.stampedecap.com/static/policies.aspx>. Further, the Report and the Financial Statement are being sent to the shareholders excluding the aforesaid statement. In term of Section 136 of the Act, the said statement is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary at the Registered Office.

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

Pursuant to the requirement of Section 134 (3) (q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, it is confirmed that except as mentioned below during Financial 2021-22 there were no significant or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and your Company's operations in future.

The National Stock Exchange of India Limited, Bombay Stock Exchange and Metropolitan Stock Exchange of India Limited vide its order dated July, 14 2021 and Indian Commodity Exchange Limited vide its order dated July 15, 2021 has expelled the membership of the Company as a trading Member. Which was later restored by afore-mentioned Exchanges on July 27, 2021. The order of National Stock Exchange of India Limited, Bombay Stock Exchange and Metropolitan Stock Exchange of India Limited was challenged before SAT vide Appeal No. 145 Of 2021 and the said appeal was dismissed by the SAT Vide Order dated 11th August, 2022 which was received by the Company on 18th August, 2022.

Brief Credentials of order pronounced:

Sr. No.	Particulars	Details
1.	Appeal filed by	Stampede Capital Limited (Appellant)
2.	Appeal against	National Stock Exchange (Respondent)
3.	Appellate Forum	Securities Appellate Tribunal, Mumbai
4.	Order Dated	11.08.2022
5.	Developments arising out of order passed	Three months' period has been granted to the appellant to close out / square off open position, etc. as detailed in impugned order.

### **18. DETAILS OF PENDING PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

### **(31 OF 2016) DURING THE YEAR ALONG-WITH THEIR STATUS AS THE END OF THE FINANCIAL YEAR:**

The said clause is not applicable.

### **19. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANK OR FINANCIAL INSTITUTIONS ALONG WITH THE REASON THEREOF:**

The said clause is not applicable.

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

Except as mentioned elsewhere in the report, there are no material changes and commitments affecting position between the end of the financial year and date of the report;

### **21. LEGAL AND REGULATORY:**

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

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

### **22. SYSTEM AND INFORMATION:**

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

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

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

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

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

In terms of Section 134 (5) of the Companies Act, 2013 in relation to the audited financial statements of the company for the year ended March 31, 2022 the Board of Directors hereby confirms that

- A. In the preparation of the annual accounts, for the year ended March 31, 2022, the applicable Accounting Standards have been followed and that there are no material departures;
- B. Appropriate accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the loss of the Company for the year ended March 31, 2022;
- C. They have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- D. They have prepared the Audited Financial Statements on a "Going Concern" basis.
- E. Proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- F. Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

### **25. OTHER DISCLOSURES**

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

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

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

During the year under review, the Company has shifted its Registered Office **FROM** 402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016, Telangana, India. **TO** KURA Towers, 10<sup>th</sup> Floor, D. No.1-11-254 & 1-11-255, S.P. Road, Begumpet, Hyderabad-500016, Telangana, India, pursuant to approval of Board of Directors of the Company in its meeting held on August 03, 2021.

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### **C. RECLASSIFICATION OF PROMOTER:**

The Company had received letters from the following persons falling under the category of promoters / promoter Group of the Company (in both Equity and DVR), requesting to be reclassified from the Category of “Promoters / Promoters Group” to “Public Category”.

<b>Equity Shares with Normal Voting Rights</b>			
<b>Sr. No.</b>	<b>Name of Person</b>	<b>No of Equity Shares held</b>	<b>% Of the total Equity Capital</b>
1.	Mrs. Meenavalli Usha Rani	0	0 %
2.	Mr. Meenavalli Venkat Srinivas	0	0 %

<b>Equity Shares with Differential Voting Rights</b>			
<b>Sr. No.</b>	<b>Name of Person</b>	<b>No of Equity Shares held</b>	<b>% Of the total Equity Capital</b>
1.	Mrs. Meenavalli Usha Rani	0	0 %
2.	Mr. Meenavalli Venkat Srinivas	0	0 %

The letters were placed before the Board of Directors of the Company in its meeting held on August 03, 2021. The Company had applied with BSE and NSE namely viz. on September 02, 2021 and September 03, 2021 respectively for approval on reclassification of status of afore-said promoter which was approved by both the BSE and NSE on May 10, 2022.

The brief details of reclassification are as follows:

<b>Sr. No.</b>	<b>Particulars of Steps</b>	<b>Date of compliance</b>
1.	Date of receipt of Request from Promoter for reclassification.	07.07.2021
2.	Date of filing of request with BSE and NSE.	08.08.2021
3.	Date of passing Board Resolution for reclassification of Status of Promoter to Public.	03.08.2021
4.	Outcome of Board Meeting considering reclassification of Status of Promoter to Public.	04.08.2021
5.	Date of Application under Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.	BSE – 02.09.2021 NSE – 03.09.2021
6.	Date of intimation on BSE and NSE for making Application under Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.	BSE – 03.09.2021 NSE – 04.09.2021
7.	Approval by BSE and NSE on reclassification of status of Promoter to Public	10 <sup>th</sup> May, 2022

## 27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY

### FINANCIAL YEAR 2021-22

8.	Intimation to BSE and NSE for receipt of Approval from BSE and NSE	11 <sup>th</sup> May, 2022
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#### **D. SURRENDER OF MEMBERSHIP AS TRADING MEMBER:**

The Board of Directors in its meeting held on September 14, 2021 had resolved to surrender all licenses provide by exchange with respect to Broking Business of the Company whose approval is yet to be received till date of approval of this report.

#### **E. WITHDRAWAL OF APPLICATION FOR CAPITAL REDUCTION OF THE COMPANY:**

National Company Law Tribunal, Hyderabad Bench (“NCLT”), vide its order dated 27.09.2021 had disposed-off the petition withdrawing application filed by the Company for sanctioning of Scheme of Reduction of Capital of the Company.

The brief details of reduction of capital of the Company are as follows:

Sr. No.	Particulars of Events	Dates
1.	Date of passing of Resolution by Board of Directors of the Company for approving Reduction of Share Capital and making application with Bombay Stock Exchange (BSE) and National Stock Exchange of India Limited (NSE) for observation Letter	30.04.2019
2.	Date of receipt of Observation Letter from BSE	22.10.2020
3.	Date of submission of Observation Letter received from BSE with BSE and NSE	26.10.2020
4.	Date of receipt of Observation Letter from NSE	26.10.2020
5.	Date of submission of Observation Letter received from NSE with BSE and NSE	26.10.2020
6.	Date of passing of Resolution by Board of Directors of the Company for approving Reduction of Share Capital based on observation letter received from BSE and NSE	27.11.2020
7.	Date of passing of Special Resolution by Members of the Company for approving Reduction of Share Capital	29.12.2020
8.	Date of passing of Resolution by Board of Directors for withdrawal of petition filed with NCLT for Reduction of Share Capital	14.09.2021
9.	Date of filing of application with NCLT for withdrawal of petition of Reduction of Share Capital	20.09.2021
10.	Date of receipt of order passed by NCLT for withdrawal of petition of Reduction of Share Capital	27.09.2021

#### **26. GREEN INITIATIVE BY MCA ON CORPORATE GOVERNANCE:**

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

The Ministry of Corporate Affairs (“MCA”) has taken a green initiative in corporate governance by allowing paperless compliance by the companies and permitted the service of annual reports and documents to the shareholders through electronic mode subject to certain conditions and the company continues to send annual report and other communications in electronic mode to the members having email addresses and for the members who have not registered their email addresses, physical copies are sent through the permitted mode.

We encourage shareholders to receive their copy of the annual report through electronic mode. This will also contribute to saving costs and reduce our use of natural resources.

### **27. CAUTIONARY STATEMENT:**

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

### **28. APPRECIATION / ACKNOWLEDGEMENT:**

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

**Place** : Hyderabad

**Date** : September 07, 2022

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

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**

**Managing Director**

**DIN: 07125471**

**Sd/-**

**Mr. Anil Thakur**

**Chairman**

**DIN: 08945434**

**27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2021-22**

**ANNEXURE – A TO DIRECTORS' REPORT**  
**FORM NO. AOC – 1**

**Statement containing salient features of the Financial Statement of  
 Subsidiaries/Associate Companies/Joint Ventures**

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

- A. **Names of subsidiaries which are yet to commence operations:** Not Applicable  
 B. **Names of subsidiaries which have been liquidated or sold during the year:** Not Applicable  
 C. **Information with respect to Associates / Joint Venture:** Not Applicable  
 D. **Information with respect to subsidiary:**

(Information in respect of subsidiary to be presented with amounts in Rs. Lakhs)

Sr. No.	Particulars	Details
1.	Name of Subsidiary	GAYIADI Fintech Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	27/08/2021 (Date of Incorporation) to March 31, 2022
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of Foreign Subsidiaries	Not Applicable
4.	Share Capital	15,00,000
5.	Reserves & Surplus	4,09,555
6.	Total Assets	3359516
7.	Total Liabilities	588050
8.	Turnover	82,00,000
9.	Profit before taxation	5,55,314
10.	Profit after taxation	4,09,533
11.	Proposed Dividend	0
12.	% Of shareholding	100

**Place** : Hyderabad

**Date** : September 07, 2022

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

**Sd/-**

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

**Sd/-**

**Mr. Anil Thakur**  
**Chairman**  
**DIN: 08945434**

**27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
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**ANNEXURE - B TO DIRECTORS' REPORT**  
**FORM NO. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

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

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

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

Name of the Related Party Nature of Relationship	Nature of contracts / arrangement / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board, if any	Amount paid as advance in Rs	Date on which the Special Resolution was passed in General Meeting as under first proviso to section 188
Mr. Naveen Parashar	Whole Time Director of the Company	Ongoing	NA	NA	29.06.2021	Nil	Not Applicable since not material

**DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS IN THE ORDINARY COURSE OF BUSINESS:**



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**FINANCIAL YEAR 2021-22**

<b>Name of the Related Party Nature of Relationship</b>	<b>Nature of contracts / arrangement / transactions</b>	<b>Duration of the contracts / arrangements / transactions</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	<b>Date(s) of approval by the Board, if any</b>	<b>Amount paid as advance in Rs.</b>
Gayi Adi Holdings Private Limited [Formerly known as Gayi Adi Management and Trends Private Limited)	Inter Corporate Borrowings	Ongoing	The Company receives advances under head Business Advances	24.03.2020	Nil
GAYIADI Fintech Private Limited	Inter Corporate Borrowings	Ongoing	The Company receives advances under head Business Advances	-	Nil
G.A. Capital Management Private Limited [Formerly known as Gayi Adi Capital Management Private Limited and Gayi Adi Hatcheries Private Limited	Inter Corporate Borrowings	Ongoing	The Company receives advances under head Business Advances	05.02.2021	Nil
G.A. Apparel Private Limited (Formerly known as Haseenrao Apparels ("OPC") Private Limited)	Inter Corporate Borrowings	Ongoing	The Company receives advances under head Business Advances	05.02.2021	Nil
G.S.V Securities Private Limited	Inter Corporate Borrowings	Ongoing	The Company receives advances under head Business Advances	24.01.2020	Nil
Mr. Jonna Venkata Tirupati Rao	Serving as Key Managerial Personnel	Ongoing	He is entitled to Remuneration of Rs 10,00,000 /- Per Month to a maximum of Rs 15,00,000/- Per Month, with authority to the Board	27.11.2020	Not Applicable

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Mr. Srinivas Maya	Serving as Key Managerial Personnel	Ongoing	He is entitled to Remuneration of Rs 2,00,000 /- Per Month to a maximum of Rs 5,00,000/- Per Month, with authority to the Board	13.11. 2020	Not Applicable
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**Place** : Hyderabad

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

**Date** : September 07, 2022

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

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

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**ANNEXURE – C TO DIRECTORS' REPORT**  
**SECRETARIAL AUDIT REPORT**  
**FORM NO. MR. 3**

*[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]] and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]*

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022**

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2022, complied to the extent with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2022, 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; (Not applicable to the Company during the Audit Period)
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) viz.,
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e. 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;
- f. The Securities and Exchange Board of India (Share based Employee Benefit) Regulations, 2014; ***(Not applicable to the Company during the Audit Period)***
- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(Not applicable to the Company during the Audit Period)***
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016 ***(Not applicable to the Company during the Audit Period)***
- i. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - ***(Not applicable to the Company during the Audit Period)***
- j. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ***(Not applicable to the Company during the Audit Period)***.

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

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited/ The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, no law is specifically applicable to the Company except mentioned hereunder:

- i. Securities and Exchange Board of India (Stock - Brokers and Sub - Brokers) Regulations, 1992
- ii. Securities and Exchange Board of India (Portfolio Managers) Regulations, 2019.

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

I further report that, subject to my observations in **Annexure - II**, that

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least Seven Days in advance and a system exists for seeking and

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### FINANCIAL YEAR 2021-22

obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting, as represented by the Management.

- iii. Majority decision is carried through while the dissenting members' views if any, are captured and recorded as part of the minutes, as represented by the Management. Suggested timely entry the signed records into the minutes book.

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

I further report that during the year under review,

- a. The Company had applied for Scheme of Reduction of Capital of the Company. The Board of Directors in its Board Meeting held on 14<sup>th</sup> September, 2021 had resolved to withdraw the application for Reduction of Capital of the Company from National Company Law Tribunal.
- b. The Board of Directors in its meeting held on 05<sup>th</sup> April, 2021 had resolved to amend the Object Clause of Memorandum of Association of the Company which was subsequently approved by members of the Company on 07<sup>th</sup> May, 2021 through Postal Ballot.
- c. The Company had subscribed 1,50,000 shares of GAYI ADI Fintech Private Limited on its Incorporation by making it Wholly Owned Subsidiary of the Company. The Company had nominated 1 other Member for due compliance of provision of Companies Act, 2013 with respect to minimum number of members in the GAYI ADI Fintech Private Limited.
- d. The members of the Company in its Extra-Ordinary General Meeting held on October 10, 2021 had approved the issuance of Equity Shares with Differential Voting Right (DVR) on preferential issue basis.

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

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

**Sudhanya Sengupta**

**Practising Company Secretary**

**M. No. : F7057**

**CP No : 7756**

**Peer Reviewer Code: 747**

**UDIN : F007057D000400593**

**Place : Kolkata**

**Date : 26/05/2022**

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

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**FINANCIAL YEAR 2021-22**

**ANNEXURE - I OF**  
**SECRETARIAL AUDIT REPORT**  
**FORM MR. 3**

(To the Secretarial Report of M/s. Stampede Capital LIMITED)  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022**

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

**Subject:** Annexure – I to the Secretarial Audit Report to your Company for the FY 2021-22.

Dear Sirs / Madam,

1. Maintenance of secretarial record is the responsibility of the management of the company. my responsibility is to express an opinion on these secretarial records based on my audit.
2. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I 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. my examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Sd/-**  
**Sudhanya Sengupta**  
**Practising Company Secretary**  
**M. No. : F7057**  
**CP No : 7756**  
**Peer Reviewer Code: 747**  
**UDIN : F007057D000400593**

**Place : Kolkata**  
**Date : 26/05/2022**

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**FINANCIAL YEAR 2021-22**

**ANNEXURE - II OF**  
**SECRETARIAL AUDIT REPORT**  
**FORM MR. 3**

(To the Secretarial Report of M/s. Stampede Capital LIMITED)  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022**

**LIST OF DOCUMENTS OBSERVATIONS BY ME**

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including Specific Clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	General Circular No: 14 issued by Ministry of Corporate Affairs dated 08 <sup>th</sup> April, 2020	Filing of E Form MGT 14 after due date Event Date : 30.09.2021 Due Date : 28.11.2021 Filing Date : 11.05.2022	The Company has filed E Form MGT 14 with Additional Fees on 11.05.2022 which was required to be filed by Company on 28.11.2021 within 60 days of date of Annual General Meeting of the Company for the Financial Year 2020-21 held on 30.09.2021.
2.	Section 64 (1) of the Companies Act, 2013 and Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014	Filing of E Form SH 7 after due date Event Date : 30.09.2021 Due Date : 29.10.2021 Filing Date : 31.03.2022	The Company has filed E Form SH 7 with Additional Fees on 31.03.2022 which was required to be filed by Company on 29.10.2021 within 30 days of date of Annual General Meeting of the Company for the Financial Year 2020-21 held on 30.09.2021.

**FOLLOWING ACTIONS TAKEN AGAINST LISTED ENTITY**

Sr. No.	Action taken by	Details of violation	Details of action taken E.g., fines, warning letter, debarment, etc.
		Nil	

**NOTES:**

- As per the documents provided by the Management, it is observed that the Company had applied for Scheme of Reduction of Capital of the Company. The Board of Directors in its Board Meeting held on 14<sup>th</sup> September, 2021 had resolved to withdraw the application for Reduction of Capital of the Company from National Company Law Tribunal.
- During the year, the Company had received discrepancy letter dated 11.06.2021 issued by Securities and Exchange Board of India based on inspection of books of accounts, records and other documents of

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Venture Capital and Corporate Investments Private Limited, Category I Registrar and Share Transfer Agent highlighting discrepancy to send 2<sup>nd</sup> reminder by the Company to shareholders whose details Viz, PAN and Bank Details were not available with RTA in violation of SEBI Circular No. SEBI / HO / MIRSD / DOP1 / CIR / P / 2018 / 73 dated April 20, 2018. However, the Company through Venture Capital and Corporate Investment Private Limited, its Registrar and Share Transfer Agent sent the 2<sup>nd</sup> reminder on 28.06.2021 to shareholders as mentioned above. The Company in reply of discrepancy letter received filed Action Taken Report with Securities and Exchange Board of India mentioning corrective steps taken.

**Sd/-**

**Sudhanya Sengupta**

**Practising Company Secretary**

**M. No. : F7057**

**CP No : 7756**

**Peer Reviewer Code: 747**

**UDIN : F007057D000400593**

**Place : Kolkata**

**Date : 26/05/2022**



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**FINANCIAL YEAR 2021-22**

**ANNEXURE – D TO DIRECTORS' REPORT**  
**ANNUAL SECRETARIAL COMPLIANCE REPORT**

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

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022**

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I, Sudhanya Sengupta, Practising Company Secretary have examined that:

- a) All the documents and records made available to me and explanation provided by M/s. **STAMPEDE CAPITAL LIMITED** (CIN: L67120TG1995PLC020170) having its Registered Office at KURA Towers, 10<sup>th</sup> Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India, hereinafter referred to as “**the listed entity**”;
- b) The filings/ submissions made by the listed entity to the stock exchanges;
- c) Website of the listed entity;
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2022 (“Review Period”) in respect of compliance with the provisions of:
  - a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
  - b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

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

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) The Securities and Exchange Board of India (Stock - Brokers and Sub - Brokers) Regulations, 1992;
- f) Securities and Exchange Board of India (Portfolio Managers) Regulations, 2019;
- g) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; - ***(Not applicable to the Company during the Audit Period)***

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**FINANCIAL YEAR 2021-22**

- h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 - ***(Not applicable to the Company during the Audit Period)***
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - ***(Not applicable to the Company during the Audit Period)***
- j) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - ***(Not applicable to the Company during the Audit Period)***
- k) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - ***(Not applicable to the Company during the Audit Period)***
- l) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - ***(Not applicable to the Company during the Audit Period)***
- m) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016- ***(Not applicable to the Company during the Audit Period)***  
And circulars/ guidelines issued there under;

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

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

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including Specific Clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

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

Sr. No.	Action taken by	Details of violation	Details of action taken E.g., fines, warning	Observations/ remarks of the
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**27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2021-22**

			<b>letter, debarment, etc.</b>	<b>Practicing Company Secretary, if any.</b>
Nil				

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

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the Year ended 31.03.2021	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	During the year, there was an instance where the Company did not maintain the minimum Net-Worth as per Schedule VI of Securities and Exchange Board of India (Stock Brokers) Regulations, 1992	Non – Maintenance of minimum Net-Worth as per provision mentioned.	I am informed that the Company has been in regular compliance of the said provision and thus maintaining Positive Net-worth which is also evident from the Balance Sheet for FY 2021-22.	The Company has rectified the same.

e) Any other information:

- As per the documents provided by the Management, it is observed that the Company had applied for Scheme of Reduction of Capital of the Company. The Board of Directors in its Board Meeting held on 14<sup>th</sup> September, 2021 had resolved to withdraw the application for Reduction of Capital of the Company from National Company Law Tribunal.
- During the year, the Company had received discrepancy letter dated 11.06.2021 issued by Securities and Exchange Board of India based on inspection of books of accounts, records and other documents of Venture Capital and Corporate Investments Private Limited, Category I Registrar and Share Transfer Agent highlighting discrepancy to send 2<sup>nd</sup> reminder by the Company to shareholders whose details Viz, PAN and Bank Details were not available with RTA in violation of SEBI Circular No. SEBI / HO / MIRSD / DOP1 / CIR / P / 2018 / 73 dated April 20, 2018. However, the Company through Venture Capital and Corporate Investments Private Limited, its Registrar and Share Transfer Agent sent the 2<sup>nd</sup> reminder on 28.06.2021 to

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**FINANCIAL YEAR 2021-22**

shareholders as mentioned above. The Company in reply of discrepancy letter received had filed Action Taken Report with Securities and Exchange Board of India mentioning corrective steps taken.

**Sd/-**

**Sudhanya Sengupta**

**Practising Company Secretary**

**M. No. : F7057**

**CP No : 7756**

**Peer Reviewer Code: 747**

**UDIN : F007057D000400661**

**Place : Kolkata**

**Date : 26/05/2022**

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

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

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The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2022, in terms of Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the Auditors Certificate annexed as **Exhibit - A** to this report, on compliance with the conditions of Corporate Governance laid down for the year ended March 31, 2022.

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

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

We govern ourselves with a rigorous system of checks and balances to ensure utmost compliance to fair and honest business practices. This ensures that our integrity is never compromised. We believe that the integrity of any Company must come from a leadership committed to behaviour that is honest, decent and fair and from directors and employees who share that commitment and bring it to life at all levels of the organization. That's exactly what we do at Stampede Capital Limited.

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

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

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

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

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### FINANCIAL YEAR 2021-22

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 as on March 31, 2022. As on March 31, 2022, the Company has Non Executive Chairman and more than 50% of the Board consisting of Non-Executive Directors. As on March 31, 2022 the Company has 6 (Six) Directors. Among the 6 Directors, the Company has a 1 (One) Managing Director, 2 (Two) Whole Time Director, 2 (Two) Non - Executive Independent Director and 1 (One) Non-Executive, Non-Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Act.

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

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

The Composition of the Board and Directorship held in other Companies and Committees as on March 31, 2022 are prescribed below:

Sr. No.	Name of the Director(s)	Category of Directorship	No. of Directorship including Company	No. of Committee positions held including Company	
				Chairman	Member
1.	Mr. Jonna Venkata Tirupati Rao	Executive (Managing Director)	2	0	0
2.	Mr. Anil Thakur	Non-Executive Chairman (Independent Director)	1	1	3
3.	Mr. Srinivas Maya	Executive (Whole Time Director)	1	0	0
4.	Mr. Parameshwar Botla	Non-Executive (Independent Director)	1	2	3
5.	Mr. Naveen Parashar	Executive (Whole Time Director)	1	0	0
6.	Mrs. Shaik Haseena	Non-Executive Non-Independent Director	2	0	3

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### FINANCIAL YEAR 2021-22

Category	No. of Directors	% of Total Board
Managing Director (Executive)	01	16.67
Whole Time Director (Executive)	02	33.33
Non-Executive and Independent Director	02	33.33
Non-Executive and Non-Independent Director	01	16.67
<b>Total</b>	<b>06</b>	<b>100%</b>

#### NOTES:

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

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

During the Financial Year 2021-22, **8 (Eight)** Meetings of Board of Directors were held on 05.04.2021, 29.06.2021, 03.08.2021, 13.08.2021, 14.09.2021, 18.09.2021, 12.11.2021 and 14.02.2022. The necessary quorum was present for all the meetings. The maximum gap between any two meetings was less than 120 Days. Further, for every Board Meeting, the agenda papers along with explanatory notes are circulated in advance to the Board Members.

Last Annual General Meeting (AGM) of the Company was held on September 30, 2021.

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### FINANCIAL YEAR 2021-22

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

Dates on which the Meetings were held	Attendance of Directors					
	Mr. Anil Thakur	Mr. Jonna Venkata Tirupati Rao	Mr. Srinivas Maya	Mr. Parameshwar Botla	Mr. Naveen Parashar	Mrs. Shaik Haseena
<b>Board Meeting</b>						
April 05, 2021	P	P	P	P	P	P
June 29, 2021	P	P	P	P	P	P
August 03, 2021	P	P	P	P	P	P
August 13, 2021	P	P	P	P	A	P
September 14, 2021	P	P	P	P	P	P
September 18, 2021	P	P	P	P	A	P
November 12, 2021	P	P	P	P	P	P
February 14, 2022	P	P	P	P	P	P
<b>Annual General Meeting</b>						
September 30, 2021	P	P	P	P	P	P

#### 5. BOARD PROCEDURE:

- The Board meets at least once a quarter to review the results and other items on the agenda, once a year for approval of annual budgets and strategy and also on the occasion of the annual shareholders' meeting. When necessary, additional meetings are held.
- The Board Meetings are convened by giving appropriate Notice and Agenda.
- The Notice and Agenda of the board meetings is drafted by the Company Secretary if appointed or person authorized by Board of Directors of the Company along with the explanatory notes and these are distributed in advance to the directors. Every Board member is free to suggest the inclusion of items on the agenda.
- Agenda papers are circulated to the Board by the Company Secretary if appointed or person authorized by Board of Directors. Additional items on the agenda are permitted with the permission of the Chairman and with the consent of all the Directors present at the meeting.
- The Board also passes resolutions by circulation on need basis. The Company has been providing the directors with an option to participate in Board Meetings through electronic mode.
- Minutes of the proceedings of the Board Meeting are prepared within stipulated time as per applicable law and thereafter the same is circulated to all Directors for their comments. The minutes of all the Committees of the Board of Directors of the Company and the minutes of the meetings of the Board of Directors of the Company are placed before the Board.
- The quarterly, half-yearly and the annual results of the Company are first placed before the Audit Committee of the Company and thereafter the same are placed before the Board of Directors.



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### FINANCIAL YEAR 2021-22

- A Compliance Certificate, signed by the CFO and Executive Director in respect of various laws, rules and regulations applicable to the Company is placed before the Board, every quarter.

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

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

Mr. Srinivas Maya (DIN: 08679514) aged 52 years, s/o Mr. Iylaiah Maya is a graduate in Master of Business Administration and LLB.

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

During the Year 2020-21, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on November 13, 2020 elevated Mr. Srinivas Maya as Whole Time Director of the Company which was subsequently approved by members of the Company in Annual General Meeting held on December 29, 2020.

At present Mr. Srinivas Maya is Whole Time Director of the Company and he was not holding any Shares as on March 31, 2022.

Table showing name of Unlisted Companies in which Mr. Srinivas Maya is director as on March 31, 2022:

Sr. No.	Name of the Unlisted Company	Category of Directorship
1.	GAYIADI FINTECH Private Limited	Director

Table showing name of Listed Company in which Mr. Srinivas Maya is director as on March 31, 2022:

Sr. No.	Name of the Listed Company	Category of Directorship
1.	Stampede Capital Limited	Whole Time Director

Table showing Name of the Companies in which Mr. Srinivas Maya is a member of the Committee of the Board as on March 31, 2022:

Sr. No.	Name of Company	Name of the Committee in which he is Member
-	-	-

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### FINANCIAL YEAR 2021-22

#### **B. MR. JONNA VENKATA TIRUPATI RAO:**

Mr. Jonna Venkata Tirupati Rao (DIN: 07125471) aged 43 years, s/o Mr. Venkat Rao Jonna is a graduate in BBA.

He joined the company in November, 2020 as a Managing Director of the company. Prior to joining the company, he had a vast experience of 18 years in the field of Indian Securities Markets. He leads the corporate team and directs the process.

During the Year 2020-21, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on November 27, 2020 appointed Mr. Jonna Venkata Tirupati Rao as Managing Director of the Company which was subsequently approved by members of the Company in Annual General Meeting held on December 29, 2020.

At present Mr. Jonna Venkata Tirupati Rao is Managing Director of the Company and he was holding 37,81,673 Equity Shares with Normal Voting Rights and 95,975 Equity Shares with Differential Voting Rights as on March 31, 2022.

Table showing name of Unlisted Companies in which Mr. Jonna Venkata Tirupati Rao is director as on March 31, 2022:

Sr. No.	Name of the Unlisted Company	Category of Directorship
1.	G.A. APPAREL PRIVATE LIMITED (Formerly known as Haseenarao Apparel (OPC) Private Limited)	Additional Director
2.	GACM Realty India Private Limited (Formerly known as GAYI ADI Constructions Private Limited)	Director
3.	GAYI ADI Enterprises Limited	Director
4.	GAYI ADI Holdings Private Limited (Formerly known as Gayi ADI Management AND Trends Private Limited)	Director
5.	GAYIADI Fintech Private Limited	Director
6.	EDUI2I Private Limited	Director
7.	G.A. Capital Management Private Limited (1. Formerly known as GAYI ADI Capital Management Private Limited 2. Formerly known as GAYI Gayi Adi Hatcheries Private Limited)	Director
8.	JVTR Consultants Private Limited (Formerly known as Haseenarao Apparel (OPC) Private Limited)	Director
9.	NETIZENS Entertainments Private Limited	Director

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Table showing name of Listed Company in which Mr. Jonna Venkata Tirupati Rao is director as on March 31, 2022:

Sr. No.	Name of the Listed Company	Category of Directorship
1.	Stampede Capital Limited	Managing Director

Table showing Name of the Companies in which Mr. Jonna Venkata Tirupati Rao is a member of the Committee of the Board as on March 31, 2022:

Sr. No.	Name of Company	Name of the Committee in which he is Member
-	-	-

#### **C. MR. ANIL THAKUR:**

Mr. Anil Thakur (DIN: 08945434) aged 51 years, s/o Mr. Ravindra Thakur is a competent professional with nearly 20 years of experience in Risk Management, Complaints, sales & marketing, Capital Markets Operations and Customer Relationship Management. He has got his bachelor of commerce from Osmania university in 1993.

He joined the company in November, 2020 as an Independent Director of the company.

During the Year 2020-21, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on November 12, 2020 appointed Mr. Anil Thakur as Independent Director of the Company which was subsequently approved by members of the Company in Annual General Meeting held on December 29, 2020. He was elevated as Chairman of the Company on November 25, 2020.

At present Mr. Anil Thakur is Independent Director of the Company and he was not holding any Shares as on March 31, 2022.

Table showing name of Unlisted Companies in which Mr. Anil Thakur is director as on March 31, 2022:

Sr. No.	Name of the Unlisted Company	Category of Directorship
-	-	-

Table showing name of Listed Company in which Mr. Anil Thakur is director as on March 31, 2022:

Sr. No.	Name of the Listed Company	Category of Directorship
	Stampede Capital Limited	Independent Director

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Table showing Name of the Companies in which Mr. Anil Thakur is a member of the Committee of the Board as on March 31, 2022:

Sr. No.	Name of Company	Name of the Committee in which he is Member
1.	Stampede Capital Limited	Audit Committee – Member
2.	Stampede Capital Limited	Stakeholder Relationship Committee – Chairperson
3.	Stampede Capital Limited	Nomination and Remuneration Committee – Member

#### **D. MR. PARAMESHWAR BOTLA:**

Mr. Parameshwar Botla (DIN: 02431490) aged 53 years, s/o Mr. Narsaiah Botla is a competent professional with handsome experience and Fair knowledge in financial products / market. He also worked as an advocate for more than a decade and handled different legal matters. His education qualification is MBA, MA and LLM.

He joined the company in November, 2020 as an Independent Director of the company.

During the Year 2020-21, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on November 12, 2020 appointed Mr. Parameshwar Botla as Independent Director of the Company which was subsequently approved by members of the Company in Annual General Meeting held on December 29, 2020.

At present Mr. Parameshwar Botla is Independent Director of the Company and he was not holding any Shares as on 31<sup>st</sup> March, 2022.

Table showing name of Unlisted Companies in which Mr. Parameshwar Botla is director as on March 31, 2022:

Sr. No.	Name of the Unlisted Company	Category of Directorship
-	-	-

Table showing name of Listed Company in which Mr. Parameshwar Botla is director as on March 31, 2022:

Sr. No.	Name of the Listed Company	Category of Directorship
1.	Stampede Capital Limited	Independent Director

Table showing Name of the Companies in which Mr. Parameshwar Botla is a member of the Committee of the Board as on March 31, 2022:

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Sr. No.	Name of Company	Name of the Committee in which he is Member
1.	STAMPEDE CAPITAL LIMITED	Audit Committee – Chairperson
2.	STAMPEDE CAPITAL LIMITED	Stakeholder Relationship Committee – Member
3.	STAMPEDE CAPITAL LIMITED	Nomination and Remuneration Committee – Chairperson

**E. MR. NAVEEN PARASHAR:**

Mr. Naveen Parashar (**DIN:** 08399097) aged 39 years, s/o Mr. Janak Babu Sharma. Mr. Naveen Parashar has vast experience of 16 years in exploring Indian securities market and investment strategies. He brings operational efficiency wherever he is appointed. He was worked as Associate Vice President at India bulls, Regional Manager in Sharekhan Ltd and Vice President at Globe Capital Markets Ltd.

He joined the company in November, 2020 as a Non-Executive Director of the company.

During the Year 2020-21, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on November 13, 2020 appointed Mr. Naveen Parashar as Non-Executive Director of the Company which was subsequently approved by members of the Company in 26<sup>th</sup> Annual General Meeting held on December 29, 2020.

Further, the Board of Directors in its meeting held on June 29, 2021 had resolved to elevate Mr. Naveen Parashar as Executive Director (Whole Time Director) of the Company which was subsequently approved by members of the Company in 26<sup>th</sup> Annual General Meeting of the Company

At present Mr. Naveen Parashar is Executive Director (Whole Time Director) of the Company and he was not holding any Shares as on March 31, 2022.

Table showing name of Unlisted Companies in which Mr. Naveen Parashar is director as on March 31, 2022:

Sr. No.	Name of the Unlisted Company	Category of Directorship
1.	GAYI ADI Holdings Private Limited	Director

Table showing name of Listed Company in which Mr. Naveen Parashar is director as on March 31, 2022:

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Sr. No.	Name of the Listed Company	Category of Directorship
1.	STAMPEDE CAPITAL LIMITED	Executive Director (Whole Time Director)

Table showing Name of the Companies in which Mr. Naveen Parashar is a member of the Committee of the Board as on March 31, 2022:

Sr. No.	Name of Company	Name of the Committee in which he is Member
-	-	-

**F. MRS. SHAIK HASEENA:**

Mrs. Shaik Haseena (**DIN:** 08141400) aged 41 years, d/o Mr. Sameb Nabi. She has pursued her Bachelor degree in field of business management from Nagarjuna University, Masters in Arts from Andhra University and 2 years' diploma in Textile and Fashion Design from SNTD university, Mumbai.

She joined the company in November, 2020 as a Non-Executive Director of the company.

During the Year 2020-21, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on November 13, 2020 appointed Mrs. Shaik Haseena as Non-Executive Director of the Company which was subsequently approved by members of the Company in Annual General Meeting held on December 29, 2020.

At present Mrs. Shaik Haseena is Non-Executive Director of the Company and she was not holding any Shares as on March 31, 2022.

Table showing name of Unlisted Companies in which Mrs. Shaik Haseena is director as on March 31, 2022:

Sr. No.	Name of the Unlisted Company	Category of Directorship
1.	G.A. Apparel Private Limited (Formerly known as Haseenarao Apparel (OPC) Private Limited)	Director
2.	GAYI ADI Enterprises Limited	Director
3.	GAYI ADI Holdings Private Limited (Formerly known as Gayi ADI Management AND Trends Private Limited)	Director
4.	G.A. Capital Management Private Limited (1. Formerly known as GAYI ADI Capital Management Private Limited 2. Formerly known as GAYI Gayi Adi Hatcheries Private Limited)	Director
5.	GACM Realty India Private Limited (Formerly known as	Director

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	GAYI ADI Constructions Private Limited)	
6.	ATTICAFE Private Limited	Director
7.	GAYIADI Fintech Private Limited	Director
8.	JVTR Consultants Private Limited (Formerly known as Haseenarao Apparel (OPC) Private Limited)	Director

Table showing name of Listed Company in which Mrs. Shaik Haseena is director as on March 31, 2022:

Sr. No.	Name of the Listed Company	Category of Directorship
1.	Stampede Capital Limited	Non-Executive Director

Table showing Name of the Companies in which Mrs. Shaik Haseena is a member of the Committee of the Board as on March 31, 2022:

Sr. No.	Name of Company	Name of the Committee in which he is Member
1.	Stampede Capital Limited	Audit Committee – Member
2.	Stampede Capital Limited	Stakeholder Relationship Committee - Member
3.	Stampede Capital Limited	Nomination and Remuneration Committee – Member

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

Sr. No.	Name of Director	Inter - Se Relationship
1.	Mr. Jonna Venkata Tirupati Rao	Husband of Mrs. Shaik Haseena
2.	Mr. Anil Thakur	No Relation
3.	Mr. Srinivas Maya	No Relation
4.	Mr. Parameshwar Botla	No Relation
5.	Mr. Naveen Parashar	No Relation
6.	Mrs. Shaik Haseena	Wife of Mr. Jonna Venkata Tirupati Rao

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

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

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

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### 9. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices the Quarterly updates on relevant statutory changes are discussed at the Board meetings. the Company has a detailed familiarization Programme for Non - Executive Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

The details of such familiarization programmes of the Company may be accessed on the Company's website at the link <https://www.stampedecap.com/static/policies.aspx>.

### 10. NUMBER OF SHARES & CONVERTIBLE INSTRUMENTS HELD BY DIRECTORS AS ON MARCH 31, 2022 IS AS UNDER:

Name of Director	Director Category	Number of Shares / convertible instruments held in the Company
Mr. Jonna Venkata Tirupati Rao	Executive (Managing Director)	<b>Equity:</b> 37,81,673 <b>DVR:</b> 95725
Mr. Anil Thakur	Non-Executive Chairman (Independent Director)	<b>Equity:</b> Nil <b>DVR:</b> Nil
Mr. Srinivas Maya	Executive (Whole Time Director)	<b>Equity:</b> Nil <b>DVR:</b> Nil
Mr. ParameshwarBotla	Non-Executive (Independent Director)	<b>Equity:</b> Nil <b>DVR:</b> Nil
Mr. Naveen Parashar	Executive (Whole Time Director)	<b>Equity:</b> Nil <b>DVR:</b> Nil
Mrs. Shaik Haseena	Non-Executive Non-Independent Director	<b>Equity:</b> Nil <b>DVR:</b> Nil

### 11. REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR DURING THE FINANCIAL YEAR 2021-22:

During the Financial Year under review, there is no change in composition of Board of Directors of the Company.

### 12. LIST OF SKILLS / EXPERTISE / COMPETENCIES REQUIRED TO FUNCTION THE BUSINESS EFFECTIVELY:

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



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

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

### **A. FINANCIAL MANAGEMENT SKILL:**

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

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

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

### **C. COMMUNICATION AND NEGOTIATION SKILL:**

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

### **D. MANAGEMENT SKILL:**

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

### **E. STRATEGIC PLANNING SKILL:**

Strategic planning is a very important business activity. Strategic planning is a process of defining your company's strategy or direction and making decisions on allocations of resources of capital and people. The key is to know how to project your company's future performance, within a three-to-five-year framework or more, supported by your well-defined business plan.

**IN TERMS OF REQUIREMENT OF LISTING REGULATIONS, THE BOARD HAS IDENTIFIED THE FOLLOWING SKILLS / EXPERTISE / COMPETENCIES OF THE DIRECTORS HOLDING DIRECTORSHIP AS ON March 31, 2022 AS GIVEN BELOW:**

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<b>Skills and Its Description</b>	<b>Mr. Jonna Venkata Tirupati Rao</b>	<b>Mr. Anil Thakur</b>	<b>Mr. Srinivas Maya</b>	<b>Mr. Parameshwar Botla</b>	<b>Mr. Naveen Parashar</b>	<b>Mrs. Shaik Haseena</b>
Leadership experience of running large enterprise Experience	√	√	√	√	√	√
Experience of Crafting Business Strategies	√	√	√	√	√	√
Understanding of Consumer and Customer Insights in diverse environments and conditions	√	√	√	√	√	√
Finance & Accounting Experience	√	√	√		√	
Experience in overseeing large and complex Supply Chain	√	√	√	√	√	√
Understanding use of Digital / Information Technology	√	√	√	√	√	√
Experience of Large companies & understanding of the changing regulatory landscape	√		√	√	√	
Communication & Negotiation Skill	√	√	√	√	√	√

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The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

**13. COMMITTEES OF THE BOARD:** Currently the Company is having 4 mandatory committees of the Board:

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

**A. AUDIT COMMITTEE:**

**i) COMPOSITION:**

The Company has an Independent Audit Committee comprising of 3 Non - Executive - Directors as Members of the Committee as on March 31, 2022. All being learned and experts are having adequate knowledge in the field of finance.

As required under section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with part C of schedule II thereto, the Board has complied with composition of Audit Committee which comprises of the following members as on March 31, 2022:

Name of the Member	Status & Category (Date of Appointment)	Director Category
Mr. Parmeshwar Botla	Chairman (November 12, 2020)	Independent Director
Mr. Anil Thakur	Member (November 12, 2020)	Independent Director
Mrs. Shaik Haseena	Member (November 13, 2020)	Non-Executive Director

**ii) CHANGE IN COMPOSITION:** Mr. Naveen Parashar has ceased to be the member of the Committee on June 29, 2021.

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

Terms of reference of the Committee has been hosted on the website of the Company at: <https://www.stampededcap.com/static/composition-of-committee.aspx>.

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### iv) ATTENDANCE RECORD OF THE MEMBERS:

The committee met 5 (Five) times during the Financial Year 2021-22 held on April 05, 2021, June 29, 2021, August 13, 2021, November 12, 2021 and February 14, 2022. The attendance records of each member of the Audit Committee at the Meeting are as followed:

Dates on which the Meetings were held	Attendance of Members			
	Mr. Parmeshwar Botla	Mr. Anil Thakur	Mr. Naveen Parashar	Mrs. Shaik Haseena
April 05, 2021	P	P	A	N.A
June 29, 2021	P	P	P	N.A
August 13, 2021	P	P	N.A.	P
November 12, 2021	P	P	N.A.	P
February 14, 2022	P	P	N.A.	P

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

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

### B. STAKEHOLDERS RELATIONSHIP COMMITTEE:

#### i) COMPOSITION:

The Stakeholders Relationship Committee presently consists of 3 Non-Executive - Directors as Members of the Committee. Minutes of each Committee Meeting are placed and discussed in the next meeting of the Board.

The Shareholders' Relationship Committee of the Board is in compliance with the provisions of Section 178 (5) of the Companies Act and Regulation 20 of the SEBI Regulations read with Part D of Schedule II. The Stakeholder Relationship Committee comprises of the following Members as on March 31, 2022.

Name of the Member	Status & Category (Date of Appointment)	Director Category
Mr. Anil Thakur	Chairman (November 12, 2020)	Independent Director
Mr. Parmeshwar Botla	Member	Independent Director

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	(November 12, 2020)	
Mrs. Shaik Haseena	Member (November 13, 2020)	Non-Executive Director

ii) **CHANGE IN COMPOSITION:** Mr. Naveen Parashar has ceased to be the member of the Committee on June 29, 2021.

iii) **TERMS OF REFERENCE OF THE STAKEHOLDER'S RELATIONSHIP COMMITTEE:**

Terms of reference of the Committee has been hosted on the website of the Company at: <https://www.stampedecap.com/static/composition-of-committee.aspx>

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

The attendance record of each member of the Stakeholder Relationship Committee at the Meeting held on February 14, 2022 is as follows:

<b>Attendance of Members</b>			
<b>Mr. Parmeshwar Botla</b>	<b>Mr. Anil Thakur</b>	<b>Mrs. Shaik Haseena</b>	<b>Mr. Naveen Parashar</b>
P	P	P	N.A

v) **COMPLIANCE OFFICER:**

Mr. Abhishek Jain, Company Secretary appointed as Compliance Officer on June 16, 2020. Required under Regulation 6 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The listing regulations). He has been entrusted the task of overseeing the Share Transfer work done by the Registrars and Share Transfer Agents and attending to grievances of the Shareholders and Investors intimated to the Company directly or through SEBI and Stock Exchanges. All complaints / grievances have been duly intimated to exchange under Regulation 13 of the SEBI (LODR) Regulations, 2015 to resolve the investor grievances.

The Committee specially redresses the grievances of the Shareholders.

During the Financial Year 2021-22, the status of Compliant is as follows:

<b>No. of Investor complaints pending at the beginning of the Year</b>	<b>No. of Investor complaints received during the Year</b>	<b>No. of Investor complaints disposed of during the Year</b>	<b>No. of Investor complaints unresolved at the end of the Year</b>
0	3	3	0

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

### **C. NOMINATION AND REMUNERATION COMMITTEE:**

#### **i) COMPOSITION:**

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

The Nomination and Remuneration Committee consists of 3 (three) Non-Executive - Directors as Members of the Committee as on March 31, 2022. The Nomination & Remuneration Committee comprises of the following Members:

Name of the Member	Status & Category (Date of Appointment)	Director Category
Mr. Parmeshwar Botla	Chairman (November 12, 2020)	Independent Director
Mr. Anil Thakur	Member (November 12, 2020)	Independent Director
Mrs. Shaik Haseena	Member (November 13, 2020)	Non-Executive Director

**ii) CHANGE IN COMPOSITION:** Mr. Naveen Parashar has ceased to be the member of the Committee on June 29, 2021.

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

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - Qualification, expertise and experience of the Directors in their respective fields;

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- Personal, Professional or business standing;
- Diversity of the Board
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.
- The quantum of sitting fees payable if any to Independent Directors of the Company is in terms of provisions of the Act.

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

Terms of reference of the Committee has been hosted on the website of the Company at: <https://www.stampedecap.com/static/policies.aspx>

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

Three Meetings of the Nomination and Remuneration Committee were held during the Financial Year 2021-22 i.e., on June 29, 2021, November 12, 2021 and February 14, 2022.

Dates on which the Meetings were held	Attendance of Members			
	Mr. Parmeshwar Botla	Mr. Anil Thakur	Mr. Naveen Parashar	Mrs. Shaik Haseena
29.06.2021	P	P	P	N.A
12.11.2021	P	P	N.A	P
14.02.2022	P	P	N.A	P

#### vi) REMUNERATION POLICY:

- The Remuneration Policy of the Company for managerial personnel is primarily based on the performance of the Company and track record, potential and performance of individual managerial personnel. The Remuneration Committee recommends to the Board the compensation package of the Executive Directors of the Company.
- Since the appointment of the Executive Director is by virtue of their employment with the Company, their service contract, notice period and severance fees, if any, is governed by the remuneration policy of the Company.
- The Company does not have any Employee Stock Option Scheme.
- Following are the details of remuneration paid to Directors of the Company during the Financial Year 2021-22.

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Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Jonna Venkata Tirupati Rao	Mr. Srinivas Maya	
1.	Gross salary	75,00,000	24,00,000	99,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others – Professional Consultancy Fees and Reimbursement	75,00,000	24,00,000	99,00,000
	Total (A)	75,00,000	24,00,000	99,00,000

Sr. No.	Particulars of Remuneration			Total Amount
	Independent Directors	Mr. Parmeshwar Botla	Mr. Anil Thakur	
1.	Fee for attending Board / Committee Meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2.	<b>Other Non-Executive Directors</b>	<b>Mrs. Shaik Haseena</b>		-
	Fee for attending board / committee meetings			-
	Commission			-
	Others – Professional Consultancy Fees	6,00,000		6,00,000
	Total (2)	6,00,000		6,00,000
3.	<b>Total (3) = (1+2)</b>	<b>6,00,000</b>	<b>-</b>	<b>6,00,000</b>



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Sr. No.	Particulars of Remuneration	Name of KMPs		
		Company Secretary & Compliance Officer	CFO	Total
		Abhishek Jain	Renduchintala Sri Naga Satya Venkata Jagannatha Prasad	
1.	Gross salary	7,20,996	24,00,000	31,20,996
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17 (3) Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- As % of profit	-	-	-
	- Others, specify	-	-	-
5.	Others, please Specify	-	-	-
	<b>Total</b>	<b>7,20,996</b>	<b>24,00,000</b>	<b>31,20,996</b>

The remuneration policy of the Company is directed towards rewarding performance based on review of achievements on a periodic basis and is inconsonance with the existing industry practice which is hosted on the website of the Company at: <https://www.stampedecap.com/static/policies.aspx>

**vii) DISCLOSURE AS PER SCHEDULE V OF COMPANIES ACT, 2013:**

- a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors have been mentioned above in this report.
- b. Details of fixed component. and performance linked incentives along with the performance criteria have been mentioned above in this report.
- c. Service contracts, notice period, severance fees;

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

**Service Contracts:** In accordance with the applicable provisions of the Companies Act, 2013 our shareholders approve the salary, benefits of Executive Directors. We enter into service contracts with each of our directors containing the terms and conditions of employment including salary, performance bonus and other benefits including perks to be received by the Executive Directors.

**Notice Period:** The terms of our employment arrangements with Mr. Jonna Venkata Tirupati Rao and Mr. Srinivas Maya have been as per appointment letter issued to them.

**Severance Fees:** The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of Directors.

- d. Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

No stock option has been issued by Company to any Director of the Company during Financial Year 2021-22.

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

#### **i) COMPOSITION:**

During the Financial Year 2021-22, the Company has not received any complaints on sexual harassment and hence no complaints remain pending as of March 31, 2022.

The Company had constituted a committee called as Internal Complaint Committee for prevention and prohibition of Sexual Harassment of woman at workplace.

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

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

Terms of reference of the Committee has been hosted on the website of the Company at:  
<https://www.stampedecap.com/static/policies.aspx>

## 27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY

### FINANCIAL YEAR 2021-22

#### 14. GENERAL BODY MEETINGS:

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

Financial Year	Date of AGM	Venue of AGM	Time of AGM	No. of Special Resolution Passed
2018-19	September 28, 2019	Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhura Nagar, Hyderabad-500038, Telangana, India.	10.00 A.M.	2*
2019-20	December 29, 2020	402 to 404, 4 <sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016, Telangana, India. Through Video Conferencing or Other Audio-Visual Means (VC/OAVM) (Deemed Venue)	09.00 A.M.	4#
2020-21	September, 30, 2021	KURA Towers, 10th Floor, D. No.1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India Through Video Conferencing or Other Audio-Visual Means (VC/OAVM) (Deemed Venue)	03:00 PM	3\$

*\*To approve material related party transaction.*

*\* To change the name of the Company*

*# To approve Reduction of Share Capital of the Company*

*# To approve Change of Name of the Company*

*# To approve conversion of Loan into Equity Shares or Equity Shares-Differential Voting Rights*

*# To approve the appointment of Mr. Jonna Venkata Tirupati Rao (DIN: 07125471) as a Managing Director.*

*\$ To approve change in designation of Mr. Naveen Parashar, Non-Executive Director of the company from Non-Executive Director to Executive Director of the Company.*

*\$ To approve remuneration to Mrs. Shaik Haseena subject to approval of members of the Company.*

*\$ To approve increase in borrowing powers of the Board of Directors under section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013.*

##### B. EXTRA ORDINARY GENERAL MEETINGS:

In addition to Annual General Meeting, the Company holds Extra Ordinary General Meeting of the members of the Company as and when situation arises. During the year under review, the Company had conducted Extra Ordinary General Meeting on 10<sup>th</sup> October, 2021. Special Resolution as proposed in Extra Ordinary General Meeting was "TO APPROVE THE ISSUANCE

## 27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY FINANCIAL YEAR 2021-22

OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHT (DVR) ON PREFERENTIAL ALLOTMENT ISSUE”.

### **C. POSTAL BALLOT:**

Your Board of Director has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the **object Clause of the Company was altered** consequent to approval of members of the Company **through special resolution passed through postal ballot** dated April 05, 2021 to consider embarking upon new projects and activities. The alteration in the Objects Clause of the Memorandum of Association facilitated diversification which enabled the company to enlarge the area of operations and carry on its business economically and efficiently and activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

Special Resolution as proposed vide Postal Ballot is: “AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY”.

#### **Procedure for Postal Ballot:**

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility to all its members. The Company engages the services of CDSL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The CDSL sent the postal ballot notices to its members whose names appear on the register of members list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Chairman / authorized officer. The results are also displayed on the Company's website besides being communicated to the stock exchanges, depository and registrar and share transfer agent.

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

The Company successfully completed the process of obtaining approval of its shareholders for special resolutions on the items detailed above through a postal ballot.

### **Person who conducted the postal ballot exercise:**

M/s Mustafa Bohra, Proprietor of M/s. Mustafa Bohra & Associates, Practising Company Secretaries, was appointed as the scrutinizer for carrying out the Postal Ballot process in a fair and transparent manner.

## **15. OTHER DISCLOSURES:**

### **a) MANAGEMENT DISCLOSURES:**

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

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

The matter has been set out in **Annexure - B** (AOC – 2) of Directors' Report.

### **c) STATUS OF REGULATORY COMPLIANCES:**

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

### **d) STRUCTURES AND PENALTIES:**

There were no penalties, strictures imposed on the Company by Stock Exchanges or SEBI, Companies Act, 2013 or any statutory authorities on any matter relating to the capital markets during the last three years.

### **e) RISK MANAGEMENT FRAMEWORK:**

The matter has been set out in Directors' Report.

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

The Company has Non-Executive Chairman and the office provided to him for performing his executive duties is also utilized by him for discharging his duties as Chairman.

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

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

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

### **h) REPORTING OF INTERNAL AUDITOR:**

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

### **i) TOTAL FEES PAID TO STATUTORY AUDITORS OF THE COMPANY:**

M/s. Gorantla & Co, Chartered Accountants (ICAI Firm Registration No. 016943S and Membership No. 222450) the Company's Statutory Auditor, is responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

As required under Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the total fees paid by the Company to the statutory auditor and all entities in the network firm / entity of which the statutory auditor is a part is during the Year Rs. 1,25,000/- and for the Financial Year 2021-22.

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

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

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

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

## 27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY

### FINANCIAL YEAR 2021-22

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

Mentioned in Point Changes in Share Capital in Director's Report.

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

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made there under for prevention and redressal of complaints of sexual harassment at workplace. During the year under review:

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

**m) SUBSIDIARIES:**

During the year under review, the Company has one Unlisted Wholly Owned Subsidiary, Gayi Adi Fintech Private Limited (CIN: U72900TG2021PTC154414).

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

The policy for determining the material subsidiaries as approved by the Board may be accessed on the Company's website at the link:  
<https://www.stampedecap.com/static/policies.aspx>

**o) DISCLOSURE OF ACCOUNTING TREATMENT:**

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

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

During the year 2021-22, all the suggestions /recommendations of all the committees of the Board, have been accepted by the Board of Directors.

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

A Certificate was provided by **M/s. Mustafa Bohra & Associates Co. Practicing Company Secretary** certifying on qualification of Directors of the Company. On the basis of certificate provided

## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

by M/s. Mustafa Bohra & Associates Co. Practicing Company Secretary the Board of Directors of the Company take a cognizance that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority. Certificate provided by M/s. Mustafa Bohra & Associates Co. Practicing Company Secretary is annexed hereto and marked as **Exhibit – B** to this report.

### **17. CEO / CFO CERTIFICATION:**

The Certificate is placed before the Board by the Chairman and Executive Director & CFO of the Company. This certificate is being given to the Board pursuant to Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule II Part B of the said regulations.

The aforesaid certificate duly signed by the Executive Director & CFO in respect of the Financial Period ended March 31, 2022 has been placed before the Board in the meeting held on June 29, 2021 is annexed hereto and marked as **Exhibit - C** to this report.

### **18. CODE OF CONDUCT AND CERTIFICATE ON COMPLIANCE THERE OF:**

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

### **19. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL:**

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

### **20. MEANS OF COMMUNICATION TO THE STAKEHOLDERS:**

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



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The quarterly, half-yearly and annual results were published in daily Newspapers which included Financial Express Nava Telangana, Mana Telangana & the Regional Language Newspapers. The same were sent / filed to Stock Exchanges in reasonable time period.

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

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the stock exchange. The Managing Director and / or Chief Financial Officer of the Company are empowered to decide on the materiality of the information for the purpose of making disclosure to the Stock Exchanges.

The Company's website [www.stampededecap.com](http://www.stampededecap.com) contains a separate dedicated section 'Investor Relations' where all the information required by the shareholder is available. Annual Report of the Company, Notices of Postal Ballot, and Outcome of Board Meeting etc. are regularly updated on the website. The Company's presentations to institutional investors and analysts, if made would be put up on the website of the Company.

### **21. GENERAL SHAREHOLDER INFORMATION:**

#### **a) DETAILS OF AGM HELD IN FINANCIAL 2021-22:**

**Date** : September 29, 2022  
**Time** : 01:00 P.M.  
**Venue** : KURA Towers, 10<sup>th</sup> Floor, D. No.1-11-254 & 1-11-255, S.P. Road, Begumpet, Hyderabad-500016, Telangana, India (Deemed Venue).  
**Mode** : Through Video Conferencing or Other Audio-Visual Means (VC/OAVM)

#### **b) FINANCIAL YEAR:**

April 1, 2021 to March 31, 2022.  
 The current financial year of the Company is March 31, 2022.

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

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

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The Company has duly paid the listing fees to Bombay Stock Exchange and National Stock Exchange for the Financial Year 2021-22.

**d) DATE OF BOOK CLOSURE:**

Not Applicable.

**e) CORRESPONDENCE FOR DEMATERIALIZATION, TRANSFER OF SHARES, NON -RECEIPT OF DIVIDEND ON SHARES AND ANY OTHER QUERY RELATING TO THE SHARES OF THE COMPANY:**

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

**f) FINANCIAL CALENDAR (2021-22):**

First Quarterly Results	June 29, 2021
Second Quarterly Results	August 13, 2021
Third Quarterly Results	November 12, 2021
Financial Year ending	February 14, 2022

**g) (TENTATIVE) RESULTS FOR FINANCIAL YEAR 2022-23:**

June 30, 2022	August 14, 2022
September 30, 2022	November 14, 2022
December 31, 2022	February 14, 2023
March 31, 2023	May 30, 2023
Annual General Meeting	September 30, 2023

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

During the year 2021-22, the Company's securities have not been suspended from trading on NSE and BSE Limited.

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**FINANCIAL YEAR 2021-22**

**i) STOCK DETAILS OF COMPANY:**

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

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

Not Applicable

**k) DEMATERIALIZATION OF SHARES:**

The Company's shares are tradable compulsorily in electronic form. The Company has established through its Registrar and Share Transfer Agents, connectivity with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). **99.76%** of the equity shares and **99.51%** for Differential Voting Right (DVR) of the company have been dematerialized as on March 31, 2022.

Details of No. of shares held in dematerialized and physical mode as on March 31, 2022:

**EQUITY:**

<b>Particulars</b>	<b>No. of Shares</b>	<b>% Of Total issued Capital</b>
Held in Dematerialized form in CDSL	14,96,32,782	65.34 %
Held in Dematerialized form in NSDL	7,88,24,058	34.42 %
Physical Form	5,54,360	0.24 %
<b>Total</b>	<b>22,90,11,200</b>	<b>100.00</b>

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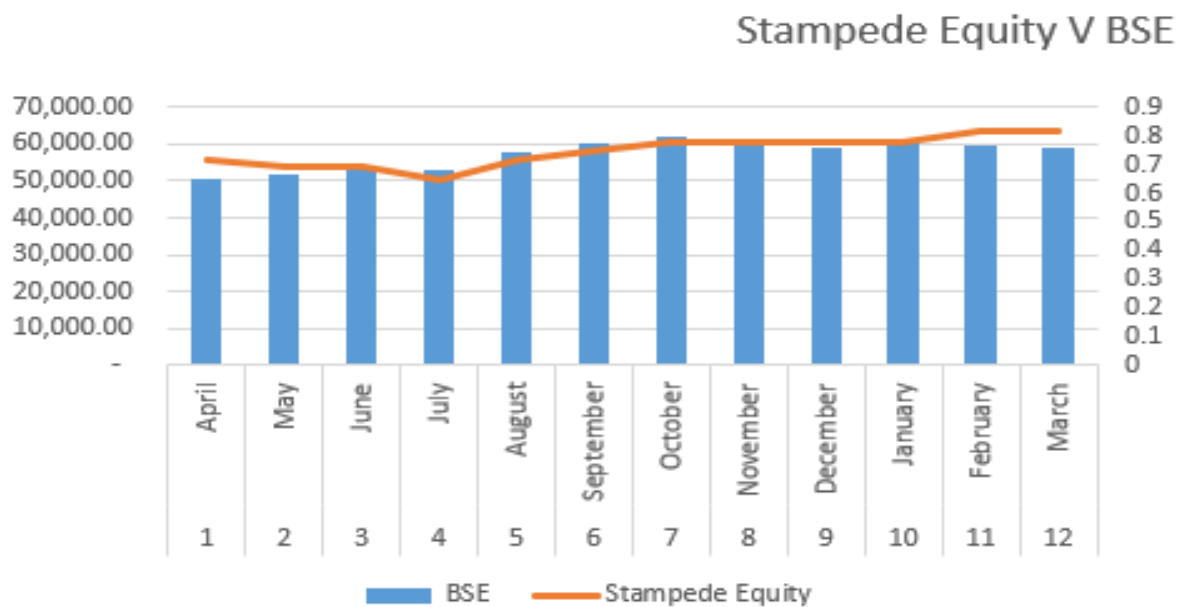
### FINANCIAL YEAR 2021-22

#### DVR:

Particulars	No. of Shares	% Of Total issued Capital
Held in Dematerialized form in CDSL	4,54,51,421	79.39 %
Held in Dematerialized form in NSDL	1,15,19,886	20.12 %
Physical Form	2,81,493	0.49
<b>Total</b>	<b>5,72,52,800</b>	<b>100.00</b>

#### 1) PERFORMANCE IN COMPARSION TO BROAD BASED INDICES (SUCH AS SENSEX & NIFTY):

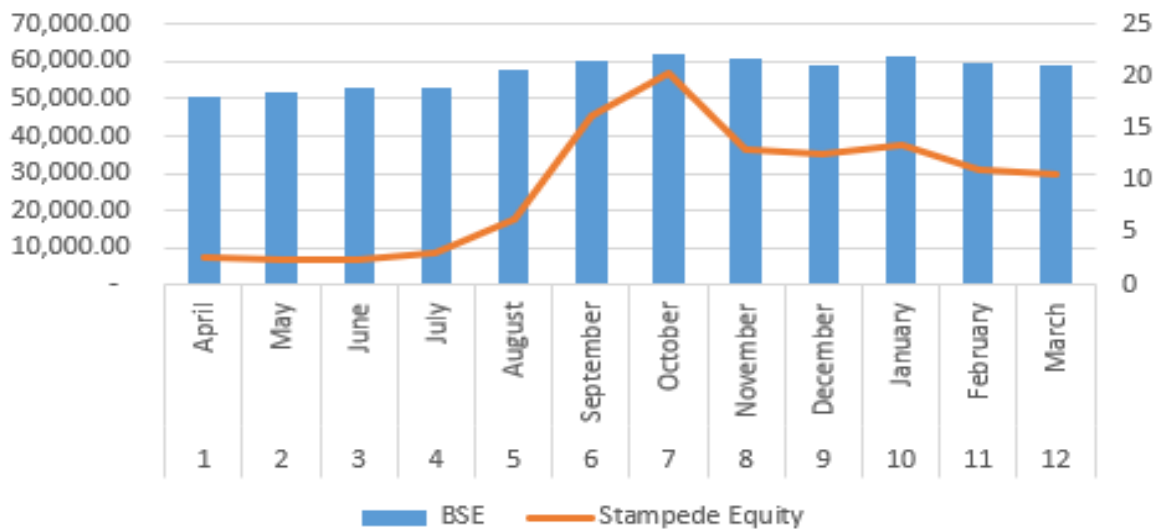
##### i. BSE & NSE Vis a Vis Stampede Capital Limited (Equity Shares & DVR):



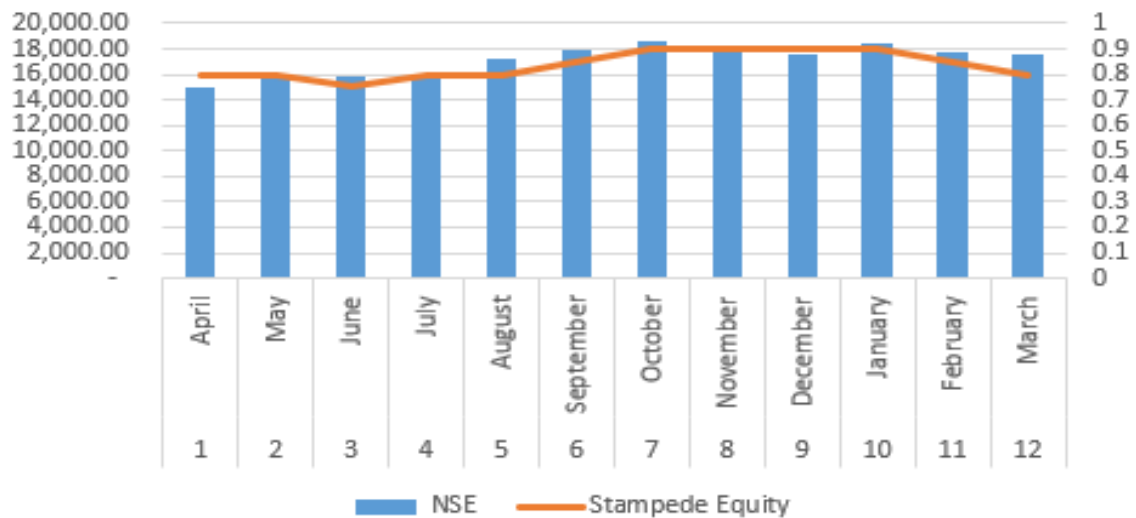
## 27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY

### FINANCIAL YEAR 2021-22

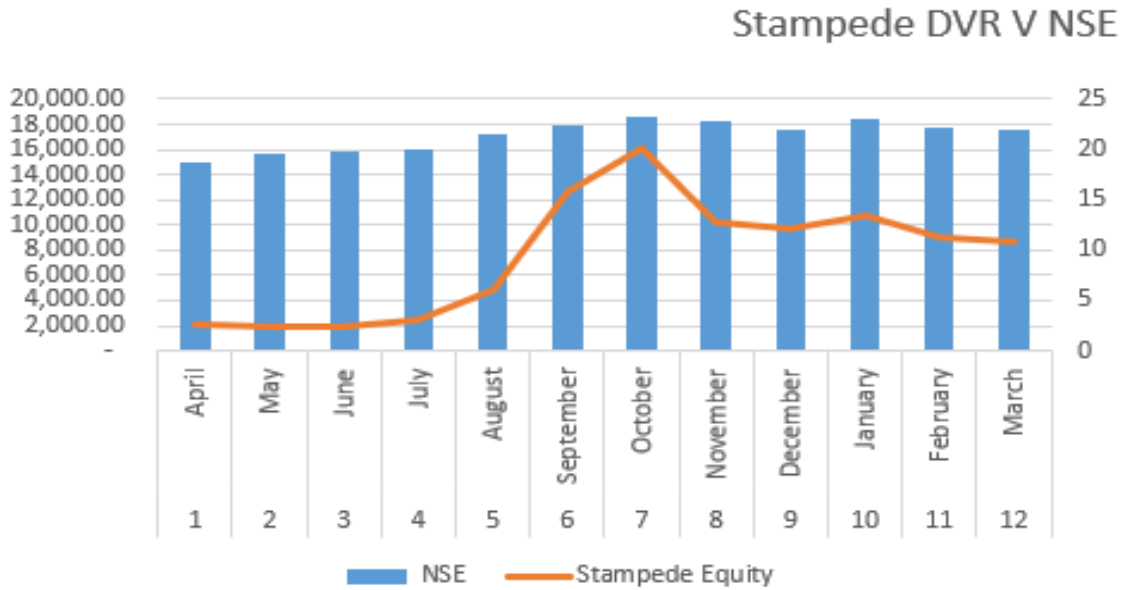
#### Stampede DVR V BSE



#### Stampede Equity V NSE



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**FINANCIAL YEAR 2021-22**



*(Source: BSE website & NSE Website)*

**m) HIGH/LOW OF MARKET PRICE OF COMPANY'S SHARES TRADED ON THE BOMBAY STOCK EXCHANGE (BSE) UP-TO MARCH 31, 2022:**

**EQUITY:**

Month (April 2021 to March 2022)	BSE		NSE	
	High (Rs)	Low (Rs)	High (Rs)	Low (Rs)
April	0.72	0.72	0.80	0.70
May	0.69	0.66	0.80	0.70
June	0.69	0.63	0.75	0.60
July	0.65	0.62	0.80	0.70
August	0.72	0.59	0.80	0.60
September	0.75	0.75	0.85	0.85
October	0.78	0.75	0.90	0.85
November	0.78	0.78	0.90	0.90
December	0.78	0.78	0.90	0.85
January	0.78	0.78	0.90	0.80
February	0.82	0.73	0.85	0.70
March	0.82	0.73	0.80	0.65

*(Source: BSE website & NSE Website)*

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### FINANCIAL YEAR 2021-22

#### DVR:

Month (April 2021 to March 2022)	BSE		NSE	
	High (Rs)	Low (Rs)	High (Rs)	Low (Rs)
April	2.59	1.65	2.60	1.70
May	2.39	2.00	2.40	1.95
June	2.39	1.88	2.40	1.55
July	3.01	2.00	2.95	2.00
August	6.24	2.59	6.00	2.60
September	16.17	6.55	15.85	6.30
October	20.45	9.30	20.10	9.10
November	12.89	9.40	12.75	9.10
December	12.65	9.13	12.20	9.40
January	13.40	9.63	13.35	9.45
February	11.12	7.55	11.20	7.60
March	10.63	7.53	10.75	7.75

*(Source: BSE website & NSE Website)*

#### n) INVESTOR SERVICES:

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

#### Details of M/S. Venture Capital and Corporate Investments Private Limited as follows:

<b>Address</b>	12-10-167, Bharat Nagar Colony, Hyderabad-500018 Telangana, India
<b>Telephone No</b>	Phone: 91-40 23868024,
<b>E-mail address</b>	<a href="mailto:info@vccilindia.com">info@vccilindia.com</a> .
<b>Fax No</b>	Fax: 91-40 23868023

#### o) ANY QUERY ON ANNUAL REPORT CONTACT AT CORPORATE OFFICER:

<b>Name</b>	Mr. Abhishek Jain
<b>Designation</b>	Company Secretary and Compliance Officer
<b>Officer Address</b>	KURA Towers, 10th Floor, D. No.1-11-254 and 1-11-255, S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.
<b>Email ID</b>	<a href="mailto:cs@stampedecap.com">cs@stampedecap.com</a>
<b>Telephone</b>	040-69086900/84

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**p) PLANT LOCATION:**

Not Applicable

**q) OUTSTANDING GDRs/ADRs/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:**

Not Applicable.

**r) SHARE TRANSFER SYSTEM:**

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

**s) DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2022:**

**EQUITY:**

Range (In Rs.)	Total Holders	% Of Total Holders	Total Holding in Rupees	% Of Total Capital
1 – 5000	10125	81.88	10978838	4.79
5001 – 10000	808	6.53	6502414	2.84
10001 – 20000	526	4.25	7897501	3.45
20001 – 30000	249	2.01	6357992	2.78
30001 – 40000	121	0.98	4318454	1.89
40001 – 50000	97	0.78	4530028	1.98
50001 – 100000	188	1.52	14245226	6.22
100001 and above	252	2.04	174180747	76.06
<b>Total</b>	<b>12366</b>	<b>100</b>	<b>229011200</b>	<b>100</b>

**DVR:**

Range (In Rs.)	Total Holders	% Of Total Holders	Total Holding in Rupees	% Of Total Capital
1 – 500	9039	74.78	1111801	1.94
501 – 1000	979	8.1	811270	1.42
1001 – 2000	632	5.23	941767	1.64
2001 – 3000	295	2.44	761254	1.33
3001 – 4000	144	1.19	518087	0.9
4001 – 5000	139	1.15	670133	1.17
5001 – 10000	301	2.49	2279293	3.98



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10001 and above	559	4.62	50159195	87.61
<b>Total</b>	12088	100	57252800	100

**t) SHAREHOLDING PATTERN AS ON MARCH 31, 2022:**

**EQUITY:**

<b>Category</b>	<b>No. of Shareholders</b>	<b>No. of Shares</b>	<b>% of Shareholding</b>
Promoters/Directors/Directors Relative	4	42781673	18.68
Mutual Funds	1	97000	0.04
Foreign Portfolio Investors	1	1000000	0.44
Resident Individuals <b>up to Rs. 2 Lacs</b>	11964	64198046	28.03
Resident Individuals <b>excess of Rs. 2 Lacs</b>	105	71137308	31.06
Bodies Corporate	161	47523231	20.75
Clearing Member	6	32272	0.02
NRIs	125	2241134	0.98
Trust	1	536	0.00
<b>Total</b>	<b>12366</b>	<b>22,90,11,200</b>	<b>100</b>

**DVR:**

<b>Category</b>	<b>No. of Shareholders</b>	<b>No. of Shares</b>	<b>% of Shareholding</b>
Promoters/Directors/Directors Relative	4	20151759	35.20
Mutual Funds	1	24250	0.04
Foreign Portfolio Investors	2	252500	0.44
Resident Individuals <b>up to Rs. 2 Lacs</b>	11841	25515881	44.57
Resident Individuals <b>excess of Rs. 2 Lacs</b>	20	7037625	12.29
Bodies Corporate	103	3785429	6.61
Clearing Member	24	83005	0.14
NRIs	94	402226	0.70
Trust	1	125	0.0
<b>Total</b>	<b>12088</b>	<b>5,72,52,800</b>	<b>100</b>

**u) UNCLAIMED DIVIDEND:**

Not Applicable.

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**v) ADDRESS FOR CORRESPONDENCE:**

<b>Stampede Capital Limited</b>	<b>M/S. VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LIMITED</b>
KURA Towers, 10 <sup>th</sup> Floor, D. No.1-11-254 and 1-11-255, S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.	12-10-167, Bharat Nagar Colony, Hyderabad-500 018
<b>Tel.:</b> 040-69086900/84	Phone: 91-40 23868024, Fax: 91-40 23868023
<b>E-mail:</b> <a href="mailto:cs@stampedecap.com">cs@stampedecap.com</a>	<b>E-mail:</b> <a href="mailto:info@vccilindia.com">info@vccilindia.com</a>
<b>Website:</b> <a href="http://www.stampedecap.com">www.stampedecap.com</a>	<b>Website:</b> <a href="http://www.vccipl.com">www.vccipl.com</a>

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

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

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

**x) AUDIT QUALIFICATION:**

No observations or qualifications were made in the Auditor's Report for the financial year 2021-22.

**Place** : Hyderabad

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

**Date** : September 07, 2022

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**

**Managing Director**

**DIN: 07125471**

**Sd/-**

**Mr. Anil Thakur**

**Chairman**

**DIN: 08945434**

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

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**To,**

**The Members**

**STAMPEDE CAPITAL LIMITED,**

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

We have examined the compliance of conditions of Corporate Governance by Stampede Capital Limited ("The Company"), for the year ended on March 31, 2022 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para-C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

**A. MANAGEMENT RESPONSIBILITY:**

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

**B. AUDITOR'S RESPONSIBILITY:**

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

**C. OPINION:**

5. Based on our examination of the relevant records and according to the information and explanations given to us and based on the representations made by the Directors and the Management, we certify

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that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 during the year ended March 31, 2022.

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

**For M/s. Gorantla & Co.**

**Chartered Accountants**

**Firm Registration No: 016943S**

**Sd/-**

**Gorantla Sri Ranga**

**Partner**

**Membership No: 222450**

**UDIN: 22222450ARGHOG5359**

**Place: Hyderabad**

**Dated: September 07, 2022**

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

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

**To,**  
**The Members**

**STAMPEDE CAPITAL LIMITED,**

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **STAMPEDE CAPITAL LIMITED** having CIN **L67120TG1995PLC020170** and having registered office at KURA Towers, 10<sup>th</sup> Floor, D. No.1-11-254&1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Companies Act, 2013.

**Our responsibility is to express an opinion on these based on our verification:**

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its Directors, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31<sup>st</sup> March, 2022** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

**TABLE A:**

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>Director Identification Number</b>	<b>Date of Appointment in Company</b>
1.	Mr. Jonna Venkata Tirupati Rao	07125471	27/11/2020
2.	Mr. Anil Thakur	08945434	12/11/2020
3.	Mr. Parameshwar Botla	02431490	12/11/2020
4.	Mr. Srinivas Maya	08679514	24/01/2020
5.	Mrs. Shaik Haseena	08141400	13/11/2020
6.	Mr. Naveen Parashar	08399097	13/11/2020

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

**M/s. Mustafa Bohra & Associates**  
**Practising Company Secretaries**

**SD/-**

**Mr. Mustafa Bohra**

**Proprietor**

**ACS : A61727**

**C.P No : 24345**

**UDIN : A061727D000795405**

**Date : August 08, 2022**

**Place : Navi Mumbai**

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

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

I hereby confirm that the Company has obtained affirmation from all the Members of the Board and the Senior Management Personnel that they have complied with the Code of Conduct for the Financial Year 2021-22.

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

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

**Sd/-**

**Srinivas Maya**

**Whole Time Director**

**DIN** : 08679514

**Date** : May 26, 2022

**Place** : Hyderabad

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

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To,  
The Board of Directors,  
Stampede Capital Limited

- A. I have reviewed the Financial Statements and the Cash Flow Statement of **Stampede Capital Limited** for the year ended 31<sup>st</sup> March, 2022 and to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectifying these deficiencies.
- D. I have indicated to the Auditors and the Audit Committee:
1. Significant changes in internal control over financial reporting during the year;
  2. Significant changes in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Sd/-**  
**Mr. Jonna Venkata Tirupati Rao**  
**Managing Director**  
**DIN : 07125471**  
**Place : Hyderabad**  
**Date : May 26, 2022**

**Sd/-**  
**Mr. Renduchintala Sri Naga Satya Venkata**  
**Jagannatha Prasad**  
**Chief Financial Officer**  
**Place : Hyderabad**  
**Date : May 26, 2022**



## **27<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2021-22**

### **ANNEXURE – FTO DIRECTORS' REPORT** **MANAGEMENT DISCUSSION AND ANALYSIS REPORT (“MDAR”)**

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#### **OUTLOOK OF GLOBAL AND INDIAN ECONOMY**

##### **1. GLOBAL ECONOMY:**

We expect world real GDP growth to slow to 3% in 2022, slowing from the IMF's January 2022 forecast of 4.4% real GDP growth, as central banks in the developed economies are obliged to sharply scale back their aggressive monetary expansion in the face of a virulent spurt in inflation to levels not seen in 4 decades. Our global growth estimate is predicated on 2% growth for developed economies in 2022, and 4% growth for emerging economies (slower than the IMF's January 22 forecasts of 3.9% and 4.8% respectively).

Despite the disruptions to domestic mobility and production, most economies have succeeded in shielding their export sectors from COVID-19 related restrictions. Rolling domestic disruptions to varying parts of the global economy have stimulated greater demand for imports, helping to generate a strong revival in global trade. We expect these trends to continue in 2022, with global trade again growing at least twice as fast as global real GDP. With many major supply side reforms over the past 2 years, e.g. lowest corporate tax rates in Asia (especially for new manufacturing units), flexible labour market with the simplification of labour codes, and Production Linked Incentives (PLI) spurring new investments in export-oriented manufacturing of both labour-intensive and high-tech products – India is poised to experience a second year of export-led growth.

##### **2. INDIAN ECONOMY:**

Looking ahead, the Economic Survey projects an economic growth of 8.0 to 8.5% for FY 2022-23, based on various assumptions, including no further debilitating pandemic-related economic disruption, a normal monsoon, orderly withdrawal of global liquidity by major central banks, oil prices in the range of US\$ 70-75/bbl, and a steady easing of global supply chain disruptions over the course of the year. This estimate is in line with both the World Bank and the Asian Development Bank's latest forecasts of real GDP growth of 8.7% and 7.5%, respectively, for India for FY 2022-23. The World Economic Outlook (January 2022) projects India as the fastest growing major economy in the world during FY 2021-22, FY 2022-23 and FY 2023-24. (Source: Ministry of Finance).

#### **FINANCIAL SERVICES INDUSTRY:**

In recent times, India's mature and well-diversified financial sector has been expanding rapidly on the strength of technology, policy and regulatory facilitation. There has been an influx of new entities and the range of offerings and geographic reach have been increasing too.

The Indian financial services industry is vast and diverse consisting of banks, NBFCs, capital markets,

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insurance sector and the new payment banks with increasing finance penetration. The opportunity in India is very high especially in the rural areas for moving from physical savings to financial savings. With increasing internet penetration and financial literacy, the future growth prospects of financial service industry in India is very bright.

#### **3. OVERVIEW OF CAPITAL MARKETS AND INDUSTRY STRUCTURE:**

Capital markets play a crucial role in the economic development of a country. They provide the financial resources required for the long-term sustainable development of the economy. Capital markets are therefore considered an important element as it enables higher productivity growth, higher real-wage growth, greater employment opportunities and greater macroeconomic stability.

Your company is primarily engaged in Stock Broking and other ancillary services.

#### **4. MARKET OUTLOOK/INDUSTRY OVERVIEW:**

##### **STOCK BROKING SECTOR:**

The Indian Stock brokerage sector can be classified based on the nature of brokerage services, the type of parent company (banks or other) and the extent of business diversification. India has a mix of Full-Service Brokerage firms and Discount Brokerage houses. Full-Service Brokerage firms offer a wide range of services like offline and online trading, demat accounts, investment advisory, research reports, relationship manager for personalized services, portfolio management services, insurance and other customized services. Discount brokerage houses, on the other hand, offer services at low and fixed brokerage fees, irrespective of size of order and provide such services via online platforms.

The stock market, which reflects the sentiment of the traders and investors, and often captures the economic pulse too, has been largely buoyant over the past two years, with dips during events that threatened economic growth.

Discount brokers also typically offer independent advisory services and informative content free of cost. This unrestricted access to information on their website and applications also attract customers. Due to the combination of lower cost and good technology, which ensures faster and more convenient trading experiences, along with access to relevant information and customization, young first-time investors tend to be more inclined towards discount broker services.

#### **5. MACRO-ECONOMIC AND INDUSTRY DEVELOPMENTS:**

The Stock Market has been revolutionized by adopting modern technology, as the exchanges are now able to reach out to the far-flung centers of the country with an efficient trading network for the benefit of retail customers. The Capital Market is most efficient when it discounts all information's in pricing of traded equity stocks. The maturity of the Stock Market has made it increasingly less risky through built-in information system made available to the participants over and above supervisory oversight.

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The ongoing efforts for further broadening and deepening of the Stock Market domestically and aligning the market with global trading system is not only expanding the customer base but also attracting more resources for investments.

The Indian broking industry is one of the oldest trading industries that have been around even before the establishment of the BSE in 1875. Despite passing through a number of changes in the post liberalization period, the industry has found its way towards sustainable growth.

#### **6. OPPORTUNITY & THREATS:**

India has been traditionally and is expected to continue to be a high savings economy. The young working population is expected to increasingly channelize a higher share of their savings into financial assets. Increasingly the preference of retail investors to participate in equity as an asset class coupled with the relative under penetration in terms of both market capitalizations to GDP ratio or ratio of investments in shares and debentures to GDP signify a positive outlook for equity-based businesses in India.

The pandemic accelerated many trends that were emerging before it struck. The overnight adoption of work from home and more digitally-dependent lifestyles were two significant impulses that triggered a virtuous equity investing cycle. As markets began picking up, after they hit a nadir in March 2020, potential investors actively participated by opening demat and trading accounts online and fuelled the rally. This attracted greater participation, which fuelled the rally further.

The increased thrust on digitalization in the economy, with projects like '**Digital India**', will further provide a growth catalyst for the demand and consumption of discount brokerage services.

#### **A. OPPORTUNITIES:**

- Growing Financial Services industry's share of wallet for disposable income.
- Regulatory reforms would aid greater participation by all the class of investors.
- Leverage technology to enable best practices and process.
- Positive long-term economic outlook will lead to opportunity for financial services

#### **B. THREATS:**

As the financial services sector becomes increasingly digital-oriented, like any other digitally transformed sector or industry, it becomes vulnerable to breaches in cyber security and data privacy. Regulatory overhauls can also take a toll on the sector, especially the discount broking segment which functions on low margins and a wide base of clientele. Any sudden change in regulatory norms which result in a rise in operating costs could pose operational challenges.

As the fine line between Fintech and financial services blurs and competition increases, even

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traditional full-service brokerages are finding ways to become price competitive and have subscription plans and digital investment options.

- Execution Risk.
- Slowdown in global liquidity flows.
- Intense competition from local and global players.
- Unfavourable economic conditions.
- Market trends making other assets relatively attractive as investment avenues

#### **7. FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE:**

##### **SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The Company carries on Stock Broking which is its core activity. The performance of the Company is as under:

The Companies growth considering the past few years' performance has satisfactory. The Company is striving further for increasing profits. For, the Financial Year ended March 31, 2022, your Company had reported total Income of Rs. 578.97 /- (In Lakhs) as against 1050.70/- (In Lakhs) during the previous Financial Year. The Company recorded a net loss of Rs. (807.98) (In Lakhs) as against net loss of Rs. (99.75)/- (In Lakhs) during the previous Financial Year.

#### **8. CHALLENGES, RISK AND CONCERN:**

The Company faces normal business challenges of market competition in its business and needs to continuously seek attractive growth opportunities. The Company adopts suitable business strategies to counter these challenges. As a part of the overall risk management strategy, the Company consistently ensures its assets and generally follows a conservative financial profile by following prudent business practices.

As a part of the overall risk management strategy, the Company consistently insures its assets and generally follows a conservative financial profile by following prudent business practices.

#### **9. RISK MANAGEMENT:**

Risk Management is also an integral part of trade order life cycle, calibrating real time pricing data. our risk management system continuously monitors our trade transactions against the order execution over the Exchanges. The objective of its risk management framework is to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallization of such risks.

##### **TYPES OF RISK:**

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#### **A. CREDIT RISK:**

- Deal with Banks, Clearing Firms, Prime of Prime.
- OTC trade on bilateral agreement.
- Covered with Insurance on trade above threshold.

#### **B. MARKET RISK:**

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

#### **C. LIQUIDITY RISK:** Trading on

- Liquidity Routing.
- Multiple Venues.

#### **D. OPERATIONAL RISK:**

- Real time Hedged positions and exposures are monitored central monitoring of network performance of hardware, application services and venues.
- Global View of Trading Strategy Events which requires manual intervention to update cancels the existing strategies.
- Risk Team monitors all activities during the live markets.

## **10. HUMAN RESOURCES:**

Intellectual capital is one of the key resources of the Company to ensure business sustainability and growth. The Company has an experienced and talented pool of employees who play a key role in enhancing business efficiency, devising strategies, setting-up systems and evolving business in line with its growth aspirations. The Company provides regular skill and personnel development training to enhance employee productivity.

Your company believes in investing in people to develop and expand their capability. The Company has been able to create favorable work environment that motivates performance, customer focus and innovation strategies are based, inter alia, on processes of continuous learning and improvement.

As part of group processes, the Company follows a robust leadership potential assessment and leadership development process. These processes identify and groom leaders for the future and also enable succession planning for critical positions in the Company. Being a growth-oriented and performance driven organization, the Company follows the principles of meritocracy and care for its

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employees. The Company has a strong culture of innovation and challenging the status Quo. The business leaders and employees in the Company are encouraged to think like entrepreneurs and create value for all stakeholders. The Company has embarked on several human resource initiatives to create business enablers to enhance the productivity of the organization and its employees. The Company endeavors to provide a safe, conducive and productive work environment. As on March 31, 2022, Company had 46 employees

#### 11. KEY FINANCIAL RATIOS:

Sr. No.	Particulars of Ratio	F.Y. 31.3.2021	F.Y. 31.3.2022	Explanation for change in Ratios
1.	Debtors Turnover	-	-	Not Applicable
2.	Inventory Turnover	-	-	Not Applicable
3.	Interest Coverage Ratio	-	-	Not Applicable
4.	Debt Equity Ratio	1.88	-2.78	Net-worth of the Company eroded due to losses incurred by the Company during the financial year.
5.	Current Ratio	15.03	2.66	Reduction in the cash generation capacity of the Company during the financial year.
6.	Operating Profit Margin (%)	20%	-14%	Due to business losses incurred in ordinary course of business during the financial year.
7.	Net Profit Margin (%)	-22.81%	-624.84	Due to business losses incurred in ordinary course of business during the financial year.

#### 12. DETAILS PERTAINING TO NET-WORTH OF THE COMPANY:

Particulars	31.03.2022 (In Rs.)	31.03.2021 (In Rs.)	Explanation for change in Net-worth
Net-worth	-6,02,09,500	-2,05,88,500	During the year the Net-worth of the Company was reduced to Rs. (8,07,98,000/-). In comparison to previous year, Net-worth of the Company eroded due to losses incurred by the Company during the year.

#### 13. CAUTIONARY NOTE:

Statements in the Management Discussion and Analysis outlining the Company's This report and

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other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. Estimates, perceptions and expectations may be forward looking statements within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed herein above due to certain factors which may be beyond the control of the Company.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. Reader should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

**Place** : Hyderabad

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

**Date** : September 07, 2022

**Sd/-**

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

**Sd/-**

**Mr. Anil Thakur**  
**Chairman**  
**DIN: 08945434**

## INDEPENDENT AUDITOR'S REPORT

**To the Members of**

**Stampede Capital Limited**

**Report on the Standalone financial statements**

### **Opinion**

We have audited the accompanying Standalone financial statements of **Stampede Capital Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2022 and the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 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, 2022, its Loss and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### **Information Other than the Standalone financial statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report (but does not include the Standalone financial statements and our auditor's report thereon)

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.



## **Responsibility of Management and Those Charged with Governance for the Standalone 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 Standalone 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Standalone financial statements**

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) In our opinion, the managerial remuneration for the year ended 31 March 2022 has been paid / provided by the Company to its Directors in accordance with the provisions of Sec 197 read with Schedule V of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The company does not have any pending litigations which would impact its financial position except those disclosed in Standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
  
(c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared any dividend during the period of Audit .

For **Gorantla & Co**

Chartered Accountants

Firm's Registration No.: 016943S

**Sriranga Gorantla**

Partner

Membership No.: 222450

UDIN – 22222450AJQSPB4286

Place: Hyderabad

Date: 26-05-2022

## **Annexure ‘A’ to the Independent Auditor’s Report of Stampede Capital Limited for the Year ended as on 31<sup>st</sup> March 2022**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Stampede Capital Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting 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 Stampede Capital Limited (the “Company”) as of March 31, 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

The Management of the Company 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 (the “ICAI”). 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 Act.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

## **Meaning of Internal Financial Controls over Financial Reporting**

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

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, 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, 2022, based on the criteria for internal financial control over financial reporting 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 ICAI.

For **Gorantla & Co**  
Chartered Accountants  
Firm's Registration No.: 016943S

**Sriranga Gorantla**  
Partner  
Membership No.: 222450  
UDIN – 22222450AJQSPB4286

Place: Hyderabad  
Date: 26-05-2022

## Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Stampede Capital Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i.	In respect of the Company's Property, Plant and Equipment:
(a)	(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  (B) The Company has maintained proper records showing full particulars of intangible assets.
(b)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
(c)	According to the information and explanations given to us, the Company does not have any immovable property. Accordingly, clause 3(i)(c) of the Order is not applicable to the Company.
(d)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or intangible assets during the year ended March 31, 2022.
(e)	According to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
ii.	In respect of the company's inventory:
(a)	The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
(b)	The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii.	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided guarantee or granted any loans or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has made investment in One company during the year.
(a)	The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year. Accordingly, clause 3(iii)(a) of the Order is not applicable to the Company.
(b)	According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the investment made are, prima facie, not prejudicial to the interest of the Company.
(c)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans, secured or unsecured during the year. Accordingly, clause 3(iii)(c) of the Order is not applicable to the Company.
(d)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans, secured or unsecured during the year. Accordingly, clause 3(iii)(d) of the Order is not applicable to the Company.
(e)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans, secured or unsecured during the year. Accordingly, clause 3(iii)(e) of the Order is not applicable to the Company.
(f)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans, secured or unsecured during the year. Accordingly, clause 3(iii)(f) of the Order is not applicable to the Company.
iv.	According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to investments made.
v.	The Company has not accepted any deposits during the year to which the provisions of section 73 to 76 of the Companies Act, 2013 and Companies (Acceptance of deposits) Rules, 2014 apply. According to the information and explanation given to us no order has been received from Company Law Board, National Company Law Tribunal or Reserve Bank of India or any court or tribunal by the Company.
vi.	According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, clause 3(vi) of the Order is not applicable to the Company.
vii.	The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added



	tax during the year since effective July 1, 2017, these statutory dues has been subsumed into GST.														
	(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.													
		According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.													
	(b)	The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales- tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:													
		<table border="1"> <thead> <tr> <th>Name of the Statute</th> <th>Nature of Dues</th> <th>Period to which amount relates</th> <th>Amount (INR Lakhs) in</th> <th>Forum where the dispute is pending</th> </tr> </thead> <tbody> <tr> <td>Income Tax Act 1961</td> <td>Income Tax</td> <td>AY 2017-18</td> <td>49.28</td> <td>Commissioner of Income Tax</td> </tr> </tbody> </table>				Name of the Statute	Nature of Dues	Period to which amount relates	Amount (INR Lakhs) in	Forum where the dispute is pending	Income Tax Act 1961	Income Tax	AY 2017-18	49.28	Commissioner of Income Tax
Name of the Statute	Nature of Dues	Period to which amount relates	Amount (INR Lakhs) in	Forum where the dispute is pending											
Income Tax Act 1961	Income Tax	AY 2017-18	49.28	Commissioner of Income Tax											
viii.		According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.													
ix.	(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.													
	(b)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.													
	(c)	According to the information and explanations given to us by the management, the Company hasnot obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.													
	(d)	According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.													
	(e)	According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from anyentity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.													

	(f)	According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable
x.	In respect of money raised:	
	(a)	As per information and explanation given to us, the company has not raised any monies by way of Initial Public Offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable to the company.
	(b)	As per information and explanation given to us, and based on examination of the records, The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable to the company.
xi.	In respect of frauds:	
	(a)	Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
	(b)	According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
	(c)	As per information and explanation given to us by the management, no whistle blower complaints were received during the year.
xii.	In our opinion and explanation given to us, the company is not Nidhi company and the Nidhi Rules, 2014 not applicable to it, Accordingly, paragraph 3 (xii) of the order is not applicable to the company.	
xiii.	In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.	
xiv.	In respect of Internal Audit:	
	(a)	Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
	(b)	We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv.		In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
xvi.	(a)	The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
	(b)	The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
	(c)	The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable
	(d)	According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
xvii.		Accordingly, information and explanation given to us, and based on the audit procedure performed and the representation obtained from the management, the Company has incurred INR 7,60,97,900 cash losses during the financial year covered by our audit and incurred cash losses of INR 39,52,900 Lakhs in the immediately preceding financial year.
xviii.		There has been a resignation of the statutory auditor during the year. We have communicated and obtained No objection from the previous auditor for our appointment as statutory auditors of the Company .
xix.		According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx.	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not meeting the applicability threshold of Section 135 of the Companies Act, 2013. Accordingly, clauses 3(xx) of the Order are not applicable.
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For **Gorantla & Co**  
Chartered Accountants  
Firm's Registration No.: 016943S

**Sriranga Gorantla**  
Partner  
Membership No.: 222450  
UDIN – 22222450AJQSPB4286

Place: Hyderabad  
Date: 26-05-2022

**Stampede Capital Limited**  
CIN : L67120TG1995PLC020170  
**Standalone Balance sheet as at 31 March 2022**

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

Particulars	Schedules	As at 31 March 2022	As at 31 March 2021
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, plant and equipment	4(a)	12,205,700	3,136,400
(b) Intangible assets	4(b)	9,542,400	77,300
(c) Assets under development		-	-
(d) Financial asset		-	-
(i) Investments	5	1,500,000	-
(ii) Other receivables	6	36,555,200	-
(iii) Tax assets	7	6,507,100	6,507,100
(e) Other non-current assets	8	15,854,100	24,688,700
<b>Total Non-Current Assets</b>		<b>82,164,500</b>	<b>34,409,500</b>
<b>Current Assets</b>			
(a) Financial Assets			
(i) Cash and cash equivalents	9	8,541,200	9,482,600
(ii) Other current financial assets	10	31,142,600	54,186,100
<b>Total Current Assets</b>		<b>39,683,800</b>	<b>63,668,700</b>
<b>Total Assets</b>		<b>121,848,300</b>	<b>98,078,200</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	11 (a)	286,264,000	286,264,000
(b) Other Equity	11 (b)	(346,473,500)	(265,675,500)
<b>Total Equity</b>		<b>(60,209,500)</b>	<b>20,588,500</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	12	167,154,400	38,656,400
<b>Total Non-current Liabilities</b>		<b>167,154,400</b>	<b>38,656,400</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
(I) Trade Payables	13	-	3,158,000
(b) Other current liabilities	14	14,288,300	35,006,100
(c) Provisions	15	615,100	669,200
<b>Total Current Liabilities</b>		<b>14,903,400</b>	<b>38,833,300</b>
<b>Total Liabilities</b>		<b>182,057,800</b>	<b>77,489,700</b>
<b>Total Equity and Liabilities</b>		<b>121,848,300</b>	<b>98,078,200</b>
<b>Notes forming part of the financial statements</b>	1 to 32		

As per our report attached  
**For Gorantla & Co.,**  
**Chartered Accountants**  
Firm's Registration No. 016943S

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

**Sri Ranga Gorantla**  
Partner  
Membership No: 222450  
UDIN : 22222450AJQSPB4286

**Jonna Venkata Tirupati Rao**  
Managing Director  
DIN: 07125471

**Srinivas Maya**  
Executive Director  
DIN: 08679514

**R.S.N.S.V.J.Prasad**  
Chief Financial Officer

**Abhishek Jain**  
Company Secretary  
ACS: 62027

Place: Hyderabad  
Date: 26.05.2022

Place: Hyderabad  
Date : 26.05.2022

**Stampede Capital Limited**

CIN : L67120TG1995PLC020170

**Standalone Statement of Profit and Loss for the year ended 31 March 2022**

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

Particulars	Schedule	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Total Income</b>			
Revenue from operations	16	12,931,000	43,710,000
Other income	17	44,966,300	61,360,400
<b>Total Income</b>		<b>57,897,300</b>	<b>105,070,400</b>
<b>Expenses</b>			
Cost of operations	18	21,180,800	35,075,100
Employee benefits expense	19	64,981,000	49,881,500
Finance cost	20	5,920,700	-
Depreciation and amortisation expense	4(a) & 4(b)	4,700,000	6,019,100
Other expenses	21	41,912,700	24,066,700
<b>Total Expenses</b>		<b>138,695,200</b>	<b>115,042,400</b>
<b>Profit before extraordinary items and tax</b>		<b>(80,797,900)</b>	<b>(9,972,000)</b>
Provision for diminution in the value of investment in associate		-	-
Provision for diminution in the value of investment in wholly owned subsidiary		-	-
Provision for diminution in the value of investments		-	-
<b>Profit before tax</b>		<b>(80,797,900)</b>	<b>(9,972,000)</b>
<b>Tax expense:</b>			
- Current tax		-	-
- MAT credit		-	-
- Deferred tax charge/(credit)		-	-
<b>Profit for the period</b>		<b>(80,797,900)</b>	<b>(9,972,000)</b>
<b>Other Comprehensive Income</b>			
(A) Items that will not be reclassified to profit or loss		-	-
(B) Items that may be reclassified to profit or loss		-	-
<b>Total other comprehensive income ((A) + (B))</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>(80,797,900)</b>	<b>(9,972,000)</b>
<b>Earnings per equity share</b>			
Basic / Diluted	29	(0.282)	(0.035)
<b>Number of shares used in computing earnings per share</b>			
Basic /Diluted		286,264,000	286,264,000
<b>Notes forming part of the financial statements</b>	1 to 32		

As per our report attached  
**For Gorantla & Co.,**  
**Chartered Accountants**  
 Firm's Registration No. 016943S

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

**Sri Ranga Gorantla**  
 Partner  
 Membership No: 222450  
 UDIN : 22222450AJQSPB4286

**Jonna Venkata Tirupati Rao**  
 Managing Director  
 DIN: 07125471

**Srinivas Maya**  
 Executive Director  
 DIN: 08679514

**R.S.N.S.V.J.Prasad**  
 Chief Financial Officer

**Abhishek Jain**  
**Company Secretary**  
**ACS: 62027**

Place: Hyderabad  
 Date : 26.05.2022

Place: Hyderabad  
 Date : 26.05.2022

**Stampede Capital Limited**  
CIN : L67120TG1995PLC020170

**Standalone Cash Flow Statement for the year ended 31 March 2022**

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

	Particulars	Schedule	For Year ended		For Year ended	
			31 March 2022		31 March 2021	
<b>A.</b>	<b>Cash flow from / (used in) Operating Activities:</b>					
	Net Profit/(Loss) before tax			(80,797,900)		(9,972,000)
	<i>Adjustments for:</i>					
	Depreciation		4,700,000		6,019,100	
	Fixed Assets written off		-		1,319,200	
	Profit on sale of fixed assets		-		(7,435,500)	
	Interest expenses		5,920,700		-	
	Interest earned		(2,930,100)		(3,947,900)	
	Advances written off		-		590,100	
	Gratuity		-		669,200	
	Provision for investment		-	7,690,600	-	(2,785,800)
	<b>Operating loss before working capital changes</b>			<b>(73,107,300)</b>		<b>(12,757,800)</b>
	<b>Adjustments for working capital changes:</b>					
	Increase / (Decrease) in Other Non-Current Assets		(27,720,600)		(13,495,100)	
	Increase / (Decrease) in Other Current Assets		23,043,500		(27,601,700)	
	(Increase) / Decrease in trade payables		(3,158,000)		(10,026,800)	
	(Increase) / Decrease in Other Current Liabilities		(20,771,900)	(28,607,000)	33,340,300	(17,783,300)
	Cash generated from / (used in) Operations			(101,714,300)		(30,541,100)
	Less: Direct taxes paid			-		-
	<b>Net Cash flow from / (used in) Operating Activities</b>	<b>(A)</b>		<b>(101,714,300)</b>		<b>(30,541,100)</b>
<b>B.</b>	<b>Cash flow from/ (used in) Investing Activities:</b>					
	Purchase of fixed assets			(23,234,500)		(12,305,100)
	Sale of Intangibles			-		14,870,800
	Investment in subsidiary			(1,500,000)		-
	Interest received			2,930,100		3,947,900
	<b>Net Cash flow from / (used in) Investing Activities</b>	<b>(B)</b>		<b>(21,804,400)</b>		<b>6,513,600</b>
<b>C.</b>	<b>Cash flow from (used in) Financing Activities:</b>					
	Proceeds from borrowings			128,498,000		25,537,600
	Interest expenses			(5,920,700)		
	<b>Net Cash flow from / (used in) Financing Activities</b>	<b>(C)</b>		<b>122,577,300</b>		<b>25,537,600</b>
	<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(A+B+C)</b>		<b>(941,400)</b>		<b>1,510,100</b>
	<b>Cash and Cash Equivalents at the beginning of the year</b>	8		<b>9,482,600</b>		<b>7,972,500</b>
	<b>Cash and Cash Equivalents at the end of the year</b>	8		<b>8,541,200</b>		<b>9,482,600</b>
<b>D</b>	<b>Notes forming part of the financial statements</b>	1 to 32				

As per our report attached

**For Gorantla & Co.,**

**Chartered Accountants**

Firm's Registration No. 016943S

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

**Sri Ranga Gorantla**

Proprietor

Membership No: 222450

UDIN : 22222450AJQSPB4286

**Jonna Venkata Tirupati Rao**

Managing Director

DIN: 07125471

**Srinivas Maya**

Executive Director

DIN: 08679514

**R.S.N.S.V.J.Prasad**

Chief Financial Officer

**Abhishek Jain**

Company Secretary

ACS: 62027

Place: Hyderabad

Date : 26.05.2022

Place: Hyderabad

Date : 26.05.2022

**Stampede Capital Limited**  
**CIN : L67120TG1995PLC020170**  
**STANDALONE STATEMENT OF CHANGES IN EQUITY**

For the year ended 31 March 2022

**(A) Equity Share Capital**

Particulars	As at 31 March 2022		As at 31 March 2021	
	No of shares	In Rupees	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>				
At the beginning of the year	229,011,200	229,011,200	229,011,200	229,011,200
Add : Changes in Equity during the year	-	-	-	-
	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>				
At the beginning of the year	57,252,800	57,252,800	57,252,800	57,252,800
Add : Changes in Equity during the year	-	-	-	-
	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>
<b>Total Equity Share Capital</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>

**(B) Other Equity**

Particulars	Reserves & Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance at the Beginning of the reporting period i.e 1 April 2021	-	278,525,100	(544,200,700)	<b>(265,675,600)</b>
Dividends	-	-	-	-
Profit for the period	-	-	(80,797,900)	<b>(80,797,900)</b>
Transfer to Retained Earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>Balance at the end of the reporting period i.e 31 March 2022</b>	<b>-</b>	<b>278,525,100</b>	<b>(624,998,600)</b>	<b>(346,473,500)</b>

See accompanying notes forming part of standalone financial statements

As per our report attached  
For Gorantla & Co.,  
Chartered Accountants  
Firm's Registration No. 016943S

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

**Sri Ranga Gorantla**  
Proprietor  
Membership No: 222450  
UDIN : 2222450AJQSPB4286

**Jonna Venkata Tirupati Rao**  
Managing Director  
DIN: 07125471

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Executive Director  
DIN: 08679514

**R.S.N.S.V.J.Prasad**  
Chief Financial Officer

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Place: Hyderabad  
Date: 26.05.2022

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**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**Significant Accounting Policies****1) Company Overview**

Stampede Capital Limited is a public company incorporated and domiciled in India and incorporated in accordance with the provisions of the erstwhile Companies Act, 1956. The companies registrar office at Door No.1-11-254 & 1-11-255, 10<sup>th</sup> Floor, Kura Towers, S.P.Road, Begumpet, Hyderabad 500016, Telangana. Its shares are listed on two recognized stock exchanges of India, The National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

Stampede Capital Limited is engaged in the business of Equity and Currency broking and trading activities. The Company is registered as a “Stock Broker” with the Securities and Exchange Board of India (“SEBI”). The company is having Equity Trading and Clearing membership and F&O Trading Membership with National Stock Exchange of India (“NSE”), BSE Ltd and also having Trading Membership with, and MSE Metropolitan Stock Exchange of India Ltd (“MSEI”). Stampede Capital Limited is registered Portfolio Manager with SEBI vide registration Code for the Portfolio Manager is PM/INP000006864.

During the year, the Company has filed the application to surrender the broking license with respective exchanges and continuing the business of distribution of financial products .

**2) Basis of Preparation of Financial Statements****2.1) Statement of compliance**

The financial statements are prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read along with Companies (Indian Accounting Standards) Rules, as amended and other relevant provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

**2.2) Use of Estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

### **2.3) Basis of measurement**

The financial statements have been prepared on the historical cost basis except certain financial assets and liabilities that are measured at fair value or amortised cost.

### **2.4) Functional currency**

The financial statements are presented in Indian Rupees, which is the functional currency of the Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates. All amounts are in Indian Rupees INR except share data, unless otherwise stated.

### **2.5) Operating cycle**

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

#### ***Assets***

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

- It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- 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:

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- 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.

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**2.6) Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

***Provision and contingent liability***

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

***Useful lives of depreciable assets***

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2022 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

**2.7) Property , Plant and Equipment and Intangible assets****Tangible asset and capital work-in-progress**

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

**Intangible asset**

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

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**Depreciation and Amortization**

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

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

**2.8) Investments**

The company continued to account for investments as under Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments. Non current Investments are carried at cost less diminution in value other than temporary diminution determined separately for each individual

Investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

**Investment in subsidiaries**

Investment in subsidiaries is carried at cost, less any impairment in the value of investment, in these separate financial statements.

**2.9) Measurement of fair values**

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
  - level 2: inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
  - level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).
- when measuring the fair value of an asset or a liability, the company uses observable market data as far as possible. if the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. the company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**Stampede Capital Limited**

**CIN : L67120TG1995PLC020170**

**Notes to financial statements for the year ended 31 March 2022**

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

### **3) Significant Accounting Policies**

#### **3.1) Revenue Recognition**

- i) Revenue from broking activities is accounted on the trade date of transaction.
- ii) Trading of securities and currency are accounted on the trade date of transaction.
- iii) Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### **3.2) Taxation**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

##### **Current tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

##### **Deferred tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**3.3) Earnings Per Share**

The Company presents basic and diluted earnings per share (“EPS”) data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share..

**3.4) Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Assets held under leases that do not transfer substantially all the risks and reward of ownership are not recognized in the balance sheet. Lease payments under operating lease are generally recognized as an expense in the statement of profit and loss on a straight-line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor’s expected inflationary cost increases. Further, at the inception of above arrangement, the Company determines whether the above arrangement is or contains a lease. At inception or on reassessment of an arrangement that contains a lease, the Company separates a payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Company concludes for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company’s incremental borrowing rate. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

**3.5) Foreign currencies**

In preparing the financial statements of the Company, transactions in currencies other than the company’s functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**3.6) Property, plant and equipment**

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

**Subsequent costs**

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

**3.7) Depreciation**

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a Straight-line basis (SLM) basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

**3.8) Intangible assets**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

**Amortisation**

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Computer software is amortised on straight line basis over a period of Three years.

### **3.9) Cash and Cash equivalents**

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

### **3.10) Cash flow statement**

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

### **3.11) Employee benefits**

#### **Short-term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### **Defined contribution plans**

The Company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

#### **Defined benefit plans**

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements.

Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.



**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**Termination benefits**

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

**Other long-term employee benefits**

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

**Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

**Contingent Liabilities & Contingent Assets**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**Financial instruments****a. Recognition and Initial recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

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A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

**b. Classification and Subsequent measurement****Financial assets**

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL.

On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**Financial assets: Business model assessment**

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
  
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)

**Financial assets:** Assessment whether contractual cash flows are solely payments of principal and interest For the purposes of this assessment, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company’s claim to cash flows from specified assets (e.g. non recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of

**Financial assets:** Subsequent measurement and gains and losses **Financial assets at FVTPL:** These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

**Financial assets at amortised cost:** These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

**Financial liabilities:** Classification, Subsequent measurement and gains and losses **Financial liabilities** are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

**c. Derecognition****Financial assets**

The Company recognized a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which

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substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognize on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not recognized.

**Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified

terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit.

**d. Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**e. Impairment**

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

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12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

**Measurement of expected credit losses**

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

**Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Impact of COVID-19 Key accounting judgments, estimates and assumptions.

Due to lockdown on account of COVID - 19, although the capital market was impacted and volatility has increased in the stock market, Stampede Capital Limited, being a SEBI registered intermediary and considered among essential services, continued to operate during the lockdown in India and there was no major impact on our business as the capital markets remained open and functioned normally.

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**Notes to Standalone financial statements for the year ended 31 March 2022**

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

**Note No : 4 (a) Property, Plant and Equipment**

Particulars	Servers	Computer	Furniture and fixtures	Interiors	Office Equipment	TOTAL
<b>Gross carrying value :</b>						
As at 01 April 2021	30,712,800	2,232,700	277,900	-	405,500	33,628,900
Additions	9,700	1,283,200	899,900	5,473,800	3,970,800	11,637,400
Deletions			-		-	-
<b>As at 31 March 2022</b>	<b>30,722,500</b>	<b>3,515,900</b>	<b>1,177,800</b>	<b>5,473,800</b>	<b>4,376,300</b>	<b>45,266,300</b>
<b>Deductions:</b>						
Deductions:	-	-	-			
<b>Accumulated Depreciation :</b>						
As at 01 April 2021	30,054,600	388,600	10,300	-	39,000	30,492,500
Depreciation Charge for the year	498,500	952,300	84,800	547,400	485,100	2,568,100
Deletions						-
<b>As at 31 March 2022</b>	<b>30,553,100</b>	<b>1,340,900</b>	<b>95,100</b>	<b>547,400</b>	<b>524,100</b>	<b>33,060,600</b>
<b>Net Carrying Value :</b>						
<b>As at 31 March 2022</b>	<b>169,400</b>	<b>2,175,000</b>	<b>1,082,700</b>	<b>4,926,400</b>	<b>3,852,200</b>	<b>12,205,700</b>
<i>Previous Year 31 March 2021</i>	<i>658,200</i>	<i>1,844,100</i>	<i>267,600</i>		<i>366,500</i>	<i>3,136,400</i>

**Note No 4 (b): Other Intangible Assets**

Particulars	Computer software
<b>Gross carrying value :</b>	
As at 01 April 2021	82,600
Additions	11,597,000
Deletion	
<b>As at 31 March 2022</b>	<b>11,679,600</b>
As at 01 April 2021	5,300
Depreciation Charge for the year	2,131,900
Deletion	
<b>As at 31 March 2022</b>	<b>2,137,200</b>
<b>Net Carrying Value :</b>	
As at 31 March 2022	9,542,400
Previous Year 31 March 2021	77,300

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Notes to Standalone financial statements for the year ended 31 March 2022

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

**Non Current Assets**

**Note No 5 : Investments**

Particulars	As at 31 March 2022	As at 31 March 2021
Gayadi Fintech Private Limited (Equity Shares of 1,50,000 @ Rs.10/- Each)	1,500,000	-
	<b>1,500,000</b>	<b>-</b>

**Note No 6. Other receivables**

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good</b>		
Outstanding for a period exceeding six months from the date they are due for payment	36,555,200	-
Others	-	-
<b>Total - a</b>	<b>36,555,200</b>	<b>-</b>
<b>Unsecured, considered doubtful debts</b>		
Outstanding for a period exceeding six months from the date	-	-
Others	-	-
Less: Provision for doubtful debts	-	-
<b>Total - b</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>36,555,200</b>	<b>-</b>

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	2-3 years	More than 3 years	
<b>As at March 31, 2022</b>							
(i) Undisputed Trade receivables – considered good		36,555,200	-		-	-	36,555,200
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-		-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-		-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-		-	-	-
	<b>-</b>	<b>36,555,200</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36,555,200</b>

**Note No 7 : Tax Assets**

Particulars	As at 31 March 2022	As at 31 March 2021
MAT Credit	6,507,100	6,507,100
	<b>6,507,100</b>	<b>6,507,100</b>

**Non-current Assets**

**Note No 8 : Other non- current assets**

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good:</b>		
Other Advances		
- To Related Parties	2,634,200	-
- To Others	11,144,900	21,164,900
Security Deposits with Landlords	2,075,000	2,988,700
Interest receivable	-	535,100
	<b>15,854,100</b>	<b>24,688,700</b>

**Note No 9 : Cash and cash equivalents**

Particulars	As at 31 March 2022	As at 31 March 2021
Cash on hand	1,900	801,900
Balance with banks		
- in current accounts	439,300	580,700
Other Bank balances		
Bank deposits with less than 12 months maturity	8,100,000	8,100,000
	<b>8,541,200</b>	<b>9,482,600</b>

**Note No 10 : Other current financial assets**

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good:</b>		
Other loans and advances	3,300,000	577,100
Deposits and Margins with exchanges	12,792,900	22,497,000
Client and exchange receivables	215,900	23,031,100
Employee advance	567,500	515,000
Prepaid expenses	-	1,233,700
TDS receivable	3,942,900	2,291,300
Security deposits	2,000	201,000
Goods and service tax, net	10,321,400	3,839,900
	<b>31,142,600</b>	<b>54,186,100</b>

**Stammede Capital Limited**  
**CIN : L67120TG1995PLC020170**  
**Other Equity**  
**STATEMENT OF CHANGES IN EQUITY**

**Note: 11 (a) - Equity share capital**

Particulars	As at 31 March 2022		As at 31 March 2021	
	No of shares	In Rupees	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>				
At the beginning of the year	229,011,200	229,011,200	229,011,200	229,011,200
Add : Changes in Equity during the year	-	-	-	-
	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>	<b>229,011,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>				
At the beginning of the year	57,252,800	57,252,800	57,252,800	57,252,800
Add : Changes in Equity during the year	-	-	-	-
	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>	<b>57,252,800</b>
<b>Total Equity Share Capital</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>	<b>286,264,000</b>

**Terms & Rights attached to equity share holders**

The company has one class of equity shares having a par value of Rs.1 /- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportion to the number of equity shares held by them.

**Terms & Rights attached to DVR equity share holders**

The company has one class of differential voting right (DVR) equity shares having a par value of Rs.1 /- per share. Each DVR shareholder is eligible for one vote per 1,000 shares held. The dividend proposed by the board of directors is subject to the approval of shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportion to the number of equity shares held by them.

**(i) Equity Shares in the company held by each shareholder holding above 5%.**

Name of the Equity Share Holder	As at 31 March 2022		As at 31 March 2021	
	Number of shares held	% of share holding	Number of shares held	% of share holding
Gayi Adi Holdings Pvt Ltd ( Formerly Gayi Adi Management & Trends Pvt Ltd)	39,000,000	17%	39,000,000	17%
			-	0%
<b>Total Equity Shares</b>	<b>39,000,000</b>	<b>17%</b>	<b>39,000,000</b>	<b>17%</b>

**(ii) DVR Equity Shares in the company held by each shareholder holding above 5%.**

Name of the Equity Share Holder	0		0	
	Number of shares held	% of share holding	Number of shares held	% of share holding
Gayi Adi Holdings Pvt Ltd ( Formerly Gayi Adi Management & Trends Pvt Ltd)	20,055,784	35%	24,400,000	43%
			-	
<b>Total Equity Shares</b>	<b>20,055,784</b>	<b>35%</b>	<b>24,400,000</b>	<b>43%</b>

**Shares held by the Promoters at the end of the year**

<b>Equity Shares</b>				
Name of the Share Holder	Number of Shares Held	% Holding in the class of shares	% change during the year	
<b>As at 31-03-2022</b>				
Venkata Tirupati Rao Jonna	3,781,673	2%	0%	
Meenavalli Usha Rani	-	-	0%	
Meenavalli Venkat Srinivas	-	-		
Gayi Adi Holdings Pvt Ltd ( Formerly Gayi Adi Management & Trends Pvt Ltd)	39,000,000	17%	100%	
<b>Total Shares</b>	<b>42,781,673</b>	<b>19%</b>	<b>100%</b>	

**DVR Equity Shares**

Name of the Share Holder	Number of Shares Held	% Holding in the class of shares	% change during the year	
<b>As at 31-03-2022</b>				
Venkata Tirupati Rao Jonna	99,975	0.17%	0%	
Meenavalli Usha Rani	-	0%		
Meenavalli Venkat Srinivas	-	-	0%	
Gayi Adi Holdings Pvt Ltd ( Formerly Gayi Adi Management & Trends Pvt Ltd)	20,055,784	35.03%	-8%	
<b>Total Shares</b>	<b>20,155,759</b>	<b>35%</b>		

**Note: 11 (b) - Other equity**

Particulars	Reserves & Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance at the Beginning of the reporting period i.e 1 April 2021	-	278,525,100	(544,200,700)	(265,675,600)
Dividends	-	-	-	-
Profit for the period	-	-	(80,797,900)	(80,797,900)
Transfer to Retained Earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
Balance at the end of the reporting period i.e 31 March 2022	-	278,525,100	(624,998,600)	(346,473,500)



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

**Non- Current Liabilities**

**Note No 12 : Borrowings**

Particulars	As at March 2022	31 31 March 2021	As at March 2021
<b>Borrowings</b>			
(i) Secured Loans	-		-
(ii) Unsecured Loans			
- From Related Parties	103,725,200		38,656,400
- From Others	63,429,200		-
	<b>167,154,400</b>		<b>38,656,400</b>

**Current Liabilities**

**Note No 13 : Financial liabilities**

Particulars	As at March 2022	31 31 March 2021	As at March 2021
Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises	-		-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-		3,158,000
	<b>-</b>		<b>3,158,000</b>

\* The Information regarding micro, small and medium enterprises has been identified on the basis of information available with the company. Based on the information available with the company, there are no micro, small and medium enterprises to whom the company has paid any interest or any interest payable on outstanding (under the provisions of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006) during the period ended March 31, 2022.

**(i) Trade Payables ageing schedule**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1	1-2 years	2-3 years	More than 3 years	more than 3 years	
<b>As at 31.03.2022</b>						
a) Micro, Small and medium enterprises	-	-	-	-	-	-
b) Others	-	-	-	-	-	-
c) Disputed dues – MSME	-	-	-	-	-	-
d) Disputed dues – Others	-	-	-	-	-	-
	-	-	-	-	-	-

**Note No 14 : Other current liabilities**

Particulars	As at March 2022	31 31 March 2021	As at March 2021
Employee benefits payable	743,200		253,200
Margin money from customers	-		31,106,300
Other current liabilities	5,092,900		575,200
Provision for expenses	6,710,300		1,179,600
Statutory dues Payable	1,741,900		1,891,700
	<b>14,288,300</b>		<b>35,006,000</b>

**Note No 15 : Provisions**

Particulars	As at March 2022	31 31 March 2021	As at March 2021
Provision for Gratuity	615,100		669,200
	<b>615,100</b>		<b>669,200</b>

**Stampede Capital Limited**  
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**Notes to Standalone financial statements for the year ended 31 March 2022**

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

**Note No 16 : Revenue from Operations**

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Brokerage income	5,159,500	25,409,600
Revenue from Trading	7,771,500	18,300,400
	<b>12,931,000</b>	<b>43,710,000</b>

**Note No 17 : Other income**

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest Income	2,930,100	3,773,500
Other income	151,200	174,400
Income from services	41,885,000	49,977,000
Porfit on sale of software	-	7,435,500
	<b>44,966,300</b>	<b>61,360,400</b>

**Note No 18 : Cost of operations**

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Purchase of Equity shares ( on delivery)	4,896,100	-
Cost of Commodity	-	9,137,800
Trading expenses	13,036,800	21,737,800
Software Maitenance	872,200	1,906,000
Clearing Charges	838,300	693,400
Colocation charges	1,537,400	1,600,100
	<b>21,180,800</b>	<b>35,075,100</b>

**Note No : 19 Employee benefits expense**

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries and allowances	60,352,300	48,162,200
Contribution to fund	1,973,800	359,800
Employee leave encashment	238,600	-
Staff welfare expenses	2,416,300	1,359,500
	<b>64,981,000</b>	<b>49,881,500</b>

**Note No : 20 Finance Cost**

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense	5,920,700	-
	<b>5,920,700</b>	<b>-</b>

**Note No 21 : Other expenses**

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Travelling and conveyance	1,812,600	1,375,700
Legal and professional charges	10,571,500	8,625,700
Promotion expenses	622,200	-
Rent	8,718,600	4,521,900
Rates and Taxes	8,271,300	458,300
Bank charges	220,100	5,100
Auditors' Remuneration:		
- Statutory Audit Fee	100,000	100,000
- Tax Audit Fee	15,000	15,000
- Out of pocket expenses	-	-
Communication expenses	739,600	503,800
Electricity Charges and Maintenance	1,254,600	980,400
Printing and stationery	430,200	493,000
Subscription charges	15,000	-
General Expenses	637,800	3,040,700
Advances written off	-	590,100
Fixed assets written off	-	1,319,200
Bad debts written off	817,700	-
Office Maintenance	4,391,000	1,643,400
Vehicle Maintenance	1,723,600	40,900
Computer, Server and Software Maintenance	1,042,600	59,400
Miscellaneous expenses	529,300	294,100
	<b>41,912,700</b>	<b>24,066,700</b>

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

**Note No 22 : 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 23 : Contingent liability and capital commitments**

**(a) Contingent liability :**

Name of the Statute	Nature of dues	Period to which the amount relates	Amount in lakhs	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	AY 2017-18	49.28	Commissioner of Income Tax, Appeals

**(b) Capital Comotments :**

There were no capital commitments during the year

**Note 24 : Tax Expense**

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

In view of carry forward of losses under tax laws in the current period, the Company is unable to demonstrate virtual certainty as required by the Explanation in Ind AS 12 'Accounting for taxes on income'. Accordingly, no deferred tax asset has been recognized as at the year-end as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**Note : 25 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.

**Note 26 : Auditors Remuneration**

Particulars	As at at 31 March 2022	As at at 31 March 2021
Statutory audit fees	100,000	100,000
Other services	15,000	15,000
Out of pocket expenses	-	-
<b>Total</b>	<b>115,000</b>	<b>115,000</b>

**Note 27 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 28 : Related Party Disclosures**

i) Wholly Owned Subsidiaries

: Gayiadi Fintech Private Limited

ii) Entities in which directors are interested

1. Gayi Adi Holdings Pvt Ltd (Formerly Gayi Adi Management & Trends Pvt Ltd)
2. Haseenarao Apparel Priave Limited (Formerly Haseenarao Apparel (OPC) Pvt Ltd)
3. Gayiadi Fintech Private Limited
4. JVTR Consultants Private Limited (Formerly JVTR Consultants (OPC) Pvt Ltd )
5. G.A. Capital Management Pvt Ltd (Formerly Gayi Adi Hatcheries Pvt Ltd)
6. Gayi Adi Enterprises Limited
7. GSV Securites Pvt Ltd

iii) Key Managerial Personnel

1. Mr. Jonna Venkata Tirupati Rao, Managing Director
2. Mr. Naveen Parashar, Executive Director
3. Mr. Srinivas Maya, Whole Time Director
4. Mr. R.S.N.S.V.J.PRASAD, Chief Financial Officer
5. Mr. Abhishek Jain, Company Secretary

iv) Persons having Substantial Interest in Voting Power

1. Gayi Adi Holdings Pvt Ltd (Formerly Gayi Adi Management & Trends Pvt Ltd)
2. Mr. Jonna Venkata Tirupati Rao

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

Name of the personnel	Relationship
1. Mr. Anil Thakur, Chairman and Independent Director	Chairman and Independent Director
2. Mr. Parameshwar Botla, Independent Director	Independent Director
3. Mrs. Shaik Haseena, Non-Executive Director	Non-Executive Director

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

Name of the Related party	Nature of the Transactions	2021-22		2020-21		
		Amount	Balance outstanding as on	Amount	Balance outstanding as on 31 March 2021	
Gayi Adi Holdings Private Limited (formerly Gayi Adi Management & Trends Pvt Ltd)	Closing Balances		52,346,800		35,606,400	
	Opening Balance	35,606,400		1,019,000		
	Unsecured loan received	58,251,700		86,762,100		
	Unsecured loan returned	(45,347,000)		(9,850,000)		
	Interest charged	3,098,700		-		
	Other charges	737,000		-		
	JVTR Consulting OPC Pvt Ltd- debt assigned/adjusted	-		(17,324,700)		
	Closing Balances		-			
	Agri Tech Limited - debt assigned/adjusted	-		(25,000,000)		
	<b>Transactions</b>					
	Service income Billed	-		49,953,268		
	Amount received against bill	-		49,953,268		
	Outstanding amount	-		Nil		
	<b>Client Transactions</b>					
	Opening Balance	5,000		-		
	Margin money received	5,400,000		42,050,000		
	Margin money returned	(6,257,100)		(98,158,100)		
Purchase of shares	-		(80,710,400)			
Sale of shares	852,700		136,803,600			
Brokerage earned	(600)		19,900			
Closing balance		-	-	5,000		
Gayadi Fintech Private Limited	Opening Balance	-				
	Investment in Equity	1,500,000				
	Unsecured loan received	23,000,000				
	Unsecured loan returned	(24,700,000)				
	Other charges	(386,900)				
Closing Balance (Debit)	-	(586,900)				
JVTR Consultants Private Limited	Service Income Billed	42,555,200		17,547,700		
	Amount Received against Bill	6,000,000				
	Closing Balance (Debit)		36,555,200			
G.A. Capital Management Pvt Ltd (Formerly Gayi Adi Hatcheries Pvt Ltd)	Opening Balance	3,050,000		-		
	Unsecured loan received	106,611,100		3,850,000		
	Unsecured loan returned	(56,412,200)		(800,000)		
	Interest Charge	661,600				
	Other transaction, net	(2,532,000)				
	Closing balance		51,378,500		3,050,000	
	<b>Client Transactions</b>					
	Opening Balance	4,221,900		-		
	Margin money received	500,000		40,630,000		
	Margin money returned	(3,237,000)		(92,759,200)		
Purchase of shares	(17,303,300)		(16,289,900)			
Sale of shares	15,859,000		72,725,000			
Brokerage earned	(40,600)		(84,100)			
Closing balance	-			4,221,800		
Gayi Adi Enterprises Limited	Opening Balance	-				
	Unsecured loan received	214,000				
	Unsecured loan returned	(567,700)				
	Interest Charge					
	Other transaction, net	(189,000)				
	Closing balance (Debit)		(542,700)			
	<b>Client Transactions</b>					
	Opening Balance	(1,200)				
	Margin money received	500,000				
	Margin money returned	(133,600)				
	Purchase of shares	(2,314,300)				
	Sale of shares	1,956,800				
	Demat charges	(7,700)		1,200		
Closing balance		-		1,100		

Haseenrao Apparels (OPC) Pvt Ltd	Opening Balance	-			
	Unsecured loan received	11,477,400			
	Unsecured loan returned	-12,500,000			
	Closing balance (Debit)		-1,022,600		
	<b>Client Transactions</b>				
	Opening Balance	8,687,700			-
	Margin money received	15,520,000			22,000,000
	Margin money returned	-15,507,100			-51,746,400
	Brokerage earned	-300,000			16,400
	Purchase of shares	-118,338,600			
Sale of Stock	109,938,000			38,417,800	
Closing balance			-	8,687,800	
GSV Securities Private Limited	Closing Balance				-
	Opening Balance	-			
	Brokerage Income	866,000	-		4,624,800
	Amount Received (net)	-866,000	-		-4,624,800
	Opening Balance	-			
	Unsecured loan received	14,637,400			
	Unsecured loan returned	-14,637,400			
	Other transactions , net	-482,000			
	Closing balance (Debit)		-482,000		
	Jonna Venkata Tirupati Rao	Managerial Remuneration	7,500,000	-	
Professional Consultancy		-	-		3,000,000
Naveen Parashar	Managerial Remuneration	4,200,000	-		-
	Professional Consultancy	-	-		3,422,000
Srinivas Maya	Managerial Remuneration	2,400,000	-		1,400,000
R.S.N.S.V.J.Prasad	Salary	2,400,000	-		1,612,900
Abhishek Jain	Salary	721,000	-		431,300
Mrs. Shaik Haseena	Salary	600,000	-		-

**Note 29 Earnings Per Share**

Particulars	As at	
	31 March 2022	31 March 2021
Profit / Loss after tax	(80,797,900)	(9,972,000)
Profit/Loss after tax (excluding extraordinary items)	(80,797,900)	(9,972,000)
Weighted average number of Equity shares outstanding during the year - No.	286,264,000	286,264,000
Nominal value of Equity share	1	1
Earnings per share	(0.282)	(0.035)
Earnings per share (excluding extraordinary items)	(0.282)	(0.035)

**Note 30**

There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2022.

**Note 31**

Due to lockdown on account of COVID - 19, although the capital market was impacted and volatility has increased in the stock market, Stampede Capital Limited, being a SEBI registered intermediary and considered among essential services, continued to operate during the lockdown in India and there was no major impact on our business as the capital markets remained open and functioned normally.

**Note 32 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 Gorantla & Co.,**

**Chartered Accountants**

Firm's Registration No. 016943S

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

**Sri Ranga Gorantla**

Proprietor

Membership No: 222450

UDIN : 22222450AJQSPB4286

**Jonna Venkata Tirupati Rao**

Managing Director

DIN: 07125471

**Srinivas Maya**

Executive Director

DIN: 08679514

**R.S.N.S.V.J.PRASAD**

Chief Financial Officer

**Abhishek Jain**

Company Secretary

ACS: 62027

Place : Hyderabad

Date : 26.05.2022

Place : Hyderabad

Date : 26.05.2022

**Stampede Capital Limited**  
**CIN : L67120TG1995PLC020170**

Particulars	Unit of Measurement	March 31, 2022	March 31, 2021	Variation in %	Formulae
Current Ratio	In multiple	2.66	15.03	(82.28)	Current Assets / (Total Current Liabilities – Security Deposits payable on Demand – Current maturities of Long Term Debt)
Debt-Equity Ratio	In multiple	-2.78	1.88	(247.86)	Debt-Equity Ratio = Total Debt / Total Equity
Debt Service Coverage Ratio	In multiple	-	-	-	Debt Service Coverage Ratio = (EBITDA – Current Tax) / (Principal Repayment + Gross Interest on term loans)
Return on Equity Ratio	In %	407.85	-48.43	(942.07)	Return on Equity Ratio = Total Comprehensive Income / Average Total Equity
Inventory Turnover Ratio	In Days	-	-	-	
Trade receivables Turnover	In Days	515.92	-	-	Trade receivables Turnover Ratio (Average Receivables days) = 365 / (Net Revenue / Average Trade receivables)
Trade payables Turnover Ratio	In Days	44.57	26.37	69.01	Trade Payables Turnover Ratio (Average Payable days) = 365 / (Net Revenue / Average Trade payables)
Net Working Capital Turnover Ratio	In %	471.35	-26.37	-1,887.38	Net Capital Turnover Ratio = (Inventory Turnover Ratio + Trade receivables turnover ratio – Trade payables turnover ratio)
Net Profit Ratio	In %	-624.84	-22.81	2,638.84	Net Profit Ratio = Net Profit / Net Revenue
Return on Capital Employed	In %	-90.11	-33.66	167.68	Return on Capital employed = (Total Comprehensive Income + Interest) / (Average of (Equity + Total Debt))
Return on Investment (Assets)	In %	-73.48	-10.17	622.67	Return on Investment (Assets) = Total Comprehensive Income / Average Total Assets

**DATA**

Particulars	2021-22	2020-21
Current Assets	39,683,800	63,668,700
Current liabilities	14,903,400	4,236,600
Current year Maturities	-	-
Security Deposits payable on Demand	-	-
Long term liabilities- Total Debt	167,154,400	38,656,400
Total Equity	-60,209,500	20,588,500
EBIDTA	-70,177,200	-3,952,900
Interest on Unsecured loans	5,920,700	-
Interest on Loans	-	-
Current tax	-	-
Net profit	-80,797,900	-9,972,000
Principal Repayment+Interest on term loans	-	-
Inventory	-	-
Debtors	36,555,200	-
Creditors	-	3,158,000
Net Revenue from Operations	12,931,000	43,710,000
Total Assets	121,848,300	98,078,200

## **INDEPENDENT AUDITOR’S REPORT**

**To the Members of**

**Stampede Capital Limited**

**Report on the Consolidated financial statements**

### **Opinion**

We have audited the accompanying consolidated financial statements of **Stampede Capital Limited** (“the Holding Company”) and its subsidiary (the Holding Company and its subsidiaries together referred to as the “Group”) which comprise the Consolidated Balance Sheet as at March 31, 2022 and the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the “consolidated financial statements”).

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 Companies Act, 2013 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, 2022, its Loss and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (“SA”s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Information Other than the Standalone financial statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and



Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management and Those Charged with Governance for the Consolidated financial statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could

reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## 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 purposes 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 including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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 Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Company as on March 31, 2022 taken on record by the Board of Directors of the Company and the reports 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, 2022 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 and the operating effectiveness of such controls, refer to our separate Report in “Annexure A” which is based on the auditors’ reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
  - g) In our opinion, the managerial remuneration for the year ended 31 March 2022 has been paid / provided by the Company to its Directors in accordance with the provisions of Sec 197 read with Schedule V of the Act.
  - h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
    - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts .

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. and
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared any dividend during the period of Audit .

For **Gorantla & Co**  
Chartered Accountants  
Firm’s Registration No.: 016943S

**Sriranga Gorantla**  
Partner  
Membership No.: 222450  
UDIN – 22222450AJQSWZ1664

Place: Hyderabad  
Date: 26-05-2022

**Annexure ‘A’ to the Independent Auditor’s Report of Stampede Capital Limited for the Year ended as on 31<sup>st</sup> March 2022**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Stampede Capital Limited of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of Stampede Capital Limited (hereinafter referred to as the “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

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

The respective Boards of Directors of the 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 respective Companies 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 (the “ICAI”). 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 the respective 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 Act.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, 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”) issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2022, based on the criteria for internal financial

control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Gorantla & Co**  
Chartered Accountants  
Firm's Registration No.: 016943S

**Sriranga Gorantla**  
Partner  
Membership No.: 222450  
UDIN – 22222450AJQSWZ1664

Place: Hyderabad  
Date: 26-05-2022

**Stampede Capital Limited**  
**CIN : L67120TG1995PLC020170**  
**Consolidated Balance sheet as at 31 March 2022**

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

Particulars	Schedules	As at 31 March 2022
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
(a) Property, plant and equipment	4(a)	12,205,700
(b) Intangible assets	4(b)	9,542,400
(c) Assets under development		-
(d) Financial asset		
(i) Other Receivables	5	36,555,200
(ii) Tax assets	6	6,507,100
(e) Other non-current assets		
(e) Other non-current assets	7	18,267,200
<b>Total Non-Current Assets</b>		<b>83,077,600</b>
<b>Current Assets</b>		
(a) Financial Assets		
(i) Cash and cash equivalents	8	8,564,100
(ii) Trade receivables	9	166,800
(ii) Other current financial assets	10	30,907,400
<b>Total Current Assets</b>		<b>39,638,300</b>
<b>Total Assets</b>		<b>122,715,900</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
(a) Equity share capital	11 (a)	286,264,000
(b) Other Equity	11 (b)	(346,063,600)
<b>Total Equity</b>		<b>(59,799,600)</b>
<b>Liabilities</b>		
<b>Non-Current Liabilities</b>		
Financial Liabilities		
Borrowings	12	167,429,400
<b>Total Non-current Liabilities</b>		<b>167,429,400</b>
<b>Current Liabilities</b>		
(a) Financial liabilities		
(I) Trade Payables	13	-
(b) Other current liabilities	14	14,325,200
(c) Provisions	15	760,900
<b>Total Current Liabilities</b>		<b>15,086,100</b>
<b>Total Liabilities</b>		<b>182,515,500</b>
<b>Total Equity and Liabilities</b>		<b>122,715,900</b>
<b>Notes forming part of the financial statements</b>	1 to 32	

As per our report attached  
**For Gorantla & Co.,**  
**Chartered Accountants**  
Firm's Registration No. 012026S

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

**Sri Ranga Gorantla**  
Partner  
Membership No: 222450  
UDIN: 22222450AJQSWZ1664

**Jonna Venkata Tirupati Rao**  
Managing Director  
DIN: 07125471

**Srinivas Maya**  
Executive Director  
DIN: 08679514

**R.S.N.S.V.J.Prasad**  
Chief Financial Officer

**Abhishek Jain**  
Company Secretary  
ACS: 62027

Place: Hyderabad  
Date: 26.05.2022

Place: Hyderabad  
Date : 26.05.2022



**Stampede Capital Limited**  
**CIN : L67120TG1995PLC020170**

**Consolidated Statement of Profit and Loss for the year ended 31 March 2022**

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

Particulars	Schedule	For the year ended 31 March 2022
<b>Revenue</b>		
Revenue from operations	16	21,131,000
Other income	17	44,966,300
<b>Total Revenue</b>		<b>66,097,300</b>
<b>Expenses</b>		
Cost of operations	18	27,066,400
Employee benefits expense	19	66,599,000
Finance cost	20	5,920,700
Depreciation and amortisation expense	4(a) & 4(b)	4,700,000
Other expenses	21	42,053,400
<b>Total Expenses</b>		<b>146,339,500</b>
<b>Profit before extraordinary items and tax</b>		<b>(80,242,200)</b>
Provision for diminution in the value of investment in associate		-
Provision for diminution in the value of investment in wholly owned subsidiary		-
Provision for diminution in the value of investments		-
<b>Profit before tax</b>		<b>(80,242,200)</b>
<b>Tax expense:</b>		
- Current tax		145,800
- MAT credit		-
- Deferred tax charge/(credit)		-
<b>Profit for the period</b>		<b>(80,388,000)</b>
<b>Other Comprehensive Income</b>		
(A) Items that will not be reclassified to profit or loss		-
(B) Items that may be reclassified to profit or loss		-
<b>Total other comprehensive income ((A) + (B))</b>		<b>-</b>
<b>Total comprehensive income for the period</b>		<b>(80,388,000)</b>
<b>Earnings per equity share</b>		
Basic / Diluted	25	(0.281)
<b>Number of shares used in computing earnings per share</b>		
Basic /Diluted		286,264,000
<b>Notes forming part of the financial statements</b>	1 to 32	

As per our report attached  
**For Gorantla & Co.,**  
**Chartered Accountants**  
Firm's Registration No. 012026S

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

**Sri Ranga Gorantla**  
Partner  
Membership No: 222450  
UDIN: 2222450AJQSWZ1664

**Jonna Venkata Tirupati Rao**  
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Chief Financial Officer

**Abhishek Jain**  
Company Secretary  
ACS: 62027

Place: Hyderabad  
Date: 26.05.2022

Place: Hyderabad  
Date : 26.05.2022

**Stampede Capital Limited**  
**CIN : L67120TG1995PLC020170**  
**Consolidated Cash Flow Statement for the year ended 31 March 2022**

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

Particulars	Schedule	For Year ended		For Year ended	
		31 March 2022		31 March 2021	
<b>A. Cash flow from / (used in) Operating Activities:</b>					
Net Profit/(Loss) before tax			(80,242,200)		(9,972,000)
<u>Adjustments for:</u>					
Depreciation		4,700,000		6,019,100	
Fixed Assets written off		-		1,319,200	
Profit on sale of fixed assets		-		(7,435,500)	
Interest expenses		5,920,700		-	
Interest earned		(2,626,100)		(3,947,900)	
Advances written off		-		590,100	
Gratuity		-		669,200	
Provision for investment		-	7,994,600	-	(2,785,800)
<b>Operating loss before working capital changes</b>			<b>(72,247,600)</b>		<b>(12,757,800)</b>
<b>Adjustments for working capital changes:</b>					
Increase / (Decrease) in Other Non-Current Assets		(32,607,400)		(13,495,100)	
Increase / (Decrease) in Other Current Assets		25,752,300		(27,601,700)	
(Increase) / Decrease in trade receivables		(166,800)		-	
(Increase) / Decrease in trade payables		(3,157,900)		(10,026,800)	
(Increase) / Decrease in Other Current Liabilities		(20,589,200)	(30,769,000)	33,340,300	(17,783,300)
Cash generated from / (used in) Operations			(103,016,600)		(30,541,100)
Less: Direct taxes paid			(145,800.00)		-
<b>Net Cash flow from / (used in) Operating Activities (A)</b>			<b>(103,162,400)</b>		<b>(30,541,100)</b>
<b>B. Cash flow from/ (used in) Investing Activities:</b>					
Purchase of fixed assets			(23,234,500)		(12,305,100)
Sale of Intangibles			-		14,870,800
Investment in subsidiary			-		-
Interest received			2,626,100		3,947,900
<b>Net Cash flow from / (used in) Investing Activities (B)</b>			<b>(20,608,400)</b>		<b>6,513,600</b>
<b>C. Cash flow from (used in) Financing Activities:</b>					
Proceeds from borrowings			128,773,000		25,537,600
Interest expenses			(5,920,700)		-
<b>Net Cash flow from / (used in) Financing Activities (C)</b>			<b>122,852,300</b>		<b>25,537,600</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>			<b>(918,500)</b>		<b>1,510,100</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	6		<b>9,482,600</b>		<b>7,972,500</b>
<b>Cash and Cash Equivalents at the end of the year</b>	6		<b>8,564,100</b>		<b>9,482,600</b>
<b>D Notes forming part of the financial statements</b>	1 to 28				

As per our report attached  
**For Gorantla And Associates**  
**Chartered Accountants**  
Firm's registration no. 016943S

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

**Sri Ranga Gorantla**  
Partner  
Membership No: 222450  
UDIN: 2222450AJQSWZ1664

**Jonna Venkata Tirupati Rao**  
**Managing Director**  
DIN: 07125471

**Srinivas Maya**  
**Executive Director**  
DIN: 08679514

**R.S.N.S.V.J.Prasad**  
Chief Financial Officer

**Abhishek Jain**  
**Company Secretary**  
ACS: 62027

Place: Hyderabad  
Date: 26.05.2022

Place: Hyderabad  
Date : 26.05.2022

**Stampede Capital Limited**  
CIN : L67120TG1995PLC020170  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

For the year ended 31 March 2022

**(A) Equity Share Capital**

Particulars	As at 31 March 2022	
	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>		
At the beginning of the year	229,011,200	229,011,200
Add : Changes in Equity during the year	-	-
	<b>229,011,200</b>	<b>229,011,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>		
At the beginning of the year	57,252,800	57,252,800
Add : Changes in Equity during the year	-	-
	<b>57,252,800</b>	<b>57,252,800</b>
<b>Total Equity Share Capital</b>	<b>286,264,000</b>	<b>286,264,000</b>

**(B) Other Equity**

Particulars	Reserves & Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance at the Beginning of the reporting period i.e 1 April 2021	-	278,525,100	(544,200,700)	<b>(265,675,600)</b>
Dividends	-	-	-	-
Profit for the period	-	-	(80,388,000)	<b>(80,388,000)</b>
Transfer to Retained Earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>Balance at the end of the reporting period i.e 31 March 2022</b>	<b>-</b>	<b>278,525,100</b>	<b>(624,588,700)</b>	<b>(346,063,600)</b>

See accompanying notes forming part of standalone financial statements

As per our report attached  
**For Gorantla & Co.,**  
Chartered Accountants  
Firm's Registration No. 012026S

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

**Sri Ranga Gorantla**  
Partner  
Membership No: 222450  
**UDIN: 22222450AJQSWZ1664**

**Jonna Venkata Tirupati Rao**  
Managing Director  
DIN: 07125471

**Srinivas Maya**  
Executive Director  
DIN: 08679514

**R.S.N.S.V.J.Prasad**  
Chief Financial Officer

**Abhishek Jain**  
Company Secretary  
ACS: 62027

Place: Hyderabad  
Date: 26.05.2022

Place: Hyderabad  
Date: 26.05.2022

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to consolidated financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**Significant Accounting Policies****1) Company Overview**

Stampede Capital Limited is a public company incorporated and domiciled in India and incorporated in accordance with the provisions of the erstwhile Companies Act, 1956. The companies registrar office at Door No.1-11-254 & 1-11-255, 10<sup>th</sup> Floor, Kura Towers, S.P.Road, Begumpet, Hyderabad 500016, Telangana. Its shares are listed on two recognized stock exchanges of India, The National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

Stampede Capital Limited is engaged in the business of Equity and Currency broking and trading activities. The Company is registered as a “Stock Broker” with the Securities and Exchange Board of India (“SEBI”). The company is having Equity Trading and Clearing membership and F&O Trading Membership with National Stock Exchange of India (“NSE”), BSE Ltd and also having Trading Membership with, and MSE Metropolitan Stock Exchange of India Ltd (“MSEI”). Stampede Capital Limited is registered Portfolio Manager with SEBI vide registration Code for the Portfolio Manager is PM/INP000006864.

During the year, the Company has filed the application to surrender the broking license with respective exchanges and continuing the business of distribution of financial products .

During the financial year, the Company incorporated a wholly owned subsidiary, Gayiadi Fintech Private Limited, which is engaged in the business of fintech related software and technology development services.

**2) Basis of Preparation of Financial Statements****2.1) Statement of compliance**

The financial statements are prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read along with Companies (Indian Accounting Standards) Rules, as amended and other relevant provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

**2.2) Use of Estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets,

provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

### **2.3) Basis of measurement**

The financial statements have been prepared on the historical cost basis except certain financial assets and liabilities that are measured at fair value or amortised cost.

### **2.4) Functional currency**

The financial statements are presented in Indian Rupees, which is the functional currency of the Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates. All amounts are in Indian Rupees INR except share data, unless otherwise stated.

### **2.5) Operating cycle**

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

#### ***Assets***

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

- It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- 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:

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- 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.

## **2.6) Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

### ***Provision and contingent liability***

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

### ***Useful lives of depreciable assets***

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2022 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

## **2.7) Property , Plant and Equipment and Intangible assets**

### **Tangible asset and capital work-in-progress**

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

### **Intangible asset**

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

**Stampede Capital Limited**

**CIN : L67120TG1995PLC020170**

**Notes to consolidated financial statements for the year ended 31 March 2022**

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

**Depreciation and Amortization**

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

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

**2.8) Investments**

The company continued to account for investments as under Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non current investments. Non current Investments are carried at cost less diminution in value other than temporary diminution determined separately for each individual

Investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

**Investment in subsidiaries**

Investment in subsidiaries is carried at cost, less any impairment in the value of investment, in these separate financial statements.

**2.9) Measurement of fair values**

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
  - level 2: inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
  - level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).
- when measuring the fair value of an asset or a liability, the company uses observable market data as far as

possible. if the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. the company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### **3) Significant Accounting Policies**

#### **3.1) Revenue Recognition**

- i) Revenue from broking activities is accounted on the trade date of transaction.
- ii) Trading of securities and currency are accounted on the trade date of transaction.
- iii) Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### **3.2) Taxation**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

##### **Current tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

##### **Deferred tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available



**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to consolidated financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)

against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

**3.3) Earnings Per Share**

The Company presents basic and diluted earnings per share (“EPS”) data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share..

**3.4) Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Assets held under leases that do not transfer substantially all the risks and reward of ownership are not recognized in the balance sheet. Lease payments under operating lease are generally recognized as an expense in the statement of profit and loss on a straight-line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor’s expected inflationary cost increases. Further, at the inception of above arrangement, the Company determines whether the above arrangement is or contains a lease. At inception or on reassessment of an arrangement that contains a lease, the Company separates a payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Company concludes for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company’s incremental borrowing rate. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

**3.5) Foreign currencies**

In preparing the financial statements of the Company, transactions in currencies other than the company’s functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to consolidated financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**3.6) Property, plant and equipment**

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

**Subsequent costs**

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

**3.7) Depreciation**

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a Straight-line basis (SLM) basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

**3.8) Intangible assets**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

**Amortisation**

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to consolidated financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)

industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Computer software is amortised on straight line basis over a period of Three years.

**3.9) Cash and Cash equivalents**

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

**3.10) Cash flow statement**

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

**3.11) Employee benefits****Short-term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Defined contribution plans**

The Company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

**Defined benefit plans**

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements.

Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to consolidated financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**Termination benefits**

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

**Other long-term employee benefits**

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

**Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

**Contingent Liabilities & Contingent Assets**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**Financial instruments****a. Recognition and Initial recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs

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that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

**b. Classification and Subsequent measurement****Financial assets**

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL.

On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**Financial assets: Business model assessment**

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

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Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

**Financial assets:** Assessment whether contractual cash flows are solely payments of principal and interest For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of

Financial assets: Subsequent measurement and gains and losses Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

**Financial liabilities:** Classification, Subsequent measurement and gains and losses Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

**c. Derecognition**

**Stampede Capital Limited****CIN : L67120TG1995PLC020170****Notes to consolidated financial statements for the year ended 31 March 2022**(All amounts in Indian rupees, except share data and where otherwise stated)**Financial assets**

The Company recognized a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which

substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognize on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not recognized.

**Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified

terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit.

**d. Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**e. Impairment**

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

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Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

**Measurement of expected credit losses**

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

**Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Impact of COVID-19 Key accounting judgments, estimates and assumptions.

Due to lockdown on account of COVID - 19, although the capital market was impacted and volatility has increased in the stock market, Stampede Capital Limited, being a SEBI registered intermediary and considered among essential services, continued to operate during the lockdown in India and there was no major impact on our business as the capital markets remained open and functioned normally.



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**Notes to consolidated financial statements for the year ended 31 March 2022**

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

**Note No : 4 (a) Property, Plant and Equipment**

Particulars	Servers	Computer	Furniture and fixtures	Interiors	Office Equipment	TOTAL
<b>Gross carrying value :</b>						
As at 01 April 2021	30,712,800	2,232,700	277,900	-	405,500	33,628,900
Additions	9,700	1,283,200	899,900	5,473,800	3,970,800	11,637,400
Deletions			-		-	-
<b>As at 31 March 2022</b>	<b>30,722,500</b>	<b>3,515,900</b>	<b>1,177,800</b>	<b>5,473,800</b>	<b>4,376,300</b>	<b>45,266,300</b>
<b>Deductions:</b>						
Deductions:	-	-	-	-	-	-
<b>Accumulated Depreciation :</b>						
As at 01 April 2021	30,054,600	388,600	10,300	-	39,000	30,492,500
Depreciation Charge for the year	498,500	952,300	84,800	547,400	485,100	2,568,100
Deletions						-
<b>As at 31 March 2022</b>	<b>30,553,100</b>	<b>1,340,900</b>	<b>95,100</b>	<b>547,400</b>	<b>524,100</b>	<b>33,060,600</b>
<b>Net Carrying Value :</b>						
<b>As at 31 March 2022</b>	<b>169,400</b>	<b>2,175,000</b>	<b>1,082,700</b>	<b>4,926,400</b>	<b>3,852,200</b>	<b>12,205,700</b>
<i>Previous Year 31 March 2021</i>	<i>658,200</i>	<i>1,844,100</i>	<i>267,600</i>	<i>-</i>	<i>366,500</i>	<i>3,136,400</i>

**Note No 4 (b): Other Intangible Assets**

Particulars	Computer software
<b>Gross carrying value :</b>	
As at 01 April 2021	82,600
Additions	11,597,000
Deletion	
<b>As at 31 March 2022</b>	<b>11,679,600</b>
As at 01 April 2021	5,300
Depreciation Charge for the year	2,131,900
Deletion	
<b>As at 31 March 2022</b>	<b>2,137,200</b>
<b>Net Carrying Value :</b>	
<b>As at 31 March 2022</b>	<b>9,542,400</b>
<i>Previous Year 31 March 2021</i>	<i>77,300</i>

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**Non Current Assets**

**Note No 5: Other receivables**

Particulars	As at 31 March 2022
<b>Unsecured, considered good</b>	
Outstanding for a period exceeding six months from the date they are due for payment	36,555,200
Others	-
<b>Total - a</b>	<b>36,555,200</b>
<b>Unsecured, considered doubtful debts</b>	
Outstanding for a period exceeding six months from the date	-
Others	-
Less: Provision for doubtful debts	-
<b>Total - b</b>	<b>-</b>
<b>Total</b>	<b>36,555,200</b>

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	2-3 years	More than 3 years	
<b>As at March 31, 2022</b>							
(i) Undisputed Trade receivables – considered good	-	36,555,200	-			-	36,555,200
Receivables – considered doubtful	-	-	-			-	-
(iii) Disputed Trade Receivables considered good	-	-	-			-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-			-	-
	-	36,555,200	-	-	-	-	36,555,200

**Note No 6 : Tax Assets**

Particulars	As at 31 March 2022
MAT Credit	6,507,100
	<b>6,507,100</b>

**Non-current Assets**

**Note No 7 : Other non- current assets**

Particulars	As at 31 March 2022
<b>Unsecured, considered good:</b>	
Other Advances	
- To Related Parties	1,565,300
- To Other	14,626,900
Security Deposits with Landlords	2,075,000
Interest receivable	-
	<b>18,267,200</b>

**Note No 8 : Cash and cash equivalents**

Particulars	As at 31 March 2022
Cash on hand	1,900
Balance with banks	
- in current accounts	462,200
Other Bank balances	
Bank deposits with less than 12 months maturity	8,100,000
	<b>8,564,100</b>

**Note No 9. Trade receivables**

Particulars	As at 31 March 2022
<b>Unsecured, considered good</b>	
Outstanding for a period exceeding six	-
Others	166,800
<b>Total - a</b>	<b>166,800</b>
<b>Unsecured, considered doubtful debts</b>	
Outstanding for a period exceeding six months from the date	-
Others	-
	-
Less: Provision for doubtful debts	-
<b>Total - b</b>	<b>-</b>
<b>Total</b>	<b>166,800</b>

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	2-3 years	More than 3 years	
As at March 31, 2022							
(i) Undisputed Trade receivables – considered good	166,800	-	-			-	166,800
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-			-	-
(iii) Disputed Trade Receivables considered good	-	-	-			-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-			-	-
	<b>166,800</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>166,800</b>

**Note No 10 : Other current financial assets**

Particulars	As at 31 March 2022
<b>Unsecured, considered good:</b>	
Other loans and advances	3,300,000
Deposits and Margins with exchanges	12,792,900
Client and exchange receivables	216,200
Employee advance	567,500
Prepaid expneses	-
TDS receivable	4,112,800
Security deposits	2,000
Goods and service tax, net	9,916,000
	<b>30,907,400</b>

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**STATEMENT OF CHANGES IN EQUITY**

**Other Equity**

**STATEMENT OF CHANGES IN EQUITY**

**Note: 11 (a) - Equity share capital**

Particulars	As at 31 March 2022	
	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>		
At the beginning of the year	229,011,200	229,011,200
Add : Changes in Equity during the year	-	-
	<b>229,011,200</b>	<b>229,011,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>		
At the beginning of the year	57,252,800	57,252,800
Add : Changes in Equity during the year	-	-
	<b>57,252,800</b>	<b>57,252,800</b>
<b>Total Equity Share Capital</b>	<b>286,264,000</b>	<b>286,264,000</b>

**Terms & Rights attached to equity share holders**

The company has one class of equity shares having a par value of Rs.1 /- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportion to the number of equity shares held by them.

**Terms & Rights attached to DVR equity share holders**

The company has one class of differential voting right (DVR) equity shares having a par value of Rs.1 /- per share. Each DVR shareholder is eligible for one vote per 1,000 shares held. The dividend proposed by the board of directors is subject to the approval of shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportion to the number of equity shares held by them.

**(i) Equity Shares in the company held by each shareholder holding above 5%.**

Name of the Equity Share Holder	As at 31 March 2022	
	Number of shares held	% of share holding
Gayi Adi Holdings Pvt Ltd ( Formerly Gayi Adi Management & Trends Pvt Ltd)	39,000,000	17%
<b>Total Equity Shares</b>	<b>39,000,000</b>	<b>17%</b>

**(ii) DVR Equity Shares in the company held by each shareholder holding above 5%.**

Name of the Equity Share Holder	As at 31 March 2022	
	Number of shares held	% of share holding
Gayi Adi Holdings Pvt Ltd ( Formerly Gayi Adi Management & Trends Pvt Ltd)	20,055,784	35%
<b>Total Equity Shares</b>	<b>20,055,784</b>	<b>35%</b>

**Shares held by the Promoters at the end of the year**

Equity Shares				
Name of the Share Holder	Number of Shares Held	% Holding in the class of shares	% change during the year	
<b>As at 31-03-2022</b>				
Venkata Tirupati Rao Jonna	3,781,673	2%	0%	
Meenavalli Usha Rani	-	-	0%	
Meenavalli Venkat Srinivas	-	-	-	
Gayi Adi Holdings Pvt Ltd ( Formerly Gayi Adi Management & Trends Pvt L	39,000,000	17%	0%	
<b>Total Shares</b>	<b>42,781,673</b>	<b>19%</b>		

**DVR Equity Shares**

Name of the Share Holder	Number of Shares Held	% Holding in the class of shares	% change during the year	
<b>As at 31-03-2022</b>				
Venkata Tirupati Rao Jonna	99,975	0.17%	0%	
Meenavalli Usha Rani	-	0%	-	
Meenavalli Venkat Srinivas	-	-	-	
Gayi Adi Holdings Pvt Ltd ( Formerly Gayi Adi Management & Trends Pvt L	20,055,784	35.03%	-8%	
<b>Total Shares</b>	<b>20,155,759</b>	<b>35%</b>	<b>-0</b>	

**Note: 11 (b) - Other equity**

Particulars	Reserves & Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
Balance at the Beginning of the reporting period i.e 1 April 2021	-	278,525,100	(544,200,700)	(265,675,600)
Dividends	-	-	-	-
Profit for the period	-	-	(80,388,000)	(80,388,000)
Transfer to Retained Earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
Balance at the end of the reporting period i.e 31 March 2022	-	278,525,100	(624,588,700)	(346,063,600)

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**Notes to consolidated financial statements for the year ended 31 March 2022**

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

**Non- Current Liabilities**

**Note No 12 : Borrowings**

Particulars	As at 31 March 2022
<b>Borrowings</b>	
(i) Secured Loans	-
(ii) Unsecured Loans	
- From Related Party	104,000,200
- From Others	63,429,200
	<b>167,429,400</b>

**Current Liabilities**

**Note No 13 : Financial liabilities**

Particulars	As at 31 March 2022
Trade payables	
(i) total outstanding dues of micro enterprises and small enterprises	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-
	-

\* The Information regarding micro, small and medium enterprises has been identified on the basis of information available with the company.

**(i) Trade Payables ageing schedule**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	more than 3 years	
<b>As at 31.03.2022</b>						
a) Micro, Small and medium enterprises	-	-	-	-	-	-
b) Others	-	-	-	-	-	-
c) Disputed dues – MSME	-	-	-	-	-	-
d) Disputed dues – Others	-	-	-	-	-	-
	-	-	-	-	-	-

**Note No 14 : Other current liabilities**

Particulars	As at 31 March 2022
Employee benefits payable	751,600
Margin money from customers	-
Other current liabilities	5,092,900
Provision for expenses	6,720,300
Statutory dues Payable	1,760,400
	<b>14,325,200</b>

**Note No 15 : Provisions**

Particulars	As at 31 March 2022
Provision for Gratuity	615,100
Provision for Income tax	145,800
	<b>760,900</b>

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**Notes to consolidated financial statements for the year ended 31 March 2022**

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

**Note No 16 : Revenue from Operations**

<b>Particulars</b>	<b>For the year ended 31 March 2022</b>
Brokerage income	5,159,500
Revenue from Trading	15,971,500
	<b>21,131,000</b>

**Note No 17 : Other income**

<b>Particulars</b>	<b>For the year ended 31 March 2022</b>
Interest Income	2,930,100
Other income	151,200
Income from services	41,885,000
Porfit on sale of software	-
	<b>44,966,300</b>

**Note No 18 : Cost of operations**

<b>Particulars</b>	<b>For the year ended 31 March 2022</b>
Purchase of Equity shares ( on delivery)	4,896,100
Cost of Commodity	-
Trading expenses	13,036,800
Software Maitenance	6,757,800
Clearing Charges	838,300
Colocation charges	1,537,400
	<b>27,066,400</b>

**Note No : 19 Employee benefits expense**

<b>Particulars</b>	<b>For the year ended 31 March 2022</b>
Salaries and allowances	61,970,300
Contribution to fund	1,973,800
Employee leave encashment	238,600
Staff welfare expenses	2,416,300
	<b>66,599,000</b>

**Note No : 20 Finance Cost**

<b>Particulars</b>	<b>For the year ended 31 March 2022</b>
Interest	1,742,600
Interest on related party	4,178,100
	<b>5,920,700</b>

**Note No 21 : Other expenses**

<b>Particulars</b>	<b>For the year ended 31 March 2022</b>
Travelling and conveyance	1,812,600
Legal and professional charges	10,582,300
Promotion expenses	622,200
Rent	8,718,600
Rates and Taxes	8,346,300
Bank charges	220,100
Auditors' Remuneration:	-
- Audit Fee	100,000
- Tax Audit Fee	15,000
- Out of pocket expenses	-
Communication expenses	739,600
Electricity Charges and Maintenance	1,254,600
Printing and stationery	430,200
Subscription charges	15,000
General Expenses	637,800
Advances written off	-
Fixed assets written off	-
Bad debts written off	817,700
Office Maintenance	4,441,000
Vehicle Maintenance	1,723,600
Computer, Server and Software Maintenance	1,042,600
Miscellaneous expenses	534,600
	<b>42,053,800</b>

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

**Note No 22 : 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 23 : Contingent liability and capital commitments**

**(a) Contingent liability :**

Name of the Statute	Nature of dues	Period to which the amount relates	Amount in lakhs	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	AY 2017-18	49.28	Commissioner of Income Tax, Appeals

**(b) Capital Commitments :**

There were no capital commitments during the year

**Note 24 : Tax Expense**

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

In view of carry forward of losses under tax laws in the current period, the Company is unable to demonstrate virtual certainty as required by the Explanation in Ind AS 12 'Accounting for taxes on income'. Accordingly, no deferred tax asset has been recognized as at the year-end as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**Note : 25 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.

**Note 26 : Auditors Remuneration**

Particulars	As at	
	31 March 2022	
Statutory audit fees	100,000	
Other services	15,000	
Out of pocket expenses	-	
<b>Total</b>	<b>115,000</b>	

**Note 27 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 28 : Related Party Disclosures**

i) Wholly Owned Subsidiaries	: Gayadi Fintech Private Limited
ii) Entities in which directors are interested	1. Gayi Adi Holdings Pvt Ltd (Formerly Gayi Adi Management & Trends Pvt Ltd) 2. Haseenarao Apparel Priave Limited (Formerly Haseenarao Apparel (OPC) Pvt Ltd) 3. Gayadi Fintech Private Limited 4. JVTR Consultants Private Limited (Formerly JVTR Consultants (OPC) Pvt Ltd ) 5. G.A. Capital Management Pvt Ltd (Formerly Gayi Adi Hatcheries Pvt Ltd) 6. Gayi Adi Enterprises Limited 7. GSV Securites Pvt Ltd
iii) Key Managerial Personnel	1. Mr. Jonna Venkata Tirupati Rao, Managing Director 2. Mr. Naveen Parashar, Executive Director 3. Mr. Srinivas Maya, Whole Time Director 4. Mr. R.S.N.S.V.J.PRASAD, Chief Financial Officer 5. Mr. Abhishek Jain, Company Secretary
iv) Persons having Substantial Interest in Voting Power	1. Gayi Adi Holdings Pvt Ltd (Formerly Gayi Adi Management & Trends Pvt Ltd) 2. Mr. Jonna Venkata Tirupati Rao

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

Name of the personnel	Relationship
1) Mr. Anil Thakur, Chairman and Independent Director	Chairman and Independent Director
2) Mr. Parameshwar Botla	Independent Director
3) Mrs. Shaik Haseena	Non Executive Director

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

Name of the Related party	Nature of the Transactions	2021-22	
		Amount	Balance outstanding as on
Gayi Adi Holdings Private Limited (formerly Gayi Adi Management & Trends Pvt Ltd)	Closing Balances		52,346,800
	Opening Balance	35,606,400	
	Unsecured loan received	58,251,700	
	Unsecured loan returned	(45,347,000)	
	Interest charged	3,098,700	
	Other charges	737,000	
	JVTR Consulting OPC Pvt Ltd- debt assigned/adjusted	-	
	Closing Balances		-
	Agri Tech Limited - debt assigned/adjusted	-	
	<b>Transactions</b>		
	Service income Billed	-	
	Amount received against bill	-	
	Outstanding amount	-	
	<b>Client Transactions</b>		
	Opening Balance	5,000	
	Margin money received	5,400,000	
	Margin money returned	-6,257,100	
Purchase of shares	-		
Sale of shares	852,700		
Brokerage earned	-600		
Closing balance		-	
GAYIADI Fintech Private Limited	Opening Balance	-	
	Investment in Equity	1,500,000	
	Unsecured loan received	23,000,000	
	Unsecured loan returned	-24,700,000	
	Other charges	-386,900	
	Closing Balance (Debit)	-	-586,900
JVTR Consultants Private Limited	Service Income Billed	42,555,200	
	Amount Received against Bill	6,000,000	
	Closing Balance (Debit)		36,555,200
G.A. Capital Management Pvt Ltd (Formerly Gayi Adi Hatcheries Pvt Ltd)	Opening Balance	3,050,000	
	Unsecured loan received	106,611,100	
	Unsecured loan returned	-56,412,200	
	Interest Charge	661,600	
	Other transaction, net	-2,532,000	
	Closing balance		51,378,500
	<b>Client Transactions</b>		
	Opening Balance	4,221,900	
	Margin money received	500,000	
	Margin money returned	-3,237,000	
	Purchase of shares	-17,303,300	
Sale of shares	15,859,000		
Brokerage earned	-40,600		
Closing balance		-	



Gayi Adi Enterprises Limited	Opening Balance	-		
	Unsecured loan received	214,000		
	Unsecured loan returned	-567,700		
	Interest Charge	-		
	Other transaction, net	-189,000		
	Closing balance (Debit)		-542,700	
	<b>Client Transactions</b>			
	Opening Balance	-1,200		
	Margin money received	500,000		
	Margin money returned	-133,600		
	Purchase of shares	-2,314,300		
	Sale of shares	1,956,800		
	Demat charges	-7,700		
	Closing balance		-	
Haseenrao Apparels (OPC) Pvt Ltd	Opening Balance	-		
	Unsecured loan received	11,477,400		
	Unsecured loan returned	-12,500,000		
	Closing balance (Debit)		-1,022,600	
	<b>Client Transactions</b>			
	Opening Balance	8,687,700		
	Margin money received	15,520,000		
	Margin money returned	-15,507,100		
	Brokerage earned	-300,000		
	Purchase of shares	-118,338,600		
	Sale of Stock	109,938,000		
	Closing balance		-	
	GSV Securities Private Limited	Closing Balance		
		Opening Balance	-	
Brokerage Income		866,000	-	
Amount Received (net)		-866,000	-	
Opening Balance		-		
Unsecured loan received		14,637,400		
Unsecured loan returned		-14,637,400		
Other transactions, net		-482,000		
Closing Balance			-482,000	
Jonna Venkata Tirupati Rao		Managerial Remuneration	7,500,000	-
	Professional Consultancy	-	-	
Navcen Parashar	Managerial Remuneration	4,200,000	-	
	Professional Consultancy	-	-	
Srinivas Maya	Managerial Remuneration	2,400,000	-	
R.S.N.S.V.J.Prasad	Salary	2,400,000	-	
Abhishek Jain	Salary	721,000	-	
Mrs. Shaik Haseena	Salary	600,000	-	

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**Note 29 Earnings Per Share**

Particulars	As at 31 March 2022
Profit / Loss after tax	(80,242,200)
Profit/Loss after tax (excluding extraordinary items)	(80,388,000)
Weighted average number of Equity shares outstanding during the year - No.	286,264,000
Nominal value of Equity share	1
Earnings per share	(0.280)
Earnings per share (excluding extraordinary items)	(0.281)

**Note 30**

There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2022.

**Note 31 Previous year figures**

Due to lockdown on account of COVID - 19, although the capital market was impacted and volatility has increased in the stock market, Stampede Capital Limited, being a SEBI registered intermediary and considered among essential services, continued to operate during the lockdown in India and there was no major impact on our business as the capital markets remained open and functioned normally.

**Note 32 Previous year figures**

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

As per our report attached

**As per our report attached**

**For Gorantla & Co.,**  
Chartered Accountants  
Firm's Registration No. 012026S

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

**Sri Ranga Gorantla**

Partner  
Membership No: 222450  
UDIN: 22222450AJQSWZ1664

**Jonna Venkata Tirupati Rao**  
Managing Director  
DIN: 07125471

**Srinivas Maya**  
Executive Director  
DIN: 08679514

**R.S.N.S.V.J.PRASAD**  
Chief Financial Officer

**Abhishek Jain**  
Company Secretary  
ACS: 62027

Place : Hyderabad  
Date : 26.05.2022

Place : Hyderabad  
Date : 26.05.2022

**Stampede Capital Limited**  
CIN : L67120TG1995PLC020170

Particulars	Unit of Measurement	March 31, 2022	Formulae
Current Ratio	In multiple	2.63	Current Assets / (Total Current Liabilities – Security Deposits payable on Demand – Current maturities of Long Term Debt)
Debt-Equity Ratio	In multiple	-2.80	Debt-Equity Ratio = Total Debt / Total Equity
Debt Service Coverage Ratio	In multiple	-	Debt Service Coverage Ratio = (EBITDA – Current Tax) / (Principal Repayment + Gross Interest on term loans)
Return on Equity Ratio	In %	134.19	Return on Equity Ratio = Total Comprehensive Income / Average Total Equity
Inventory Turnover Ratio	In Days	-	
Trade receivables Turnover Ratio	In Days	634.31	Trade receivables Turnover Ratio (Average Receivables days) = 365 / (Net Revenue / Average Trade receivables)
Trade payables Turnover Ratio	In %	-	Trade Payables Turnover Ratio (Average Payable days) = 365 / (Net Revenue / Average Trade payables)
Net Working Capital Turnover Ratio	In %	634.31	Net Capital Turnover Ratio = (Inventory Turnover Ratio + Trade receivables turnover ratio – Trade payables turnover ratio)
Net Profit Ratio	In %	-379.74	Net Profit Ratio = Net Profit / Net Revenue
Return on Capital Employed	In %	-69.05	Return on Capital employed = (Total Comprehensive Income + Interest) / (Average of (Equity + Total Debt))
Return on Investment (Assets)	In %	-65.39	Return on Investment (Assets) = Total Comprehensive Income / Average Total Assets

**DATA**

Particulars	2021-22
Current Assets	39,638,300
Current liabilities	15,086,100
Current year Maturities	-
Security Deposits payable on Demand	-
Long term liabilities- Total Debt	167,429,400
Total Equity	-59,799,600
EBIDTA	-69,621,500
Interest on Unsecured loans	5,920,700
Interest on Loans	-
Current tax	145,800
Net profit	-80,242,200
Principal Repayment+Interest on term loans	-
Inventory	-
Debtors	36,722,000
Creditors	-
Net Revenue from Operations	21,131,000
Total Assets	122,715,900

**Stampede Capital Limited**

CIN:L67120TG1995PLC020170

**Registered office:** KURA Towers,  
10<sup>th</sup> Floor, D. No.1-11-254 and1-  
11-255, S.P. Road,  
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