

*26th Annual Report*  
*2020-21*



**Stampede**  
Where AI Meets Investment

# BOARD OF DIRECTORS



**MR.JONNA VENKATA TIRUPATI RAO**  
MANAGING DIRECTOR  
DIN: 07125471



**MRS. SHAIK HASEENA**  
NON EXECUTIVE DIRECTOR  
DIN: 08141400



**MR.NAVEEN PARASHAR**  
EXECUTIVE DIRECTOR  
DIN: 08399097



**MR.SRINIVAS MAYA**  
WHOLE TIME DIRECTOR  
DIN: 08679514



**MR.ANIL THAKUR**  
INDEPENDENT DIRECTOR  
DIN: 08945434



**MR.PARAMESHWAR BOTLA**  
INDEPENDENT DIRECTOR  
DIN:02431490

## 26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY FINANCIAL YEAR 2020-21

### CORPORATE INFORMATION

#### BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

NAME OF DIRECTORS	CURRENT DESIGNATION	PARTICULARS OF APPOINTMENT AND CESSATION	PARTICULARS OF CHANGE IN DESIGNATION
Mr. Anil Thakur	Independent Director & Chairperson	Appointed on November 12, 2020	Designated as Chairperson on November 25, 2020
Mr. Jonna Venkata Tirupati Rao	Managing Director	Appointed on November 27, 2020	N.A
Mr. Srinivas Maya	Whole Time Director	Appointed on January 24, 2020 as Non-Executive Director	Elevated as Whole Time Director on November 13, 2020
Mr. Parameshwar Botla	Independent Director	Appointed on November 12, 2020	NA
Mr. Naveen Parashar	Non- Executive Director	Appointed on November 13, 2020	Elevated as Executive Director on June 29, 2021
Mrs. Shaik Haseena	Non- Executive Director	Appointed on November 13, 2020	NA
Mr. Renduchintala Sri Naga Satya Venkata Jagannadha Prasad	CFO	Appointed on November 13, 2020	NA
Mr. Abhishek Jain	Company Secretary & Compliance Officer	Appointed on June 16, 2020	NA
Mr. Sudheer Vegi	Executive Director	Ceased on November 12, 2020	NA
Mr. Vishnuvardhan Reddy Guntaka	Executive Director	Ceased on July 16, 2020	NA
Mr. Chukka Siva Satya Srinivas	Independent Director	Ceased on November 11, 2020	NA
Mr. Satya Srikanth Karaturi	Independent Director	Ceased on November 12, 2020	NA
Mr. Venkata KrishnayyaNekkanti	Independent Director	Ceased on November 11, 2020	NA
Mrs. Chukka Lakshmi	Independent Director	Ceased on November 11, 2020	NA
Mr. Prathipati Parthasarathi	CFO	Ceased on November 11, 2020	NA

**NA: Not Applicable**

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**TO SHAREHOLDERS**

**Respected Shareholders,**

On my behalf and on behalf of the Board of Directors, I welcome you all to this 26<sup>th</sup> Annual General Meeting of Company.

I feel honored and privileged once again to present you with the Annual Report for the F.Y. 2020-21. It gives me an opportunity to share my thoughts and the Company's progress during the year as well as the way forward. The financial year 2020-21 also was full of challenges and crucial commitments.

It will not be out of place at this juncture to say that your Company's ability deliver growth and sustain business gradually. The momentum is attributable to its ability to remain relevant to its esteemed customer's changing choice, preference and need.

I would like to take this opportunity on behalf of the Board of Directors and its leadership team to thank each shareholder, Banks 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 26<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twenty-Sixth Annual General Meeting (AGM) of the Members of Stampede Capital Limited ('the Company') will be held on Thursday, on 30<sup>th</sup> Day of September, 2021 at 03.00 P.M. 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. 1. TO REVIEW, CONSIDER AND ADOPT STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021.**

**ITEM NO. 2. TO APPOINT A DIRECTOR IN PLACE OF MR. SRINIVAS MAYA WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-APPOINTMENT ON SAME TERMS AND CONDITION.**

#### **SPECIAL BUSINESSES:**

**ITEM NO. 3. TO APPOINT STATUTORY AUDITORS TO FILL THE CASUAL VACANCY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification (s), clarifications, exemptions or reenactments thereof for the time being in force) and on the basis of recommendation of Audit Committee and Board of Directors, M/s. Gorantla & Co., Chartered Accountants, be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Navitha and Associates, Chartered Accountants (FRN: 005120S).

**RESOLVED FURTHER THAT** M/s. Gorantla & Co., Chartered Accountants, be and is hereby appointed as Statutory Auditors of the Company to hold the office from August 13, 2021 until the conclusion of this (26<sup>th</sup>) Annual General Meeting of the Company, at such terms and conditions and remuneration as may be mutually decided by the Board Directors of the Company and the Statutory Auditors.

**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."

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### **ITEM NO. 4. TO APPOINT STATUTORY AUDITORS AND TO THEIR REMUNERATION:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification (s), clarifications, exemptions or reenactments thereof for the time being in force) and on the basis of recommendation of Audit Committee and Board of Directors ,M/s. Gorantla & Co., Chartered Accountants be and is hereby appointed as Statutory Auditors of the Company to hold an office for a period of 5 consecutive years from the conclusion of this 26<sup>th</sup> Annual General Meeting till the conclusion of 31<sup>st</sup> Annual General Meeting to be held in Financial Year 2026-27 at such terms and conditions and remuneration as may be mutually decided by the Board Directors of the Company and the Statutory Auditors.

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

### **ITEM NO. 5. 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 consider and, if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents or permissions as may be required and in terms with the enabling provisions of the Articles of Association of the Company and on the basis of recommendation of Audit Committee, Nomination and Remuneration Committee and Board of Directors of Company, the consent of the members of the Company be and is hereby accorded to elevate Mr. Naveen Parashar from Non-Executive Director to Executive Director of the Company, liable to retire by rotation on such terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be accepted to Mr. Naveen Parashar, subject to compliance of Schedule V of Companies Act, 2013 or any statutory modifications or re-enactment thereof.

The main terms and conditions relating to the appointment and remuneration of **Mr. Naveen Parashar** as an Executive Director are as follows:

- 1. Tenure of Employment:** 3 Years with effect from June 29, 2021 subject to approval of members in ensuing General Meeting.

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2. **Effective Date of Appointment:** June 29, 2021
3. **Nature of Duties:** The Executive Director shall perform such duties as may be entrusted to him by the Board from time to time.
4. **Remuneration:** He shall be entitled to remuneration as specified in compliance Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

**A. Basic Salary:**

Rs. 7,00,000/- Per Month to a maximum of Rs. 10,00,000 /- Per Month, with authority to the Board or a Committee there of to fix his Basic Salary within the said Maximum amount provided that annual increment shall be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

**B. Benefits, perquisites and allowances:**

Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.

**C. Minimum Remuneration:**

Notwithstanding anything to the contrary here in contained where in any Financial Year during the currency of the tenure of the Executive Director, if the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration as specified above in compliance with Schedule V allowed under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the office of Mr. Naveen Parashar as Executive Director shall be liable to retire by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and if re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be an Executive Director

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Naveen Parashar (DIN: 08399097), shall not exceed the overall ceiling limit of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 and in the event of absence or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Naveen Parashar (DIN" 08399097) as the Executive Director, the remuneration and other benefits shall be paid to him in accordance with and subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013. The Company pays Mr. Naveen Parashar, remuneration by way of salary, perquisites and allowances as Minimum Remuneration.

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**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration as may be agreed between the Board of Directors and Mr. Naveen Parashar and/or in such manner and to such extent as may be permitted or authorized in accordance with the provisions under the Act for the time being in force, subject to the same in compliance with Schedule V of the Companies Act, 2013.”

#### **ITEM NO. 6. TO APPROVE REMUNERATION TO MRS. SHAIK HASEENA SUBJECT TO APPROVAL OF MEMBERS OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), the underlying rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such regulatory approvals as may be required and subject to availability of net profits at the end of each financial year and subject to the total remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act and on the basis of recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to pay compensation in the form of profit related commission (exclusive of applicable taxes if any) to Mrs. Shaik Haseena, non-executive director of the Company commencing from the Financial Year 2021-22 till 2023-24 (3 Years).

**RESOLVED FURTHER THAT** the above payment of commission is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to the non-executive Directors.

**RESOLVED FURTHER THAT** subject to such approvals, consents and permission as may be required, in the event of loss or inadequacy of net profits in any financial year, the Company pays **Mrs. Shaik Haseena**, remuneration by way of profit related commission in compliance with Schedule V of Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration as may be agreed between the Board of Directors and **Mrs. Shaik Haseena** and/or in such manner and to such extent as may be permitted or authorized in accordance with the provisions under the Act for the time being in force, subject to the same not exceeding the limits specified in Schedule V of the Companies Act, 2013.

**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

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connection with or incidental to give effect to the aforesaid resolution.”

### **ITEM NO. 7. 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:**

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to borrow money, as and when required, from, including without limitation, any Bank and / or other Financial Institution and / or foreign lender and / or any-body corporate/ entity / entities and / or authority / authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board of Directors for an aggregate amount not exceeding a sum of Rs. 100 crores (Rupees Hundred Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves but shall not exceed the limit prescribed hereunder.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180 (1) (a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 100 crores (Rupees Hundred Crores only) at any time.

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

### **ITEM NO. 08. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:**

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

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“**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 Financial Year 2021-22 till 2026-27 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			
2.	G.S.V. Securities Private Limited	Common Members holding more than 2 % of Paid-up Share capital of the Company	Business Advance and Provision or availing of Services	Intercorporate Loan given and taken and Provision or availing of any kind of Services	100 Crore Per Annum Per Company (Entity)
3.	Haseena Apparel (OPC) Private Limited	Common Director			
4.	JVTR Consultants (OPC) Private Limited	Common Director			
5.	GAYI ADI Enterprise Limited	Common Directors			
6.	GAYI ADI Capital Management Private Limited (Earlier known as GAYI ADI Hatcheries 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 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

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connection with or incidental to give effect to the aforesaid resolution.”

#### **ITEM NO. 09. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

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

**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and reenactment (s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded 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, 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.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*The 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, 12,00,00,000 (Rupees Twelve Crore only) equity shares-differential voting rights (DVR Equity shares) of Rs. 1 each, with power to increase or reduce the capital and to divide shares in capital for the time being, into several classes and to attach thereto respectively, such preferential, differed, qualified or special rights (Weather relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by the Company.*

**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** : August 13, 2021

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

**For Stampede Capital Limited**

Sd/-

**Abhishek Jain**

**Company Secretary**

**M. No.: A62027**

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### **NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and 13<sup>th</sup> January, 2021 ('MCA Circulars') and Securities and Exchange Board of India has vide its circular dated May, 12 2020 and January 15, 2021 ('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. The deemed venue for the Twenty-Sixth 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 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 26<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 [mustafambassociates@gmail.com](mailto:mustafambassociates@gmail.com) 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.
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.

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7. Details under regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard II issued by Institute of Company Secretary of India and Schedule V of Companies Act, 2013 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice.
8. Details under regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the appointment of Auditor forms integral part of the notice.
9. The Members can join the AGM in the VC / OAVM mode 15 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.
10. 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.
11. 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 entered into an agreement with 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.
12. In line with the MCA Circulars, the Notice calling the AGM along with the Annual Report 2020-21 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.
13. 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 Friday, 17<sup>th</sup> September, 2021 (09.00 a.m. IST) to Wednesday, September 22, 2021 (5.00 p.m. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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14. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.
15. 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.
16. 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 Annual General Meeting (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.
17. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
18. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
19. 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.
20. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is Venture Capital and Corporate Investment Private Limited ('R&TA') having its office at 12-10-167, Bharatnagar, Hyderabad-500018 (**Unit:** Stampede Capital Limited).
21. **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).

### 22. Voting through electronic means

✓ **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**

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- 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 with NSDL</b>	8 Character DP ID followed by 8 Digits Client ID
<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 of Equity Shares with Differential Voting Rights). **(Equity: 210908005)** and **(DVR: 210908006)** 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

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members, as on the cut-off date being Thursday, September 23, 2021 the facility to exercise the right to vote by electronic means on any or all of the businesses specified in the Notice, at the 26<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 26, 2021 at 9:00 am and ends on Wednesday, September 29, 2021 at 5:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 23, 2021 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.

23. 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

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not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM

- If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](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, MarathonFuturex, 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** : August 13, 2021

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

Sd/-

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

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

#### ITEM NO. 3 AND ITEM. 4.

M/s Navitha and Associates, Chartered Accountants (FRN: 005120S) vide their letter dated August 13, 2021 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139 (8) of Companies Act, 2013.

The Board of Directors at its meeting held on August 13, 2021 on the basis of recommendation of Audit Committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Gorantla & Co., Chartered Accountants, to hold office as the Statutory Auditors of the Company till the conclusion of 26<sup>th</sup>AGM and to fill the casual vacancy caused by the resignation of M/s Navitha and Associates, Chartered Accountants (FRN:005120S) subject to the approval by the members in ensuring Meeting of the Company, at such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.

Further, pursuant to recommendation of Audit Committee, Board of Directors also approved appointment of M/s. Gorantla & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the Twenty Sixth (26<sup>th</sup>) AGM, till the conclusion of the Thirty First (31<sup>st</sup>) AGM to be held in year 2026-27. Accordingly, your Board of Directors also recommend passing of resolution for appointment of M/s. Gorantla & Co., Chartered Accountants, for a period of 5 consecutive years.

The Company has also received consent and eligibility certificate from M/s. Gorantla & Co., Chartered Accountants to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 and Item No 5.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the aforesaid Resolutions except to the extent of their shareholding in the Company, if any.

#### ***Brief Details of Statutory Auditor being appointed pursuant to Regulation 36 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:***

<b>Name of the Statutory Auditor</b>	M/s. Gorantla & Co., Chartered Accountants
<b>Reason for Change of Appointment</b>	Appointments to fill the Casual Vacancy caused on account of resignation of M/s. Navitha and Associates, Chartered Accountants as Statutory Auditors of the Company with effect from August 13, 2021.
<b>Date of Appointment in Board</b>	August 13, 2021

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<b>Meeting</b>	
<b>Address of the Statutory Auditor</b>	H. No. 6-3-664, Flat No.101, Block-B, Prestige Rai Towers, Opp. NIMS, Punjagutta, Hyderabad-500082, Telangana, India.
<b>Membership Number</b>	222450
<b>Proposed fees payable to the Statutory Auditor</b>	Rs. 1,50,000 Per Annum (Proposed)
<b>Material Change in Proposed Fees payable to M/s. Gorantla &amp; Co., in comparison with M/s. Navitha and Associates, Outgoing Auditor</b>	Fees Agreed with Gorantla & Co: 1,50,000 Fees Paid to Navitha and Associates: 1,15,000
<b>Rationale for difference of Fees as per above</b>	The proposed fees are be based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.
<b>Brief profile of Statutory Auditor</b>	M/s. Gorantla & Co., Chartered Accountants was established in the Year 2002.  Its Head Office is in Hyderabad. The Firm has 4 (four) Partners.  M/s. Gorantla & Co., Chartered Accountants is providing various professional services in the field of Tax Consultancy, Corporate Law Compliance, Auditing & Assurance, Finance & Accounts Outsourcing, Mergers & Acquisitions And IPO/Private Placements and other services.

**ITEM NO. 5.**

The members of the Company are informed that Mr. Naveen Parashar who was appointed as Non-Executive Director in Board held on November 13, 2020 which was subsequently approved by members of the Company in AGM held on December 29, 2020 has shared his willingness to be the Executive Director of the Company.

After considering vast experience of Mr. Naveen Parashar in operational aspects of the company, it is proposed by the Board of Directors to avail the expertise of Mr. Naveen Parashar on regular basis on such terms and conditions as mentioned in afore-said resolution.

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The appointment of Mr. Naveen Parashar as such shall take effect from the date of Board Meeting held on June 29, 2021 and requires the approval of the Shareholders of the company by way Special Resolution passed in this Annual General Meeting as per provisions of section 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013.

Based on the recommendation of the Nomination & Remuneration Committee & the Board of Director, the matter is being recommended to the shareholders for their approval by way of Special Resolution for change in designation of Mr. Naveen Parashar from Non-Executive Director to Executive Director.

Except Mr. Naveen Parashar, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the aforesaid Resolutions except to the extent of their shareholding in the Company, if any.

### **ITEM NO. 6.**

The members of the Company are informed that Mrs. Shaik Haseena was appointed as Non-Executive Non-Independent Director of the Company in Board Meeting held on November 13, 2021 which was subsequently approved by members of the Company in AGM held on December 29, 2021.

The members of the Company are informed that that considering the contribution of Mrs. Shaik Haseena and the progress made by the Company in segment allocated to her and as per the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors, it is proposed to remunerate Mrs. Shaik Haseena which shall be subject to approval of members in this Annual General Meeting.

Further, Public companies can now remunerate their non-executive directors, including independent directors, even if they are making losses or have inadequate profits with the Ministry of Corporate Affairs (MCA) specifying the maximum yearly remuneration that could be paid to them by such companies. Under the latest MCA move, the annual limit of remuneration for a non-executive director or an independent director has been linked to the effective capital of the Company.

Hence, the Board of Directors recommends Special Resolution as set out in the Notice for approval by the Members.

Except Mr. Jonna Venkata Tirupati Rao and Mrs. Shaik Haseena, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the aforesaid Resolutions except to the extent of their shareholding in the Company, if any.

### **ITEM NO. 7.**

The members of the Company are informed that keeping in view of the group's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or

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Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Hence it is proposed to set up the maximum borrowing limits of Rs. 100 up to which the Board of Directors can borrow. Pursuant to Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization shall be proposed towards members for their approval up to limit of Rs. 100 Crores for the Company.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in Item No. 7.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the aforesaid Resolutions except to the extent of their shareholding in the Company, if any.

#### ITEM NO. 08.

The members of the Company are informed that section 188 read with rules made there under prescribes certain approvals for related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribe seeking shareholders' approval for material related party transaction beyond specified threshold (Material Transactions). Proviso to Section 188 (1) provides that noting contained in Section 188 (1) shall apply where transaction entered into by Company with related party in the ordinary course of business and at arm's length basis.

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

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

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Accordingly, the Board of Directors recommends the Resolution set out at Item No. 08 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. 08 of the Notice.

#### ITEM NO. 09.

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so, authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 03 of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorize Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

As currently the Company has a very small room in authorized share capital to consider any equity fund raise, it is proposed to increase the Authorized Share Capital of the Company from 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, 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.

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Consequently, the existing clause V (a) of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorized share capital and substitution of the proposed increased Authorized Share Capital.

The above-mentioned increase in the Authorized Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolutions at item no. 09 to be passed as Ordinary Resolution(s).

The electronic copies of draft of the Altered Memorandum of Association of the Company will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number

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. 09 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** : August 13, 2021

**By order of the Board**

**For Stampede Capital Limited**

Sd/-

**Abhishek Jain**

**Company Secretary**

**M. No.: A62027**

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### Brief resume of Director/s seeking appointment / re-appointment

Pursuant to provisions of SEBI (LODR) Regulations and Secretarial Standards on General Meetings, relevant particulars of Directors seeking appointment / re-appointment as this AGM are given here below:

NAME OF THE DIRECTOR	MR. NAVEEN PARASHAR
<b>DIN</b>	08399097
<b>Date of Birth / Age</b>	27/09/1983
<b>Date of original appointment</b>	November 13, 2020
<b>Termination of original Agreement</b>	Three (3) Years from the date of Board Meeting held on June 29, 2021
<b>Terms and Conditions of appointment</b>	As per resolution No 5 mentioned in this Notice.
<b>Appointment for 3 Years w.e.f.</b>	June 29, 2021
<b>Designation</b>	Executive Director
<b>Areas of Expertise</b>	Mr. Naveen Parashar has vast experience of 16 years in exploring Indian securities market and investment strategies. He brings efficiency wherever he is appointed. He was worked as Associate Vice President at Indiabulls, Regional Manager in ShareKhan Ltd and Vice President at Globe Capital Markets Ltd
<b>Educational Qualifications</b>	Master of Business Administration (MBA
<b>Companies in which he holds Directorship</b>	1. GAYI ADI Holdings Private Limited 2. Stampede Capital Limited
<b>Other listed Companies in which he holds Directorship</b>	Nil
<b>Membership / Chairmanship of Board Committees</b>	Nil
<b>Shareholding as on March 31, 2021</b>	<b>Equity:</b> Nil <b>DVR:</b> Nil
<b>Relationship with other Directors and KMPs</b>	Mr. Naveen Parashar is occupying a position of Director in the Board of Directors of GAYI ADI Holdings Private Limited (Formerly known as GAYI ADI Trends and Management Private Limited) (Promoter) of the Company
<b>No. of Board Meetings attended during FY 2020-21</b>	Meeting held on November 13, 2020

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

### FINANCIAL YEAR 2020-21

<b>Remuneration sought to be paid</b>	Rs. 7,00,000/- Per Month to a maximum of Rs. 10,00,000/- Per Month, with authority to the Board or a Committee there of to fix his Basic Salary within the said Maximum amount
<b>Remuneration last paid</b>	Nil

#### Additional information of Appointee for item no. 5

The details as required under Clause (IV) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

<b>General Information</b>			
<b>Nature of industry</b>	The Company is engaged in the business of Stock Broking and other ancillary services.		
<b>Date or Expected date of commencement of commercial production</b>	The company is an existing company and is in operation for commercial production since 28.04.1995.		
<b>In case of new companies, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus</b>	Not applicable as the Company is an existing Company.		
<b>Financial performance based on given indicators</b>	<b>(Rs. In Lakhs)</b>		
<b>Particulars</b>	<b>FY 2018-19 (Amount is Rs.)</b>	<b>FY 2019-20 (Amount is Rs.)</b>	<b>FY 2020-21 (Amount is Rs.)</b>
<b>Sales (Gross)</b>	77,37,54,131	1,82,54,379	10,50,70,415
<b>Loss Before Tax &amp; Extra-Ordinary Item</b>	(8,02,54,668)	(4,54,89,400)	(99,72,026)
<b>Loss After Tax &amp; Exceptional Item</b>	(40,96,81,601)	(8,27,80,851)	(99,72,026)
<b>Shareholders Fund</b>	11,33,41,341	3,05,60,490	2,05,88,464
<b>Rate of Dividend on Equity</b>	-	-	-
<b>Foreign investments or collaborations, if any</b>	Nil		
<b>Other Information</b>			
<b>Reasons of loss or inadequate profits</b>	Due to unfavorable market conditions, Global recession, High input cost, inflationary trend, the Company could not achieve high levels of profits.		
<b>Steps taken or proposed to be taken for improvement</b>	The Company has taken cost cutting and restructuring measures to improve profitability.		
<b>Expected increase in productivity and profits in measurable terms</b>	The Company hopes increase in revenue and profits by improved margins in coming years.		
<b>Information about the appointees</b>	<b>Mr. Naveen Parashar</b>		

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**FINANCIAL YEAR 2020-21**

<b>a. Background details</b>	Mr. Naveen Parashar has vast experience of 16 years in exploring Indian securities market and investment strategies. He brings efficiency wherever he is appointed. He was worked as Associate Vice President at India bulls, Regional Manager in Share Khan Ltd and Vice President at Globe Capital Markets Ltd
<b>b. Past Remuneration</b>	Nil
<b>c. Job profile and his suitability</b>	He is suitable to this position due to experience in this industry.
<b>d. Recognition or Awards</b>	Nil
<b>e. Remuneration proposed</b>	Rs. 7,00,000/- Per Month to a maximum of Rs. 10,00,000/- Per Month, with authority to the Board or a Committee there of to fix his Basic Salary within the said Maximum amount
<b>f. Comparative remuneration profile with respect to industry, size of Company, profile of the position and person</b>	At par with the industry standards in which the Company operates.
<b>g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</b>	No pecuniary relationship during the year 2020-21. Further, Mr. Naveen Parashar is occupying a position of Director in the Board of Directors of GAYI ADI Holdings Private Limited (Formerly known as GAYI ADI Trends and Management Private Limited) (Promoter) of the Company

**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** : August 13, 2021

**By order of the Board**

**For Stampede Capital Limited**

Sd/-

**Abhishek Jain**

**Company Secretary**

**M. No.: A62027**

## 26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY FINANCIAL YEAR 2020-21

### DIRECTOR'S REPORT

To,  
The Members of  
Stampede Capital Limited ('Company')

The Your Directors (hereinafter referred to as the Board) have pleasure in presenting the 26<sup>th</sup>(Twenty Sixth)Annual Report of the Company together with the Audited Financial Statements for the year ended March 31, 2021.

#### 1. FINANCIALS:

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

The Financial Performance of the Company for the year ended March 31, 2021 is summarized below:

(Figures – Rs. In Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Operational & Other Income	1050.70	182.54
Total Expenses including Interest Expense and Depreciation and Amortization Expense	(1150.45)	(637.42)
<b>Loss before exceptional items and tax</b>	<b>(99.75)</b>	<b>(454.88)</b>
Prior period items	NIL	NIL
Exceptional Items	NIL	NIL
Provision for diminution in the value of investments	NIL	(375)
<b>Loss before tax</b>	<b>(99.75)</b>	<b>(829.88)</b>
Current Tax	NIL	2.09
<b>Loss after tax</b>	<b>(99.75)</b>	<b>(827.79)</b>

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

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

For the Financial Year ended March 31, 2021, your Company had reported total Income of Rs. 1050.70/- (In Lakhs) as against Rs. 182.54/- (In Lakhs) during the previous Financial Year. The Company recorded a net loss of Rs. (99.75)/- (In Lakhs) as against net loss of Rs. (827.79)/- (In Lakhs) during the previous Financial Year depicting reduction of 87.94% Losses.

Further, there is no change in nature of Business Activity of the Company during the year under review.

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### **KEY INITIATIVES / DEVELOPMENTS:**

- The Company has also received approval from Bombay Stock Exchange (BSE) for Cash Segment (Deposit Based Member) w.e.f. Saturday, November 14, 2020 under membership no. 6479.
- The Company has received approval for Algorithmic (Algo) Trading from National Stock Exchange of India Limited on December 16, 2020.
- 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. SHARECAPITAL:**

During the year under review, your Company's Authorized Share Capital is Rs. 34,00,00,000 comprising of 34,00,00,000 Equity Shares of Rs. 1/- each. The Company's paid-up capital is Rs. 22,90,11,200 Equity Shares of Rs. 1/- each fully paid up and 5,72,52,800 Differential Voting Right Shares of Rs. 1/- each fully paid up.

The Board of Directors in its meeting held on October 30, 2019 decided to make an Application with Bombay Stock Exchange in order to take No objection Certificate pursuant to provision of Regulation 37 of SBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. In furtherance to the same, the Bombay Stock Exchange and National Stock Exchange had issued No Objection Certificate to the Company on October 26, 2020 and October 22, 2020.

The Board of Directors in its meeting held on November 27, 2020 approved reduction of Share Capital on the basis of No Objection Certificate received from Bombay Stock Exchange and National Stock Exchange which was subsequently approved by members of the Company in an Annual General Meeting held on December 29, 2021 by way of Special Resolution.

### **D. DIVIDEND:**

In view of the accumulated losses, your Directors have not recommended any dividend on Equity Shares for the Financial Year 2020-21.

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

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

As there are losses for the Financial Year 2020-21, 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.

### **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 had no Subsidiary(ies), Associate(s) and Joint Venture(s). Hence the said clause is not applicable.

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

During the year under review, neither the Company is subsidiary of any Company or body corporate nor the Company has subsidiary. Hence the said clause is not applicable.

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

During the year under review, the Company had no Subsidiary(ies), Associate(s) and Joint Venture(s). Hence the said clause is not applicable.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 is annexed hereto and marked as **Annexure - A**.

### **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, 2021 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 2020-21. 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 as per the Accounting Standard-18 are set out at **Note 24** in Notes to Accounts in the Annual 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:

#### **B. DISCLOSURE OF RELATED PARTY TRANSACTION WITH PERSON OR ENTITY BELONGING TO PROMOTER & PROMOTER GROUP:**

During the year under review, the Company has not made any transaction with person to promoter & promoter group that hold 10% or more shareholding of the Company except the Company has outstanding loan amount of Rs. 3,56,06,401/- from GAYI ADI Holdings Private Limited (Formerly known as GAYI ADI Management and Trends Private Limited) which is outstanding as on March 31, 2021.

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### FINANCIAL YEAR 2020-21

#### **C. DISCLOSURE OF LOANS AND ADVANCES IN NATURE OF LOAN TO SUBSIDIARIES AND ASSOCIATE OF THE COMPANY:**

During the year under review, the Company had no Subsidiary(ies) and Associate(s). Hence, the said clause is not applicable

#### **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.

Further, Non-Executive Directors of the Company had no pecuniary relationship other than sitting fee for attending meetings.

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

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Director has carried out annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder relationship Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

In a separate meeting of Independent Directors held on March 10, 2021, 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 held on August 03, 2021 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. 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 and Mr. Parmeshwar Botla, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

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.

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

#### **A. MEETING OF BOARD OF DIRECTORS OF THE COMPANY DURING THE FINANCIAL YEAR 2020-21:**

During the year under review, the Board met 10 **Ten** times 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 2020-21:**

As on March 31, 2021, the Board of Directors of the Company comprised of 6 (Six) Directors, including 1 (One) Managing Director, 1 (One) Whole Time Director, 2 (Two) Non-Executive Non-Independent Director including 1 (One) Woman Director and 2 (Two) Non-Executive Independent Directors.

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### **A. APPOINTMENT:**

- Mr. Parmeshwar Botla was appointed as the additional Non-Executive Independent Director of the Company w.e.f. November 12, 2020 and subsequently approved by the members of the Company in 25<sup>th</sup> Annual General Meeting of the Company held on December 29, 2020.
- Mr. Anil Thakur was appointed as the additional Non-Executive Independent Director of the Company w.e.f. November 12, 2020 and subsequently approved by the members of the Company in 25<sup>th</sup> Annual General Meeting of the Company held on December 29, 2020. Further, Mr. Anil Thakur, Independent Director of the Company was designated as Permanent Chairman of the Company in the Board Meeting of the Company held on November 25, 2020.
- Mr. Naveen Parashar was appointed as the additional Non-Executive Non-Independent Director of the Company w.e.f. November 13, 2020 and subsequently approved by the members of the Company in 25<sup>th</sup> Annual General Meeting of the Company 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 of the Company which shall be subject to approval of members of the Company in ensuing 26<sup>th</sup> Annual General Meeting of the Company. Necessary resolution for change in designation is attached in the Notice of 26<sup>th</sup> Annual General Meeting attached herewith.
- Mrs. Shaik Haseena appointed as the additional Non-Executive Non-Independent Director of the Company w.e.f. November 13, 2020 and subsequently approved by the members of the Company in 25<sup>th</sup> Annual General Meeting of the Company held on December 29, 2020.
- Mr. Srinivas Maya appointed as the additional Non-Executive Director of the Company w.e.f. January 24, 2020. However, the Board of Directors in its meeting held on November 13, 2020 has changed his designation and appointed him as Whole Time Director of the Company which was subsequently approved by members of the Company in 25<sup>th</sup> Annual General Meeting of the Company held on December 29, 2020.
- Mr. Jonna Venkata Tirupati Rao was appointed as Managing Director of the Company w.e.f. November 27, 2020 and subsequently approved by the members of the Company in 25<sup>th</sup> Annual General Meeting of the Company held on December 29, 2020.

### **B. RESIGNATION OF DIRECTORS:**

- Mr. Sudheer Vegi has tendered his resignation as the Executive Director of the Company w.e.f. November 12, 2020.
- Mrs. Chukka Lakshmi has tendered his resignation as the Independent Director of the Company w.e.f. November 11, 2020.

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

- Mr. Chukka Siva Satya Srinivas has tendered his resignation as the Independent Director of the Company w.e.f. November 11, 2020.
- Mr. Vishnuvardhan Reddy Guntaka has tendered his resignation as the Executive Director of the Company w.e.f. July 16, 2020.
- Mr. Satya Srikanth Karaturi has tendered his resignation as the Independent Director of the Company w.e.f. November 12, 2020.
- Mr. Venkata Krishnayya Nekkanti has tendered his resignation as the Independent Director of the Company w.e.f. November 11, 2020.

### **10. APPOINTMENT, REAPPOINTMENT AND RESIGNATION OF KEY MANAGERIAL PERSONS DURING THE YEAR 2020-21:**

#### **A. APPOINTMENT:**

- Mr. Abhishek Jain was appointed as Company Secretary & Compliance Officer by the Board of Directors on June 16, 2020.
- Mr. Renduchintala Sri Naga Satya Venkata Jagannadha Prasad was appointed as Chief Financial Officer of the Company by the Board of Directors on November 13, 2020.

#### **B. RESIGNATION:**

Mr. Prathipati Parthasarathi resigned from the post of Chief Financial Officer of the Company w.e.f. November 11, 2019.

### **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 Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Companies 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 COMPLAIN COMMITTEE FOR PREVENTION AND PROHIBITION OF SEXUAL HARASSMENT OF WOMAN AT WORKPLACE**
- E. INQUIRY COMMITTEE**

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

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.

### **F. 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.

### **G. 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. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The policy is also available on the Company's website at <https://www.stampedecap.com/files/Policy/Whistle%20Blower%20Policy.pdf>

### **H. 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 Company has formulated internal risk management policy 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:**

At the 23<sup>rd</sup> Annual General Meeting (AGM) held on September 28, 2018, **M/s. Navitha and Associates, Chartered Accountants, Hyderabad**, having Firm Registration No.005120S have been appointed Statutory Auditors of the Company for a period of 5 years from the conclusion of 23<sup>rd</sup> AGM until the conclusion of the 28<sup>th</sup> Annual General Meeting.

## 26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY FINANCIAL YEAR 2020-21

M/s Navitha and Associates, Chartered Accountants (FRN: 005120S) vide their letter dated August 13, 2021 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139 (8) of Companies Act, 2013.

The Board of Directors at its meeting held on August 13, 2021 on the basis of recommendation of Audit Committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Gorantla & Co., Chartered Accountant, to hold office as the Statutory Auditors of the Company till the conclusion of 26<sup>th</sup> AGM and to fill the casual vacancy caused by the resignation of M/s Navitha and Associates, Chartered Accountants (FRN: 005120S) subject to the approval by the members in ensuring Meeting of the Company, at such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.

Further, pursuant to recommendation of Audit Committee, Board of Directors also approved appointment of M/s. Gorantla & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the Twenty Sixth (26<sup>th</sup>) AGM, till the conclusion of the Thirty First (31<sup>st</sup>) AGM to be held in year 2026-27. Accordingly, your Board of Directors also recommend passing of resolution for appointment of M/s. Gorantla & Co., Chartered Accountants, for a period of 5 consecutive years.

Necessary resolutions for appointment as Statutory Auditor have been annexed to the Notice of 26<sup>th</sup> Annual General Meeting of the Company annexed with this Annual Report.

### **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 M/s Diksha Pandey & Associates, Company Secretary in Practice (M No. A60568 CP No. 24388), Hyderabad, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2020-21 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.	<b>Non - Maintenance of Minimum Net - worth pursuant to provision of Schedule VI of Securities and Exchange Board of India (Stock Brokers) Regulations, 1992</b>	During the year, there was an instance where Company did not maintain minimum net-worth. The Company has been in regular compliance of the said provision and thus maintaining positive net-worth since then.
2.	<b>Secretarial Annual Compliance Report has not been uploaded on Website for Financial Year 2019-</b>	The Company has uploaded the Secretarial Annual Compliance Report for Financial Year 2018-19 and 2019-20 on the website of the

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

	<b>20.</b>	Company and the same can be accessed at: <a href="https://www.stampedecap.com/static/annual-secretarial-compliance-report.aspx">https://www.stampedecap.com/static/annual-secretarial-compliance-report.aspx</a>
3.	<b>Name of Mr. Parameshwar Botla and Mr. Anil Thakur, Independent Directors of the Company have not been included in data bank of Independent Director pursuant to the provision of Section 150 of Companies Act, 2013 read with rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014</b>	Mr. Parameshwar Botla had made an application with agency for inclusion of his Name into Data Bank. Name of Mr. Parameshwar Botla has been included in Data Bank and his Registration No is IDDB-DI-202109-037222. Due to technical error on Portal of Agency authorized to register name of Independent Director in data bank, Mr. Anil Thakur, Independent Director of the Company is not able to make an application. He has already registered grievance with Data Bank Agency via Email.

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 M/s Diksha Pandey & Associates, Company Secretary in Practice (M No. A60568 CP No. 24388), has provided Secretarial Annual Compliance Report for the Financial Year 2020-21 and their report is annexed hereto and marked as **Annexure – D**. Management reply on observations marked out by Company Secretary in Practice is as same as given above.

**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 have not reported any incident of fraud to the Audit Committee or to the Board of Directors of the Company.

**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.

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

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. During the year under review, the Risk Management Committee of the Company had reviewed the new requirement of Internal Control over Financial Reporting ("ICOFR") and finalized the detailed analysis of key processes, and these were presented for review by the Statutory Auditors. 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 Gorantla & Co & Associates, Chartered Accountants**, as Internal Auditor of the Company for the Financial Year 2020-21.

### **13. INSURANCE:**

The assets of your Company are adequately insured. Your Company has also taken out suitable cover for Public Liability.

### **14. 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, 2021 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/annualReports/637666990438059884\\_Draft\\_MGT-7-Stampede\\_Capital\\_Limited-2020-21.pdf](https://www.stampedecap.com/files/downloads/annualReports/637666990438059884_Draft_MGT-7-Stampede_Capital_Limited-2020-21.pdf)

### **15. 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.

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

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.

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

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

The Company has an employee drawing remuneration above the limits mentioned in Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the details of the same is given under annexures hereto marked as **Annexure –G**.

### **18. 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 during Financial 2020-21 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.

However, the Company has received show cause notice from National Stock Exchange dated December 15, 2020.

### **19. DETAILS OF PENDING PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG-WITH THEIR STATUS AS THE END OF THE FINANCIAL YEAR:**

The said clause is not applicable.

### **20. 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.

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

The said clause is not applicable since there is no material changes that can affect the Financial Position of the Company between the end of the Financial Year and date of Report.

### **22. 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.

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

### **23. 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.

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

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.

### **25. 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, 2021 the Board of Directors hereby confirms that

- A. In the preparation of the annual accounts, for the year ended March 31, 2021, 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, 2021 and of the loss of the Company for the year ended March 31, 2021;
- C. Proper and sufficient care has been taken 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 annual 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.

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

### **26. GENERAL DISCLOSURES:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

#### **A. DISCLOSURE UNDER SECTION 43 (a) (ii) OF THE COMPANIES ACT, 2013:**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished

#### **B. DISCLOSURE UNDER SECTION 54 (1) (d) OF THE COMPANIES ACT, 2013:**

The Company has not issued any sweat equity shares during the year under review and hence no information 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 is furnished.

#### **C. DISCLOSURE UNDER SECTION 62 (1) (b) OF THE COMPANIES ACT, 2013:**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information 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 is furnished.

#### **D. 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.

### **27. OTHER DISCLOSURES**

#### **A. TAKEOVER:**

During the year under review, pursuant to the provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 Gayi Management & Trends Private Limited, the Acquirer along with Person acting in concert has acquired up to 7,44,28,650 (Seven Crore Forty Four Lakh Twenty Eight Thousand Six Hundred Fifty only) shares consisting of 5,95,42,920 (Five Crore Ninety Five Lakh Forty Two Thousand Nine Hundred and Twenty only) fully paid-up equity shares of face value of INR 1 (Indian Rupee One) each ("Equity Shares") and 1,48,85,730 (One Crore Forty Eight Lakh Eighty Five Thousand Seven Hundred Thirty only) fully paid-up differential voting right shares of face value of INR 1 (Indian Rupee One) each ("DVR Shares") of Stampede Capital Limited, Target Company.

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

### FINANCIAL YEAR 2020-21

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

During the year under review, the Company has shifted its Registered Office **FROM** Royal Pavilian Apartment, H. No. 6-3-787, Block — A, Flat No. 1003, Ameerpet, Hyderabad-500016, Telangana **TO** 402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016, Telangana, India. pursuant to approval of Board of Directors of the Company in its meeting held on November 13, 2020.

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.

#### **C. ADDITION OF PROMOTERS OF THE COMPANY:**

During the year under review, pursuant to the provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 Gayi Adi Management & Trends Private Limited, the Acquirer along with Person acting in concert has acquired up to 7,44,28,650 (Seven Crore Forty Four Lakh Twenty Eight Thousand Six Hundred Fifty only) shares consisting of 5,95,42,920 (Five Crore Ninety Five Lakh Forty Two Thousand Nine Hundred and Twenty only) fully paid-up equity shares of face value of INR 1 (Indian Rupee One) each (“Equity Shares”) and 1,48,85,730 (One Crore Forty Eight Lakh Eighty Five Thousand Seven Hundred Thirty only) fully paid-up differential voting right shares of face value of INR 1 (Indian Rupee One) each (“DVR Shares”) of Stampede Capital Limited, Target Company.

In furtherance to the above, the Board of Directors in its meeting held on November 27, 2021 resolved to add Gayi Adi Management & Trends Private Limited, the Acquirer and Mr. Jonna Venkata Tirupati Rao, Person acting concert as Promoters of the Company.

#### **D. RECLASSIFICATION OF PROMOTER:**

The Company has 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 with Normal Voting Rights</b>
1.	Mrs. Meenavalli Usha Rani	0	0 %
2.	Mr. Meenvalli Venkat Srinivas	0	0 %

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**FINANCIAL YEAR 2020-21**

<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 with Normal Voting Rights</b>
1.	Mrs. Meenavalli Usha Rani	0	0 %
2.	Mr. Meenvalli Venkat Srinivas	0	0 %

The letters were placed before the Board of Directors of the Company in its meeting held on 03<sup>rd</sup> August, 2021. The Board of Director took note that aforesaid Promoters are not holding any Equity shares with Normal Voting Rights and Equity shares with Differential Voting Rights and hence constitutes 0. % of the total paid up capital of the Company. The aforesaid Promoters do not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid Promoters neither have representation on the Board of Directors of the Company nor hold any key Management position in the Company. The Company has not entered into any Shareholders Agreement with them. Further none of the aforesaid Promoters have got any veto Rights as to voting power or control of the Company. They do not have any Special Information Rights. The aforesaid Promoters have requested to the Company to reclassify them from being a “Promoter Category” to “Public Category” Shareholder of the Company. Thereafter, the Board of Directors resolved in the meeting to make an application under Regulation 31 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is in process of making an application with both Stock Exchanges (BSE and NSE) as on date of approval of this Director’s report for reclassification of promoter.

**E. DEACTIVATION AND REACTIVATION OF TRADING TERMINAL OF THE COMPANY:**

During the year, there was an instance where Company did not maintain minimum net-worth as per provision of Schedule VI of Securities and Exchange Board of India (Stock Brokers) Regulations, 1992. On Non - Maintenance of Minimum Net - worth as per provision of said Regulation, the Indian Commodity Exchange Limited and Metropolitan Stock Exchange of India Limited had temporary deactivated trading rights in Currency Derivatives Segment of Company and National Stock Exchange of India Limited had withdrawn trading rights of Company. Once the Company apprehend, the Company took requisite steps in order to comply the provision of afore-said regulations.

**F. OPENING OF BRANCH OFFICE:**

During the Year under review the Company had opened following Branch Offices:

<b>Sr. No.</b>	<b>Address</b>	<b>City</b>	<b>State</b>
1.	Flat No. 402 to 404, 4 <sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad - 500016.	Hyderabad	Telangana
2.	# 1258-59, 'B' Wing 14 <sup>th</sup> Floor, 'Mittal Tower' MG	Bangalore	Karnataka

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**FINANCIAL YEAR 2020-21**

	Road, Bangalore - 560001.		
3.	'Gokul Arcade' Municipal No 2 & 2A, Sardar Patel Road, Adyar, Chennai - 600020.	Chennai	Tamil Nadu
4.	"V-Square", 1 Floor Municipal Nos. 59A/21/13, High School Road, Patamata, Vijayawada - 520007.	Vijaywada	Andhra Pradesh
5.	B-322, Third Floor, Pacific Business Park, Plot No 37/1, Site IV Sahibabad Industrial Area, Ghaziabad-201010	Ghaziabad	Uttar Pradesh
6.	9-29-7 /3 Balaji Nagar Siripuram, Visakhapatnam - 530003	Visakhapatnam	Andhra Pradesh
7.	Unit No. 57B, 3 <sup>rd</sup> Floor, Sushmainfinium, Chandigarh, Ambala Highway, Zirakpur, Punjab-140603.	Chandigarh	Punjab

**28. 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.

**29. 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

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

**Date** : August 13, 2021

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**

**Managing Director**

**DIN: 07125471**

**Sd/-**

**Mr. Anil Thakur**

**Chairman**

**DIN: 08945434**

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**FINANCIAL YEAR 2020-21**

**ANNEXURE – A TO DIRECTORS’ REPORT**

**Information as per Section 134 (3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 and forming part of the Directors’ Report  
For the Year Ended 31<sup>st</sup> March, 2021.**

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**1. CONSERVATION OF ENERGY:**

Sr. No.	Particulars	Details
1.	Energy Conservation Measures taken by the Company	Nil
2.	Total energy consumption / Units Consumed	Nil
3.	Impact of above measures resulting in saving on account of units	Nil
4.	Natural ventilation equipment installed on the sheds to Conserve Energy	Nil
5.	Installed power factor control / capacitor banks to conserve energy	Nil

**2. RESEARCH AND DEVELOPMENT (R & D):**

Sr. No.	Particulars	Details
1.	Specific areas in which R & D carried out by the Company	Nil
2.	Benefits derived as a result of the above R & D	Nil
3.	Future plan of action	Nil
4.	Expenditure on R & D	Nil

**3. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION:**

Sr. No.	Particulars	Details
1.	Efforts, in brief, made towards technology absorption, adaptation and innovation	Nil
2.	Benefits derived as a result of the above efforts	Nil
3.	Future plan of action	Nil
4.	Expenditure on R & D	Nil

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**FINANCIAL YEAR 2020-21**

**4. FOREIGN EXCHANGE EARNINGS & OUTGO:**

Sr. No.	Particulars	Details
1.	Activities relating to exports	Nil
2.	Initiatives taken to increase exports	Nil
3.	Development of new export markets for products and services	Nil
4.	Export Plans	Nil
5.	Total foreign exchange used	Nil
6.	Total foreign exchange earned	Nil

**Place** : Hyderabad

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

**Date** : August 13, 2021

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**

**Managing Director**

**DIN: 07125471**

**Sd/-**

**Mr. Anil Thakur**

**Chairman**

**DIN: 08945434**

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

**ANNEXURE - B TO DIRECTORS' REPORT**  
**FORM AOC-2**

**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>Not Applicable</b>
2	Details of material contracts or arrangement or transactions at arm's length basis in the ordinary course of business.	<b>Not Applicable</b>

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

<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>
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	November 27, 2020	NA
GAYI ADI Holdings Private Limited (Earlier known as GAYI ADI Management and Trends Private Limited )	Inter Corporate Borrowings	Ongoing	The Company receives advances under head Business Advances	March 27, 2020	NA

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**FINANCIAL YEAR 2020-21**

GAYI ADI Capital Management Private Limited (GAYI ADI Hatcheries Private Limited)	Inter Corporate Borrowings	Ongoing	The Company receives advances under head Business Advances	January 22, 2021	NA
Mr. Vishnuvardhan Reddy Guntaka	Executive Director	Ongoing	NA	January 24, 2020	NA

**Place** : Hyderabad

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

**Date** : August 13, 2021

Sd/-

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

Sd/-

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

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

**ANNEXURE – C TO DIRECTORS' REPORT**  
**SECRETARIAL AUDIT REPORT**  
**FORM 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 2021**

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

Dear Sirs / Madam,

We 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 us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021, 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:

We 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, 2021, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) viz.,

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Share based Employee Benefit) Regulations, 2014; (Not applicable to the Company during the Audit Period)
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
- f. The Securities and Exchange Board of India (Registrars to an Issue Companies Act and Share Transfer Agents) Regulations, 1993 regarding the companies Act, and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period)
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period).
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

We further report that, 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:

We further report that, subject to our 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.

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

- 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 obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting, as represented by the Management. However, the records are to be updated regularly and no documentary evidence is seen during audit.
- 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.

We 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.

We further report that during the year under review,

- a. The company has applied for reduction of capital during the year which is under process with the authorities. As of preparing this report, there were Observation letters received from NSE & BSE and the Company has filed necessary application with National Company Law Tribunal for approval.
- b. During the year the Board of Directors in its meeting held on 27<sup>th</sup> November, 2020 decided to add two new promoters of the Company.
- c. The Company received approval from Bombay Stock Exchange (BSE) for Cash Segment (Deposit Based Member) w.e.f. Saturday, 14<sup>th</sup> November, 2020 under membership no. 6479.
- d. The Company has received approval for Algorithmic (Algo) Trading from National Stock Exchange of India Limited on 16<sup>th</sup> December, 2020.
- e. We rely on Statutory audit report for related party transactions and others matters in absence of Statutory Registers.

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.

Due to Covid-19 Pandemic, we could not verify some of the acknowledgments of Notice & Agendas and draft & signed minutes of Board & Committee meetings, circular resolutions and attendance Registers.

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

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

**For Diksha Pandey & Associates,  
Practising Company Secretaries,**

**SD/-**

**Diksha Pandey**

**M. No. : A60568**

**CP No : 24388**

**UDIN : A060568C000874843**

**Place : Satna**

**Date : 01-09-2021**

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

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

**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 2021**

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

Dear Sirs / Madam,

**Sub:** Annexure – I to the Secretarial Audit Report to your Company for the FY 2020-21.

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

**For Diksha Pandey & Associates,**  
**Practising Company Secretaries,**

**SD/-**

**Diksha Pandey**

**M. No. : A60568**

**CP No : 24388**

**UDIN : A060568C000874843**

**Place : Satna**

**Date : 01-09-2021**

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

**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 2021**

**LIST OF DOCUMENTS OBSERVATIONS BY US**

<b>Sr. No</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including Specific Clause)</b>	<b>Deviations</b>
1.	Schedule VI of Securities and Exchange Board of India (Stock Brokers) Regulations, 1992	Non - Maintenance of Minimum Net - worth / as per provision of said Regulation

**FOLLOWING ACTIONS TAKEN AGAINST LISTED ENTITY**

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>
1.	Indian Commodity Exchange Limited	Negative Net worth reported as on September 30, 2020.	Temporary Deactivation of trading rights is Currency Derivatives Segment of Company
2.	Metropolitan Stock Exchange of India Limited	Negative Net worth reported as on September 30, 2020.	Temporary Deactivation of trading rights is Currency Derivatives Segment of Company
3.	National Stock Exchange of India Limited	Negative Net worth reported as on September 30, 2020.	Withdrawal of trading rights of Company

**NOTES:**

- NSE has issued a letter dated 03.09.2019 seeking clarification about the difference in shareholding pattern submitted for the quarter ended 30.06.2019 which was duly addressed by the Company.
- Secretarial Annual Compliance Report must be updated on Website for Financial Year 2018-19 and 2019-20.
- Name of Mr. Parameshwar Botla and Mr. Anil Thakur, Independent Directors of the Company have not been included in data bank of Independent Director pursuant to the provision of Section 150 of Companies Act, 2013 read with rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014.

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

**For Diksha Pandey & Associates,  
Practising Company Secretaries,**

**SD/-**

**Diksha Pandey**

**M. No.** : A60568

**CP No** : 24388

**UDIN** : A060568C000874843

**Place** : Satna

**Date** : 01-09-2021

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**ANNEXURE – D TO DIRECTORS' REPORT**  
**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 2021**

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We, Diksha Pandey & Associates, Practising Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by M/s. **STAMPEDE CAPITAL LIMITED** (CIN: L67120TG1995PLC020170) having its Registered Office at 402 to 404, 4<sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, 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;  
**Note: Secretarial Annual Compliance Report must be updated on Website for Financial Year 2018-19 and 2019-20.**
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2021 (“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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Stock - Brokers and Sub - Brokers) Regulations, 1992;

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- f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 - **No such cases**
- g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **No such cases**
- h) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **No such cases.**
- i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **No such cases**
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **No such cases**
- k) SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013- **No such cases**
- l) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016- **No such cases**
- m) SEBI (Investor Protection and Education Fund) Regulations, 2009 – **No such cases**  
And circulars/ guidelines issued there under;

And based on the above examination, we 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
2.	Schedule VI of Securities and Exchange Board of India (Stock Brokers) Regulations, 1992	Non - Maintenance of Minimum Net - worth / as per provision of said Regulation	During the year, there was an instance where Company did not maintain minimum net-worth. We are informed that the Company has been in regular compliance of the said provision and thus maintaining positive net-worth since then.

- 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;

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
4.	Indian Commodity Exchange Limited	Negative Net worth reported as on September 30, 2020.	Temporary Deactivation of trading rights is Currency Derivatives Segment of Company	Nil
5.	Metropolitan Stock Exchange of India Limited	Negative Net worth reported as on September 30, 2020.	Temporary Deactivation of trading rights is Currency Derivatives Segment of Company	Nil
6.	National Stock Exchange of India Limited	Negative Net worth reported as on September 30, 2020.	Withdrawal of trading rights of Company	Nil

**Note:** NSE has issued a letter dated 03.09.2020 seeking clarification about the difference in the shareholding pattern submitted for the quarter ended 30.06.2020 which was duly addressed by the company.

- 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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Nil	Director Disqualification Certificate pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,	The Company has rectified its mistake by taking Director Disqualification Certificate from M/s. Kota & Associates, Practising	The Company has rectified the same.

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

		2015 not included in the Annual Report for Financial 2018-19.	Company Secretary. However, the Company shall attach Director Disqualification Certificate as an Exhibit – B of Corporate Governance Report forms part of this Annual Report.	
2.		Details of Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part were not mentioned in Annual Report pursuant to Schedule V Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has rectified its mistake by giving said details in an Annual Report for the Financial Year 2019-20.	The Company has rectified the same.

e) Any other information:

- As per the documents provided by the Management, it is observed that the Company has applied for Scheme of Reduction of Capital which is under process.
- During the year, the Company had received show cause notice from Member and Core Settlement Guarantee Fund Committee constituted by Board of Directors of National Stock Exchange of India Limited.

**(Link: <https://www.bseindia.com/xml-data/corpfilings/AttachLive/f741f9c1-ee0c-4ee8-906d-e7f7762ffa9c.pdf>)**

**For Diksha Pandey & Associates,  
 Practising Company Secretaries,**

Sd/-

**Diksha Pandey**

**M. No. : A60568**

**CP No : 24388**

**UDIN : A060568C000556888**

**Place : Satna**

**Date : 30-06-2021**

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

### FINANCIAL YEAR 2020-21

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

#### **CORPORATE GOVERNANCE REPORT**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2021, 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, 2021.

#### **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.

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.

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, 2021. As on March 31, 2021, the Company has Non Executive Chairman and more than 50% of the Board consisting of Non-Executive Directors. As on March 31, 2021 the Company has 6 (Six) Directors. Among the 6 Directors, the Company has a 2 (Two) Executive

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

### FINANCIAL YEAR 2020-21

Directors, 2 (Two) Non-Executive Directors including onewoman Director and 2 (Two) 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, 2021 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)	5	Nil	Nil
2.	Mr. Anil Thakur	Non-Executive Chairman (Independent Director)	1	1	2
3.	Mr. Srinivas Maya	Executive (Whole Time Director)	1	Nil	Nil
4.	Mr. Parameshwar Botla	Non-Executive (Independent Director)	1	2	2
5.	Mr. Naveen Parashar	Non-Executive Non-Independent Director	2	Nil	3
6.	Mrs. Shaik Haseena	Non-Executive Non-Independent Director	5	Nil	Nil

Category	No. of Directors	% of Total Board
Managing Director (Executive)	01	16.67
Whole Time Director (Executive)	01	16.67
Non-Executive and Independent Director	2	33.33
Non-Executive and Non-Independent Director	2	33.33

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<b>Total</b>	<b>06</b>	<b>100%</b>
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**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 2020-21, 10 (Ten) Meetings of Board of Directors were held on June 16, 2020, June 30, 2020, August 25, 2020, September 09, 2020, November 12, 2020, November 13, 2020, November 25, 2020, November 27, 2020, February 10, 2021 and March 10, 2021. 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 December 29, 2020.

**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. Parames hwarBot la	Mr. Naveen Parashar	Mrs. Shaik Haseena
<b><u>Board Meeting</u></b>						
June 16, 2020	NA	NA	P	NA	NA	NA
June 30, 2020	NA	NA	P	NA	NA	NA

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August 25, 2020	NA	NA	P	NA	NA	NA
September 09, 2020	NA	NA	P	NA	NA	NA
November 12, 2020	P	NA	P	P	NA	NA
November 13, 2020	P	NA	P	P	P	P
November 25, 2020	P	NA	P	P	A	P
November 27, 2020	P	P	P	P	A	P
February 10, 2021	P	P	P	P	A	P
March 10, 2021	P	P	P	P	A	P
<b>Annual General Meeting</b>						
December 29, 2020	P	P	P	P	P	A

Dates on which the Meetings were held	Attendance of Directors					
	Mr. Sudheer Vegi	Mr. Vishnuvardhan Reddy Guntaka	Mr. Chukka Siva Satya Srinivas	Mr. Satya Srikanth Karaturi	Mr. Venkata KrishnayaNekkanti	Mrs. Chukka Lakshmi
<b>Board Meeting</b>						
June 16, 2020	P	P	P	P	P	P
June 30, 2020	P	P	P	P	P	P
August 25, 2020	P	NA	P	P	P	P
September 09, 2020	P	NA	P	P	P	P
November 12, 2020	NA	NA	NA	NA	NA	NA
November 13, 2020	NA	NA	NA	NA	NA	NA
November 25, 2020	NA	NA	NA	NA	NA	NA
November 27, 2020	NA	NA	NA	NA	NA	NA
February 10, 2021	NA	NA	NA	NA	NA	NA
March 10, 2021	NA	NA	NA	NA	NA	NA
<b>Annual General Meeting</b>						
December 29, 2020	NA	NA	NA	NA	NA	NA

**NA: Not Applicable.**

- Mr. Anil Thakur and Mr. Parameshwar Botla was appointed as Non-Executive Independent Director of the Company w.e.f. November 12, 2020
- Mr. Naveen Parashar and Mrs. Shaik Haseena was appointed as Non-Executive Director of the Company w.e.f. November 13, 2020
- Mr. Jonna Venkata Tirupati Rao was appointed as Managing Director of the Company w.e.f. November 27, 2020.

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### **FINANCIAL YEAR 2020-21**

- *Mr. Vishnuvardhan Reddy Guntaka resigned from the directorship of the Company w.e.f. July 16, 2020.*
- *Mr. Venkata Krishnayya Nekkanti, Mrs. Chukka Lakshmi and Mr. Chukka Siva Satya Srinivas resigned from the directorship of the Company w.e.f. November 11, 2020.*
- *Mr. Sudheer Vegi and Mr. Satya Srikanth Karaturi resigned from the directorship of the Company w.e.f. November 12, 2020.*

#### **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.
- All divisions / departments in the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/ approval/ decision in the board/ committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the agenda for the board meetings. The agenda papers are prepared by the concerned officials of the respective department and are approved by the Chairman.
- 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.
- 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 51 years, s/o Mr. Iylaiah Maya is a graduate in Master of Business Administration and LLB.

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### FINANCIAL YEAR 2020-21

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, 2021.

Table showing name of Unlisted Companies in which Mr. Srinivas Maya is director as on March 31, 2021:

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

Table showing name of Listed Company in which Mr. Srinivas Maya is director as on March 31, 2021:

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, 2021:

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

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

Mr. Jonna Venkata Tirupati Rao (DIN: 07125471) aged 42 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

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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 95,725 Equity Shares with Differential Voting Rights as on March 31, 2021.

Table showing name of Unlisted Companies in which Mr. Jonna Venkata Tirupati Rao is director as on March 31, 2021:

Sr. No.	Name of the Unlisted Company	Category of Directorship
1.	GAYI ADI ENTERPRISES LIMITED	Director
2.	GAYI ADI HOLDINGS PRIVATE LIMITED	Director
3.	GAYI ADI CAPITAL MANAGEMENT PRIVATE LIMITED	Director
4.	JVTR CONSULTANTS (OPC) PRIVATE LIMITED	Director

Table showing name of Listed Company in which Mr. Jonna Venkata Tirupati Rao is director as on March 31, 2021:

Sr. No.	Name of the Listed Company	Category of Directorship
	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, 2021:

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

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

Mr. Anil Thakur (DIN: 08945434) aged 50 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

## 26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY FINANCIAL YEAR 2020-21

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 31<sup>st</sup> March, 2021.

Table showing name of Unlisted Companies in which Mr. Anil Thakur is director as on March 31, 2021:

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, 2021:

Sr. No.	Name of the Listed Company	Category of Directorship
	STAMPEDE CAPITAL LIMITED	Independent Director

Table showing Name of the Companies in which Mr. Anil Thakur is a member of the Committee of the Board as on March 31, 2021:

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 52 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.

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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, 2021.

Table showing name of Unlisted Companies in which Mr. Parameshwar Botla is director as on March 31, 2021:

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, 2021:

Sr. No.	Name of the Listed Company	Category of Directorship
	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, 2021:

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 38 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 Share khan 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 Annual General Meeting held on December 29, 2020.

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At present Mr. Naveen Parashar is Non-Executive Director of the Company and he was not holding any Shares as on March 31, 2021.

Table showing name of Unlisted Companies in which Mr. Naveen Parashar is director as on March 31, 2021:

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, 2021:

Sr. No.	Name of the Listed Company	Category of Directorship
	STAMPEDE CAPITAL LIMITED	Non-Executive 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, 2021:

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

### **F. MRS. SHAIK HASEENA:**

Mrs. Shaik Haseena (DIN: 08141400) aged 40 years, d/o Mr. Sameb Nabi. Mrs. Shaik Haseena. She has pursued her Masters degree in BA (Finance) as specialization from Nagarjune University. She also pursued 2 years diploma in textile and fashion designing 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, 2021.

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Table showing name of Unlisted Companies in which Mrs. Shaik Haseena is director as on March 31, 2021:

Sr. No.	Name of the Unlisted Company	Category of Directorship
1.	HASEENARAO APPAREL (OPC) PRIVATE LIMITED	Director
2.	GAYI ADI ENTERPRISES LIMITED	Director
3.	GAYI ADI HOLDINGS PRIVATE LIMITED	Director
4.	GAYI ADI CAPITAL MANAGEMENT PRIVATE LIMITED	Director

Table showing name of Listed Company in which Mrs. Shaik Haseena is director as on March 31, 2021:

Sr. No.	Name of the Listed Company	Category of Directorship
	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, 2021:

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

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

Also, 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.

### 9. NUMBER OF SHARES & CONVERTIBLE INSTRUMENTS HELD BY DIRECTORS AS ON MARCH 31, 2021 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)	Equity: 37,81,673 DVR: 95725
Mr. Anil Thakur	Non-Executive Chairman (Independent Director)	Equity: Nil DVR: Nil
Mr. Srinivas Maya	Executive (Whole Time Director)	Equity: Nil DVR: Nil
Mr. Parameshwar Botla	Non-Executive (Independent Director)	Equity: Nil DVR: Nil
Mr. Naveen Parashar	Non-Executive Non-Independent Director	Equity: Nil DVR: Nil
Mrs. Shaik Haseena	Non-Executive Non-Independent Director	Equity: Nil DVR: Nil

### 10. REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR DURING THE FINANCIAL YEAR 2020-21:

During the year Mr. Chukka Siva Satya Srinivas, Mr. Satya Srikanth Karaturi, Mr. Venkata Krishnayya Nekkanti and Mrs. Chukka Lakshmi, Independent Directors resigned from the Company during the year 2020-21 due to pre-occupation. The said Independent Directors have confirmed to the Company that there are no material reasons for their resignation.

### 11. 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.

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,

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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, 2021 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	Yes	Yes	Yes	Yes	Yes	Yes
Experience of crafting Business Strategies	Yes	Yes	Yes	Yes	Yes	Yes
Understanding of Consumer and Customer Insights in diverse environments and conditions	Yes	Yes	Yes	Yes	Yes	Yes
Finance & Accounting Experience	Yes	Yes	Yes	No	Yes	No
Experience in overseeing large and complex Supply Chain	Yes	Yes	Yes	Yes	Yes	Yes
Understanding use of Digital / Information Technology	Yes	Yes	Yes	Yes	Yes	Yes
Experience of Large companies & understanding of the changing regulatory landscape	Yes	No	Yes	Yes	Yes	No
Communication & Negotiation Skill	Yes	Yes	Yes	Yes	Yes	Yes

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12. **COMMITTEES OF THE BOARD:** Currently the Company is having 5 committees of the Board:

- A. Audit Committee.
- B. Stakeholders Relationship Committee.
- C. Nomination and Remuneration Committee.
- D. Internal Complaint Committee.
- E. Inquiry 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, 2021. 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, 2021:

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
Mr. Naveen Parashar	Member (November 13, 2020)	Non-Executive Director

**ii) CHANGE IN COMPOSITION:**

1. Mr. Chukka Siva Satya Srinivas has ceased to be the member of the committee on 11.11.2020 due to cessation of his directorship
2. Mr. Venkata Krishnayya Nekkantih as ceased to be the member of the committee on 11.11.2020 due to cessation of his directorship.
3. Mr. Satya Srikanth Karaturi has ceased to be the member of the committee on 12.11.2020 due to cessation of his directorship.
4. Mr. Srinivas Maya was appointed as Member of the Committee on 12.11.2020 and he has resigned from the Committee as on 13.11.2020. He has attended meeting of the Committee held on 13.11.2020.

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#### 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.stampedecap.com/static/composition-of-committee.aspx>

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

The committee met 4 (Four) times during the Financial Year 2020-21 held on June 30, 2020, September 09, 2020, November 13, 2020 and February 10, 2021. 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. Chukka Siva Satya Srinivas	Mr. Venkata Krishnayya Nekkanti	Mr. Satya Srikanth Karaturi	Mr. Parmeshwar Botla	Mr. Anil Thakur	Mr. Naveen Parashar
June 30, 2020	P	P	P	NA	NA	NA
September 09, 2020	P	P	P	NA	NA	NA
November 13, 2020	NA	NA	NA	P	P	P
February 10, 2021	NA	NA	NA	P	P	A

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.

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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, 2021:

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

### ii) CHANGE IN COMPOSITION:

1. Mr. Chukka Siva Satya Srinivas has ceased to be the member of the committee on November 11, 2020 due to cessation of his directorship.
2. Mr. Venkata Krishnayya Nekkanti as ceased to be the member of the committee on November 11, 2020 due to cessation of his directorship.
3. Mr. Srinivas Maya has ceased to be the member of the committee on November 13, 2020.

### 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 March 10, 2021 is as follows:

Dates on which the Meetings were held	Attendance of Members					
	Mr. Chukka Siva Satya Srinivas (Chairman)	Mr. Srinivas Maya	Mr. Venkata Krishnayya Nekkanti	Mr. Parmeshwar Botla	Mr. Naveen Parashar	Mr. Anil Thakur
March 10, 2021	NA	NA	NA	P	P	A

### v) COMPLIANCE OFFICER:

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Mr. Abhishek Jain, Company Secretary appointed as Compliance Officer on June 16, 2020. Required under Regulation 6 of the SEBI (LODR) Regulations, 2015 ("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 2020-21, the status of Compliant is as follows:

No. of Investor complaints pending at the beginning of the Year	No. of Investor complaints received during the Year	No. of Investor complaints disposed of during the Year	No. of Investor complaints unresolved at the end of the Year
0	2	2	0

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 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, 2021. 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

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Mr. Naveen Parashar	Member (November 13, 2020)	Non-Executive Director
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### ii) CHANGE IN COMPOSITION:

1. Mr. Chukka Siva Satya Srinivas has ceased to be the member of the committee on 11.11.2020 due to cessation of his directorship
2. Mr. Venkata Krishnayya Nekkanti has ceased to be the member of the committee on 11.11.2020 due to cessation of his directorship.
3. Mr. Satya Srikanth Karaturi has ceased to be the member of the committee on 12.11.2020 due to cessation of his directorship.
4. Mr. Srinivas Maya was appointed as Member of the Committee on 12.11.2020 and he has resigned from the Committee as on 13.11.2020. he has attended meeting of the Committee held on 13.11.2020.

### 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;
  - 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 Company has not paid any remuneration to Non-Executive Directors during the Financial Year 2020-21.
- 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:

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Three Meetings of the Nomination and Remuneration Committee were held during the Financial Year 2020-21 i.e., on June 16, 2020, November 13, 2020 and November 27, 2020.

Dates on which the Meetings were held	Attendance of Members					
	Mr. Chukka Siva Satya Srinivas	Mr. Venkata Krishnayya Nekkanti	Mr. Satya Srikanth Karaturi	Mr. Parmeshwar Botla	Mr. Anil Thakur	Mr. Naveen Parashar
June 16, 2020	P	P	P	NA	NA	NA
November 13, 2020	NA	NA	NA	P	P	P
November 27, 2020	NA	NA	NA	P	P	A

#### 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:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				<u>Total Amount</u>
		Mr. Jonna Venkata Tirupati Rao	Mr. Srinivas Maya	Mr. Sudheer Vegi*	Mr. Vishnuvardhan Reddy Guntaka*	
1.	Gross salary	50,00,000	10,00,000	7,00,000	-	67,00,000
	(a) Salary as per provisions contained in section 17(1) of	-	-	-	-	-

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	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	30,00,000	4,00,000	-	-	34,00,000
	Total (A)	80,00,000	14,00,000	7,00,000	-	1,01,00,000

*\*Resigned W.e.f. 12.11.2020*

*\*\* Resigned W.e.f. 16.07.2020*

Sr. No.	Particulars of Remuneration					Total Amount
1.	Independent Directors	Mrs. Chukka Lakshmi*	Mr. Venkata Krishnayya Nekkanti**	Mr. Satya Srikanth Karaturi** *	Mr. Chukka Siva Satya Srinivas* ***	
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-

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	Total (1)	-	-	-	-	-
2.	Other Non-Executive Directors	Mr. Naveen Parashar	Mrs. Shaik Haseena	-	-	-
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others Professional Consultancy Fees	34,22,000	-	-	-	34,22,000
	Total (2)	34,22,000	-	-	-	34,22,000
3.	<b>Total (3)=(1+2)</b>	<b>34,22,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>34,22,000</b>

\* Resigned W.e.f. 11.11.2020

\*\* Resigned W.e.f. 11.11.2020

\*\*\* Resigned W.e.f. 12.11.2020

\*\*\*\* Resigned W.e.f. 11.11.2020

Particulars of Remuneration			Total Amount
Independent Directors	<b>Mr. Parmeshwar Botla</b>	<b>Mr. Anil Thakur</b>	
Fee for attending Board / Committee Meetings	-	-	-
Commission	-	-	-
Others, please specify	-	-	-
Total (1)	-	-	-

Sr. No.	Particulars of Remuneration	Name of KMPs			
		Company Secretary & Compliance Officer	CFO	CFO	Total
		<b>Abhishek Jain</b>	<b>Renduchintala Sri Naga Satya Venkata Jagannadha Prasad</b>	<b>Mr. Prathipati Parthasarathi*</b>	

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1.	Gross salary	4,19,536	10,00,000		-
	(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, please Specify	-	-		-
	Total	<b>4,19,536</b>	<b>10,00,000</b>		<b>14,19,536</b>

\* Resigned W.e.f. 11.11.2020

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;

**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 has been as per appointment letter issued to them.

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**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 2020-21.

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

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

During the Financial Year 2020-21, the Company has not received any complaints on sexual harassment and hence no complaints remain pending as of March 31, 2021.

The Company had constituted a committee called as Internal Complaint Committee for prevention and prohibition of Sexual Harassment of woman at workplace which consists of following members:

Sr. No.	Name of Members	Designation
1.	Ms. Jayanti Satyam	Presiding Officer / External Member
2.	Mr. Srinivas Maya	Member (Whole Time Director)
3.	Mr. Sri Nagesh	Member
4.	Ms. Gunisha Malhotra	Member
5.	Mrs. Shaik Haseena	Member (Non-Executive Director)

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>

#### **E. INQUIRY COMMITTEE:**

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

The Board of Directors of the company has constituted the Inquiry Committee pursuant to the provision of the SEBI (Prohibition of Insider Trading) Regulations, 2015 which shall

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discharge its functions to assist the Board of Directors to enquire into Leak and Suspected Leak of UPSI Company.

The Inquiry Committee is constituted with the following Members:

Name of the Member	Status & Category	Director Category
Mr. Srinivas Maya	Chairman & Member	Whole Time Director
Mr. SNSV JAGANNATHA Prasad Renduchintala	Member	Chief Financial Officer

### 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>

### 13. 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
2017-18	September 28, 2018	Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhura Nagar, Hyderabad-500038	10.30 A.M.	-
2018-19	September 28, 2019	Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhura Nagar, Hyderabad-500038	10.00 A.M.	2*
2019-20	December 29, 2020	402 to 404, 4 <sup>th</sup> Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad, Telangana, 500016 India	09.00 A.M.	4#

\* 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.

#### B. EXTRA ORDINARY GENERAL MEETINGS:

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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 not conducted any Extra Ordinary General Meeting.

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

The Company had not conducted Postal Ballot during the Financial Year.

## **14. 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 Exchange or SEBI or any statutory authority on any matter relating to the capital markets during the last three years. Also no Penalty has been levied by regulators under Companies Act, 2013 and the same has been evident from MGT – 9 which forms part of Board Report.

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

The matter has been set out in Directors' Report.

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

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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.

**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. Navitha and & Associates, Chartered Accountants (ICAI Firm Registration No. 012026S and Membership No. 221085) 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. 1,15,000/-and for the Financial Year 2020-21.

**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

## **26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY** **FINANCIAL YEAR 2020-21**

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.

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

During the year 2020-21, the Company has not raised any amount through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

**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. The Company also has an Internal Committee comprising of two male and two female members. 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:**

The Company had no Subsidiary during the Financial Year 2020-21, hence reporting under said clause is not applicable.

**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:**

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During the year 2020-21, all the suggestions /recommendations of all the committees of the Board, have been accepted by the Board of Directors.

### **15. DISQUALIFICATION / DEBAR OF DIRECTORS OF THE COMPANY:**

A Certificate dated September 04, 2021 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 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.

### **16. 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, 2021 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.

### **17. 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.

### **18. 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.

### **19. MEANS OF COMMUNICATION:**

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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.

The quarterly, half-yearly and annual results were published in daily Newspapers which included Business Standard / Financial Express Nava Telangana & the Regional Language Newspapers. The same were sent to Stock Exchanges are promptly filed on BSE Listing Centre and NEAPS (NSE Electronic Application Processing System).

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 Company's website [www.stampedecap.com](http://www.stampedecap.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.

### **20. GENERAL SHAREHOLDER INFORMATION:**

#### **a) DETAILS OF AGM OF 2020-21:**

**Date** : September 30, 2021

**Time** : 03:00 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.

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

April 1, 2020 to March 31, 2021.

The current financial year of the Company is March 31, 2021.

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

Bombay Stock Exchange	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers Dalal Street	Exchange Plaza Block G, C 1, Bandra Kurla

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### FINANCIAL YEAR 2020-21

Mumbai- 400001, Maharashtra, India  Phones : 91-022-22721233 / : 91-22-66545695	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 2020-21.

**d) DATE OF BOOK CLOSURE:**

Friday, September 24, 2021 to Thursday, September 30, 2021(Both days inclusive)

**e) FINANCIAL CALENDAR (2020-21):**

First Quarterly Results	September 09, 2020
Second Quarterly Results	November 13, 2020
Third Quarterly Results	February 10, 2021
Financial Year ending	June 29, 2021

**f) (TENTATIVE) RESULTS FOR FINANCIAL YEAR 2021-22:**

June 30, 2020	August 14, 2021
September 30, 2020	November 14, 2021
December 31, 2020	February 14, 2022
March 31, 2021	May 29, 2022
Annual General Meeting	September 30, 2022

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

During the year 2020-21, the Company's securities have not been suspended from trading on NSE and BSE Limited.

**h) 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

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### FINANCIAL YEAR 2020-21

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

Not Applicable

**j) 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, 2021.

Details of No. of shares held in dematerialized and physical mode as on March 31, 2021:

**EQUITY:**

Particulars	No. of Shares	% of Total issued Capital
Held in Dematerialized form in CDSL	14,32,49,809	62.56
Held in Dematerialized form in NSDL	8,52,07,331	37.20
Physical Form	5,54,060	0.24
<b>Total</b>	<b>22,90,11,200</b>	<b>100.00</b>

**DVR:**

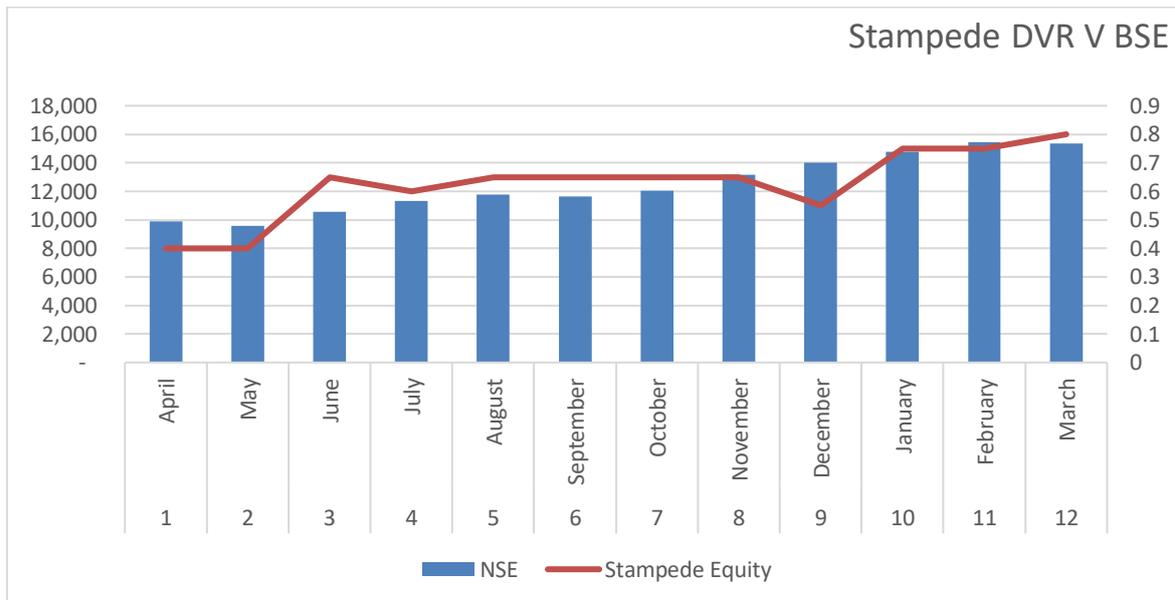
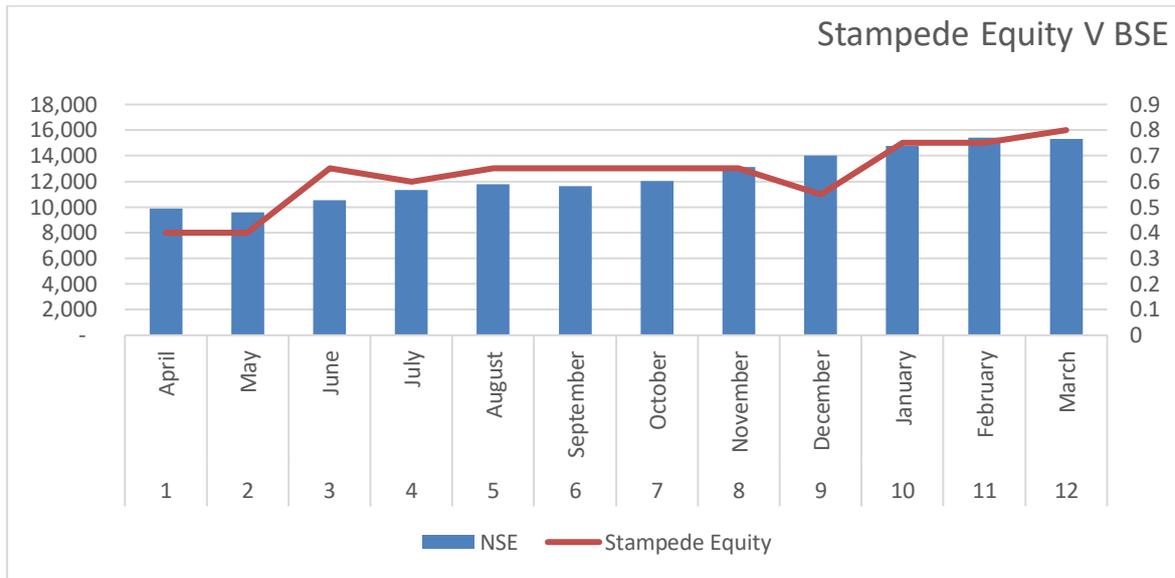
Particulars	No. of Shares	% of Total issued Capital
Held in Dematerialized form in CDSL	3,76,47,771	65.75
Held in Dematerialized form in NSDL	1,93,23,536	33.76
Physical Form	2,81,493	0.49
<b>Total</b>	<b>5,72,52,800</b>	<b>100.00</b>

**k) PERFORMANCE IN COMPARISON TO BROAD BASED INDICES (SUCH AS SENSEX & NIFTY):**

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

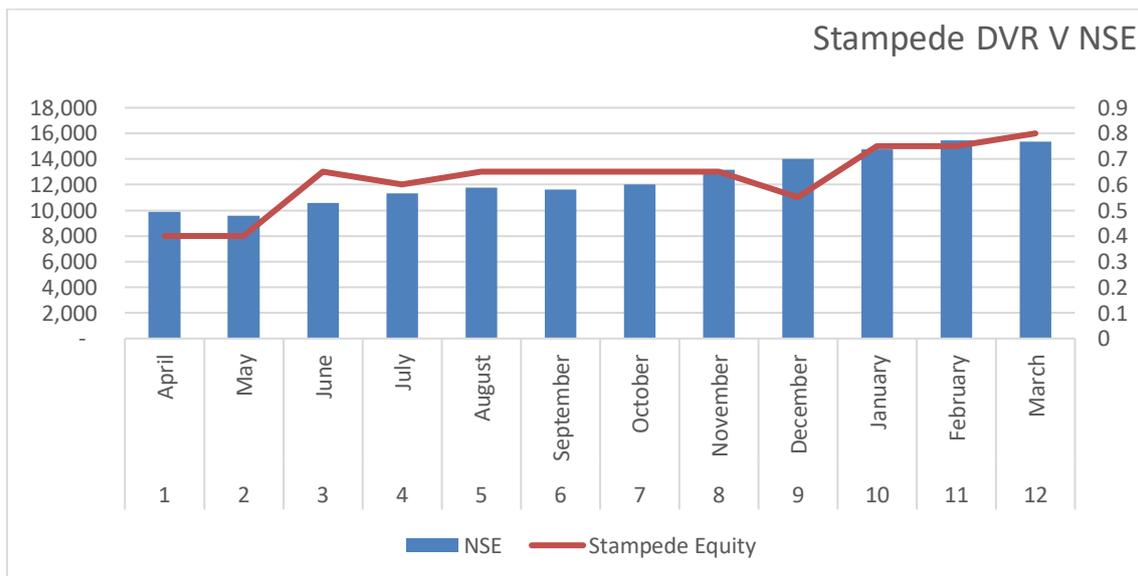
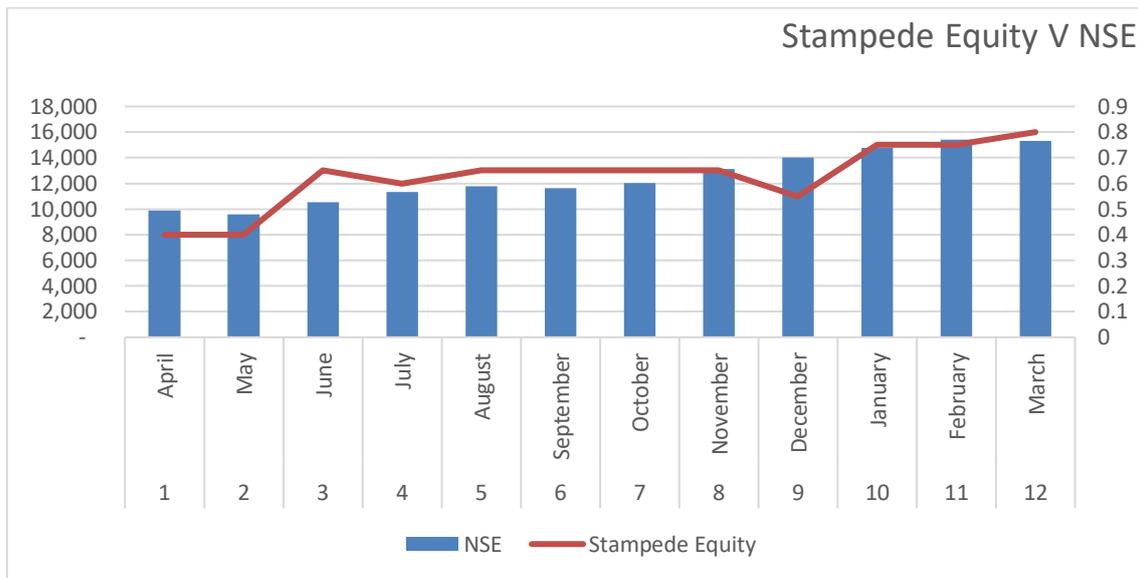
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(Source: BSE website & NSE Website)

#### **1) HIGH/LOW OF MARKET PRICE OF COMPANY'S SHARES TRADED ON THE BOMBAY STOCK EXCHANGE (BSE) UP-TO MARCH 31, 2021:**

##### **EQUITY:**

Month (April 2020 to March 2021)	BSE		NSE	
	High (Rs)	Low(Rs)	High (Rs)	Low(Rs)
April	0.4	0.33	0.40	0.30
May	0.42	0.33	0.40	0.30
June	0.52	0.37	0.65	0.35

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July	0.52	0.5	0.60	0.50
August	0.58	0.5	0.65	0.50
September	0.58	0.56	0.65	0.60
October	0.61	0.56	0.65	0.55
November	0.61	0.58	0.65	0.55
December	0.6	0.54	0.55	0.40
January	0.69	0.6	0.75	0.55
February	0.69	0.69	0.75	0.75
March	0.72	0.69	0.80	0.75

*(Source: BSE website & NSE Website)*

#### DVR:

Month (April 2020 to March 2021)	BSE		NSE	
	High (Rs)	Low(Rs)	High (Rs)	Low(Rs)
April	0.25	0.19	0.30	0.15
May	0.29	0.25	0.40	0.25
June	0.38	0.3	0.15	0.30
July	0.75	0.39	1.70	1
August	1.81	0.78	1.70	0.85
September	1.81	1.33	1.80	1.30
October	1.82	1.21	1.70	1.20
November	1.67	1.2	1.60	1.20
December	1.61	1.2	1.60	1.20
January	2.13	1.26	2.00	1.25
February	3.02	1.52	2.80	1.65
March	2.12	1.58	2.80	1.65

*(Source: BSE website & NSE Website)*

#### **m) INVESTOR SERVICES:**

The Company has appointed **M/S. Venture Capital and Corporate Investment 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.

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**Details of M/S. Venture Capital and Corporate Investment 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

**n) 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>	+91-40-69086900/84

**o) PLANT LOCATION:**

Not Applicable

**p) SHARE TRANSFER SYSTEM:**

All the transfers received are processed by Registrar and Transfer Agents. Share transfers are registered and returned within maximum of 21 days 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.

**q) DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2021:**

**EQUITY:**

Range (In Rs.)	Total Holders	% of Total Holders	Total Holding in Rupees	% of Total Capital
1 – 5000	10273	81.86	11006629	4.81
5001 – 10000	828	6.6	6603078	2.88
10001 – 20000	538	4.29	8065860	3.52
20001 – 30000	256	2.04	6519823	2.85
30001 – 40000	120	0.96	4271207	1.87
40001 – 50000	99	0.79	4627454	2.02
50001 – 100000	177	1.41	13535509	5.91
100001 and above	258	2.06	174381640	76.15
<b>Total</b>	<b>12549</b>	<b>100</b>	<b>229011200</b>	<b>100</b>

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### FINANCIAL YEAR 2020-21

#### DVR:

Range (In Rs.)	Total Holders	% of Total Holders	Total Holding in Rupees	% of Total Capital
1 – 5000	7786	91.68	4460211	7.79
5001 – 10000	267	3.14	2093911	3.66
10001 – 20000	167	1.97	2434942	4.25
20001 – 30000	82	0.97	2023651	3.53
30001 – 40000	28	0.33	978792	1.71
40001 – 50000	34	0.4	1638137	2.86
50001 – 100000	63	0.74	4465556	7.8
100001 and above	66	0.78	39157600	68.39
<b>Total</b>	<b>8493</b>	<b>100</b>	<b>57252800</b>	<b>100</b>

#### r) SHAREHOLDING PATTERN AS ON MARCH 31, 2021:

#### EQUITY:

Category	No. of Shareholders	No. of Shares	% of Shareholding
Promoters/Directors/Directors Relative	4	4,27,81,673	18.68
Mutual Funds	1	97,000	0.04
Foreign Portfolio Investors	2	35,36,552	1.54
Resident Individuals <b>up to Rs. 2 Lacs</b>	12062	63457387	27.71
Resident Individuals <b>excess of Rs. 2 Lacs</b>	105	64219288	28.04
Bodies Corporate	167	52016565	22.71
Clearing Member	7	69057	0.03
NRIs	137	2833142	1.24
Trust	1	536	0.00
<b>Total</b>	<b>12482</b>	<b>22,90,11,200</b>	<b>100</b>

#### DVR:

Category	No. of Shareholders	No. of Shares	% of Shareholding
Promoters/Directors/Directors Relative	4	2,44,95,975	42.79
Mutual Funds	1	24,250	0.04
Foreign Portfolio Investors	3	10,04,750	1.75
Resident Individuals <b>up to Rs. 2 Lacs</b>	8866	20240657	35.35

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Resident Individuals <b>excess of Rs. 2 Lacs</b>	14	5216669	9.11
Bodies Corporate	133	5671930	9.91
Clearing Member	29	115577	0.20
NRIs	106	482867	0.84
Trust	1	125	0.0
<b>Total</b>	<b>9157</b>	<b>5,72,52,800</b>	<b>100</b>

s) **UNCLAIMED DIVIDEND:**

Not Applicable.

t) **ADDRESS FOR CORRESPONDENCE:**

<b>Stampede Capital Limited</b>	<b>M/S. VENTURE CAPITAL AND CORPORATE INVESTMENT 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> +91-40-69086900/84	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>

u) **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.

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**FINANCIAL YEAR 2020-21**

**v) AUDIT QUALIFICATION:**

No observations or qualifications were made in the Auditor's Report for the financial year 2020-21.

**Place** : Hyderabad

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

**Date** : August 13, 2021

**Sd/-**

**Mr. Jonna Venkata Tirupati Rao**

**Managing Director**

**DIN: 07125471**

**Sd/-**

**Mr. Anil Thakur**

**Chairman**

**DIN: 08945434**

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

**EXHIBIT - A (CORPORATE GOVERNANCE REPORT)**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

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

We have examined the compliance of conditions of Corporate Governance by Stampede Capital Limited ("The Company"), for the year ended on March 31, 2021 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, 2021.

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 NAVITHA AND ASSOCIATES**

Chartered Accountants

Firm Registration No: 012026S

**Sd/-**

**Navitha. K**

Proprietor

**Membership No:**221085

**Place:** Hyderabad

**Dated:** 29.06.2021

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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**

**STAMPEPE 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 **STAMPEPE 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.

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 officers, 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, 2021** 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. 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 : A061727C000896761**

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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 2020-21.

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** : August 13, 2021

**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**

**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, 2021 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 : 08679514**

**Place : Hyderabad**

**Date : June 29, 2021**

**Sd/-**

**Mr. Renduchintala Sri Naga Satya Venkata**  
**Jagannadha Prasad**

**Chief Financial Officer**

**Place : Hyderabad**

**Date : June 29, 2021**

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

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

A visible flattening of the COVID-19 curve universally, along with rapid vaccination, lend hopes of an eventual end to this health and economic crisis. Additional policy measures announced at the end of CY2020-notably in the United States and Japan-are expected to provide further support in CY2021. As per IMF, despite the uncertainty, the global economy is projected to grow by 6.0% in CY2021 and 4.4% in CY2022. The rebound has been relatively faster in several Emerging Market (EM) economies. Activity moved above pre-pandemic levels in China, India and Turkey; helped by strong fiscal and quasi-fiscal measures and a recovery in manufacturing and construction, stated the Organization for Economic Co-operation and Development (OECD) in its interim economic assessment. However, new mutants of the COVID-19 virus, second and possible third wave of infection, renewed lockdowns in many countries and uneven access to vaccines across countries continue to weigh on the outlook and may delay the economic recoveries.

The recently approved USD 1.9 trillion fiscal stimulus bill in the United States, which comes in addition to the USD 3 trillion fiscal stimulus package announced in 2020, will further support US and global economic growth. In addition, the ongoing recovery in Asian economies will support the global recovery.

Resurgence of COVID-19 cases, imposition of strict lockdowns in major states and slower than expected pace of vaccinations have darkened prospects of a nascent economic recovery and accentuated business uncertainty. Although the vaccination drive has raised hopes of a turnaround in the pandemic later this year, the second wave of COVID-19 in April 2021 and new variants has intensified in metros/cities, and has spread rapidly across states, regions and into rural areas. Economy indicators moderated in April and May 2021, as many states-imposed restrictions to arrest the renewed surge in infections. This will result in delay in economic recovery and further normalization would be subject to building of strong herd immunity in India. However, compared to the first wave, there are a couple of mitigating factors. Export's performance is expected to improve given that the global economy is largely open compared to the first wave when exports had collapsed. Moreover, domestic liquidity conditions remain healthy, unlike the during first wave. Various rating agencies have already begun lowering their forecasts for India's GDP growth for FY 2021-22. CRISIL Rating Agency had earlier pegged India's economic growth for fiscal 2022 at 11%, but has lowered its estimate to 8.2% in a worst-case scenario. It believes that economic activity in the first half of FY 2021-22 will be clouded by the pandemic, but that the second half should see growth, led by increased vaccinations and the public adapting better to lockdowns.

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

The Indian economy contracted by 8.0% in FY 2020-21 as against 4.0% growth recorded in FY 2019-

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20, marking a recession for the first time since 1980 as per the IMF World Economic Outlook in April 2021. Overall economic slowdown, led by the COVID-19 onset followed by stringent lockdowns severely impacted economic activity, bringing manufacturing and trading activities to a halt. Prolonged lockdown exacerbated existing vulnerabilities of the country including the weakened financial sector, private investments, and consumption demand. The Government announced a special comprehensive package of Rs. 20 trillion, equivalent to 10% of India's GDP under the 'Self-Reliant India' movement to revive the country's economic activity. To promote greater participation by FPIs (Foreign Portfolio Investment), the Government proposes to increase the investment limit for FPI to 15% (currently 9%) of the outstanding stock of corporate bonds. The Government also offered certain specified categories of investment in Government securities to be fully opened for NR (Non-Resident) investors.

As per the FY 2020-21 Budget, fiscal deficit is expected to be 3.8% of GDP in FY 2019-20 and 3.5% in FY 2020-21. This is higher than the 3.3% and 3% envisaged for FY 2019-20 and FY 2020-21, respectively, in the FY 2020-21 Budget.

The Reserve Bank of India (RBI) continued with the accommodative monetary stance by bringing the key repo rate and reverse repo rate to 4% and 3.35% respectively to provide monetary stimulus and trigger economic growth back to the earlier trajectory. The fiscal and monetary stimulus provided by the Government and RBI would assist greatly in the recovery of the economy from the challenges posed in early FY 2020-21. The Government's thrust on reviving the manufacturing and infrastructure sector, and the country's increasing prominence in the global supply chain will augur well for the Company. Further, the roll-out of the vaccination drive has commenced in India. However, the second wave of COVID-19 in April 2021 is seen as posing risks to economic recovery, with Care Ratings revising its forecast for GDP growth to 10.2% in FY 2021-22 from an earlier projection of 10.7-10.9%.

### **3. OVERVIEW OF CAPITAL MARKETS:**

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.

The spread of COVID-19 has led to volatility in markets. Debt mutual funds, gilt funds, banking & PSU funds have been showing negative return unlike prior to COVID-19 where the growth seemed promising.

Growing optimism around the global economic recovery, persistent drop in new cases and the progress of vaccination drives supported the global equity markets. Vaccination roll-outs across the globe, continued economic recovery, strengthened expectations of a fiscal stimulus in the US and dollar weakness kept investor sentiments strong for EM equities. This was further aided by strong portfolio inflows amid supportive surplus liquidity across the globe. The Hang Seng Index (Hong Kong) and Nikkei 225 Index (Japan) shot up by 20.2% and 54.3%, last year. Japan's Nikkei 225

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crossed the 30,000 mark for the first time in more than three decades. This surge can mainly be attributed to Japan's economy growing by 12.7% in October-December quarter FY 2020-21 on YoY basis. Meanwhile, Indian equity markets outperformed the broader EM indices, with the Nifty 50 increased by 70.9% and Nifty 500 by 76.0% in 12 months ending March 2021. European equities suffered from a relatively slow roll-out of COVID-19 vaccines, political uncertainty in Italy and slower economic recovery amid lockdown restrictions. Brexit uncertainty along with second wave of virus infections have battered the UK, with the FTSE 100 Index being the slowest performing regional equity market. Despite COVID-induced turbulence, Indian equity markets showed their best performance in a decade in FY 2020-21. Surge in trading by retail investors and Foreign Institutional Investors (FIIs) fueled a rally in equity markets post sharp correction of March 2020. FII's net investment recorded an all-time high in FY 2020-21 owing to continuous rally in equity prices. In FY 2020-21, net FII buying in Indian equities stood at USD 37.1 billion, which is approximately 14 times higher than that of USD 2.6 billion in FY 2019-20. Unlike FIIs, Domestic institutional investors (DIIs) remained strong sellers of Indian equities with net outflows of USD 19.0 billion in FY 2020-21. Net investment by DIIs remained negative due to redemption pressures and profit-booking as equity valuations touched lifetime highs. Persistent traction in foreign flows and brighter domestic economic outlook as reflected through steady improvement in several high frequency indicators and better expected Q4FY 2020-21 corporate earnings also kept investor sentiments buoyant. This was further supported by stimulus measures announced by the Government and liquidity measures adopted by RBI. Consequently, the Nifty 50 and Nifty 500 Index posted healthy gains of 70.9% and 76.0% respectively in in last 12 months ending March 2021. An exponential rise in COVID infections in the second half of March 2021 compelled re-imposition of restrictive measures and raised concerns on the ongoing economic recovery, thereby dwindling investors' risk appetite. Consequently, FIIs, turned net sellers towards the end of the month.

#### **4. INDUSTRY STRUCTURE:**

Your company is primarily engaged in Stock Broking and Port-folio Management.

#### **5. MARKET AND OUTLOOK/INDUSTRY OVERVIEW:**

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

CY 2021 kick-started on a strong note for domestic equities with the benchmark indices BSE Sensex-30 and NSE Nifty-50 hitting their record highs of 50,000 and 15,000 points, respectively, and their market value surpassing ₹ 200 trillion. Strong corporate performance in second and third quarter of FY 2020-21, the roll-out of a massive vaccine programme, fiscal and monetary stimulus in place and easing of lockdown measures in major economies lifted market sentiments. There was a surge in retail participation in the stock market after the lockdown. Further, as the Indian economy came to standstill post the outbreak and businesses suffered and jobs were lost, the stock market offered individuals an opportunity to supplement their income. Both the benchmark indices, Sensex and Nifty, rose between 72% and 75% from their lows in March 2020 to their record highs during FY 2020-21. Strong growth trends were witnessed in the number of active Demat accounts. According to the capital market regulator Securities and Exchange Board of India (SEBI), close to 14 million new Demat accounts were

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opened in FY 2020-21. As on March 31, 2021, the number of NSDL accounts stood at 22 million and CDSL accounts stood at 33 million tallying the total count to 55 million.

The Average Daily Turnover (ADTO) has steadily increased over the last decade, with the Indian stock market witnessing the highest growth in NSE's active customers, reflected in strong growth in its ADTO in the Cash and Futures & Options (F&O) segment. Expectations of a faster recovery in the economy and improvement in corporate earnings instilled the required confidence among investors and encouraged them to pour more funds into Indian equities. Increased investment by investors into the capital markets was further aided by a sharp increase of 26% in Government Capital Expenditure and several reforms taken to revive investment and consumption. India's economic rebound post COVID-19 is likely to be more structural in nature, which augurs well for corporate earnings and the equities market. The average daily turnover in the cash market during FY 2020-21 shot up by 70% YoY to ₹ 618 billion, as compared to ₹ 364 billion during FY 2019-20.

#### **PORTFOLIO MANAGEMENT SERVICES:**

In India, Portfolio Management Services (PMS) are offered by asset management companies, banks, brokerage houses and independent investment managers. These are usually focused on customized discretionary, non-discretionary or advisory service offerings tailored to meet specific investment objectives of investors through basic portfolio management services for stocks, cash, fixed income, debt, structured products and other individual securities. Besides managing mutual fund schemes, AMCs in India have begun offering investors tailor-made investment strategies with higher flexibility through PMS. Over the last five years, the industry has seen significant growth, with the market becoming more mature, increasing number of High Net-worth Individuals (HNIs), greater need for customized asset allocation based on risk-return profiling and a growing awareness of PMS products. As of October 2020, the total AUMs of portfolio managers grew by 4%, compared to assets being managed as on March 31, 2020. This growth was mainly driven by the discretionary segment of PMS, wherein the portfolio manager manages the customers' funds in accordance with customers' needs. Discretionary PMS dominated the space with 85% share, followed by advisory at 9% and non-discretionary at 6%.

#### **6. 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.

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.

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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.

#### **7. OPPORTUNITY & THREATS:**

While the economy has been reeling under the pressure of the COVID-19 pandemic and nationwide lockdowns, the trading volumes in the domestic capital markets have been on an upward trajectory. During the lockdown, an increasing number of people turned to trading on online brokerage platforms. A shift to a complete online process of customer enrolment and onboarding helped support the new account openings as operations are carried on smoothly despite the restrictions placed by the pandemic.

The growing awareness among investors, increased financial literacy, and the burgeoning proportion of millennials point to a promising future for the discount brokerage industry. In the coming years, the demand for discount brokerage services is expected to grow stronger due to the increasing participation of millennials. It is a lucrative platform for the organic investors. Customer increment is expected mainly from tier 2 and 3 cities with the rising internet penetration. New customers are more sensitive towards the cost and also conduct a thorough research before commencing the trade. A shift from traditional instruments of savings to financialization of savings is also a great opening for the capital market participants. 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.

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

- Execution Risk.
- Slowdown in global liquidity flows.
- Intense competition from local and global players.
- Unfavourable economic conditions.

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

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, 2021, your

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Company had reported total Income of Rs. 1050.70/- (In Lakhs) as against Rs. 182.54/- (In Lakhs) during the previous Financial Year. The Company recorded a net loss of Rs. (99.75)/- (In Lakhs) as against net loss of Rs. (827.79)/- (In Lakhs) during the previous Financial Year depicting reduction of 87.94% Losses.

#### **9. 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.

#### **10. RISK MANAGEMENT:**

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

##### **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:**

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- 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.

#### **11. 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 **STAMPEDE** 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 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.

#### **12. KEY FINANCIAL RATIOS:**

Sr. No.	Particulars of Ratio	F.Y. 31.3.2021	F.Y. 31.3.2020	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	-	-	Not Applicable
5.	Current Ratio	1.70	3.32	

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6.	Operating Profit Margin (%)	19%	-74%	
7.	Net Profit Margin (%)	-9%	-453 %	

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

Particulars	31.03.2021 (In Rs.)	31.03.2020 (In Rs.)	Explanation for change in Net-worth
Net-worth	2,05,88,464	3,05,60,490	During the year the Net-worth of the Company was reduced to Rs. 2,05,88,464/-. In comparison to previous year, Net-worth of the Company eroded due to losses incurred by the Company during the year.

#### 14. CAUTIONARY NOTE:

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

Important factors that could influence the Company's operations include the impact of Covid-19 Pandemic, global and domestic demand and supply, input costs, availability, changes in government regulations, tax laws, economic developments within the country and other factors

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  
**Date** : August 13, 2021

**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**

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**ANNEXURE – G TO DIRECTORS’ REPORT**  
**DISCLOSURE UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014**

**A. The particulars of employees, who were in receipt of remuneration not less than Rs. 60 lacs for the Financial Year ended on March 31, 2021 are given below:**

Name of the Employee	Nil
Designation of Employee	
Remuneration received	
Nature of employment	
Date of Commencement of Employment	
Qualification of the Employee	
Experience of the Employee	
Age of the Employee	
Last Employment	

**B. Disclosure under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Remuneration) Rules, 2014.**

I. The percentage increase in remuneration of the Executive Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, the ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company is as under:

Sr. No.	Name	Designation	Remuneration for F.Y. 2020-21 (in Rs)	% increase in the remuneration for financial year 2020-21	Ratio of remuneration of Director to median remuneration of employees	Comparison of the remuneration against the performance of the company
1.	Mr. Jonna Venkata Tirupati Rao	Managing Director	50,00,000	Not Applicable since no remuneration last year	24:1	

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2.	Mr. Srinivas Maya	Whole Time Director	10,00,000	Not Applicable since no remuneration last year	4.80:1
3.	Mr. Sudheer Vegi*	Executive Director	7,00,000	-	2.4:1
4.	Mr. Vishnuvardhan Reddy Guntaka**	Executive Director	Nil	Not Applicable since no remuneration last year	Not Applicable since no remuneration
5.	Mr. Abhishek Jain	CS	4,19,536	Not Applicable since no remuneration last year	1:1
6.	Mr. Renduchintala Sri Naga Satya Venkata Jagannadha Prasad	CFO	10,00,000	Not Applicable since no remuneration last year	4.8:1

*\*Resigned W.e.f. 12.11.2020*

*\*\* Resigned W.e.f. 16.07.2020*

- II. The median remuneration of employees during the financial year was Rs. 5,00,000/-.
- III. There were 94 permanent employees on the rolls of the Company as on March 31, 2021.
- IV. It is hereby affirmed that the remuneration is paid as per the remuneration policy of the company.
- V. None of the Employee is relatives of Directors or Manager or KMP. All Employees are Permanent.
- VI. List of top 10 employees in terms of remuneration drawn:

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Sr. No	Name of the Employee	Designation	Remuneration	Date of commencement of employment	Age of employee (Year)	Last employment held by such employee	Qualification
1	Mr. Jonna Venkata Tirupati Rao	Managing Director	50,00,000	November 27, 2020	42	G.S.V Securities Private Limited	B.B.A
2	Renduchintala Sri Naga Satya Venkata Jagannadha Prasad	CFO	24,00,000	November 13, 2020	55	Longfin Tradex Pte Ltd (Singapore)	B.Com (CA Inter)
3	Kishore Varma Mantena	Senior VP (Corporate Sales)	2200000	July 02, 2020	41	Metropolitan Stock Exchange	MBA Finance and Marketing
4	Rajvamsh Samson Peters	HR Head	2000000	August 10, 2020	39	Star Dental Centre Private Limited	M.B.A. HR International Business and Quality Management
5	Baleswara Rao Kancherla	AVP	1900000	July 15, 2020	42	Kotak Mahindra Life Insurance Company Limited	MBA International Management
6	Heebert Victor Pillay	AVP	1800000	August 05, 2020	43	Future Generali India Insurance Company Limited	doctorate in theology and Public Personal Management (PPM)
7	Aamir Jhan Khan Mohammad	AVP	1750000	September 09, 2020	47	Vijaya Diagnostic Centre Limited	MBA and M.Com

**26<sup>TH</sup> ANNUAL REPORT OF THE COMPANY**  
**FINANCIAL YEAR 2020-21**

8	Vase Keerthi Bharath Christ	Sales head	1750000	August 10, 2020	47	Exide Life Insurance Company Limited	B. Tech
9	Sai Vamsee Krishna Thota	AVP	1500000	August 03, 2020	47	Exide Life Insurance Company Limited	B.Com
10	R. Rohith	AVP	1500000	August 17, 2020	38	Exide Life Insurance Company Limited	MBA
11	Anjaneyulu Kandukuri	IT Head	1500000	July 10, 2020	37	NTT Data Global Delivery Services Private Limited	MCA

\*AVP Assistant Vice President.

**Place** : Hyderabad

**Date** : August 13, 2021

**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**

# NAVITHA AND ASSOCIATES

CHARTERED ACCOUNTANTS

# 16-11-740/75, Plot No. 84,

V.K. Dhage Nagar, Dilsukhnagar,

Hyderabad - 500 060. T.S.

Cell : 09848338091, E-mail : navitha.k@gmail.com



**To The Members of**

**Stampede Capital Limited**

## **Opinion**

We have audited the standalone IndAS financial statements of Stampede Capital Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss, Statement of Changes in Equity and 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 financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, loss, total comprehensive income, changes in equity and cash flows for the year ended on that date.

## **Basis for Opinion**

We conducted our audit of the standalone financial statements 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 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



### **Information Other than the Financial Statements and Audit 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 and Discussion Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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.

### **Responsibilities of Management and Those Charged with Governance for the 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 of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the 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 the 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.



### **Audit Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

Identify and assess the risks of material misstatement of the 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 over ride of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness so 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 ability of the Company 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 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 financial statements, including the disclosures, and whether the 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

The comparative financial information of the Company for the year ended 31<sup>st</sup> March, 2020 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with Companies (Accounting Standards) Rules, 2016 audited by us on which we had expressed an unmodified opinion vide our Audit Reports dated June 30, 2020, as adjusted for the differences in accounting principles adopted by the company on transition to the Ind AS, which have been audited by us.

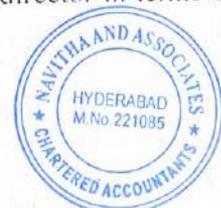
Our opinion is not modified in respect of this matter.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the financial statements.
- 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 (including Other Comprehensive Income), the Statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose or preparation of the financial statements.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS 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 31<sup>st</sup> March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of



Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its managing director during the year is in accordance with the provisions of Section 197 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 has disclosed the impact of pending litigations on its financial position in its financial statements— Refer Note No 17 of the 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

**For Navitha And Associates**

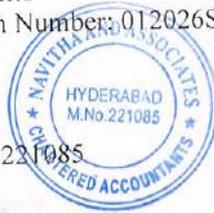
**Chartered Accountants**

ICAI Firm Registration Number: 012026S

**Navitha.K**

Proprietor

Membership Number: 221085



Place :Hyderabad

Date :29.06.2021

**UDIN: 21221085AAAAAT3667**

**Annexure A to Audit Report**

**ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF STAMPEDE CAPITAL LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020.**

- (i)(a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the Company has a phased programme of verification of fixed assets once in 2 years which in our opinion is reasonable considering the size of the Company and nature of its fixed assets.
- (c) The Company does not have any immovable property. Therefore, paragraph 3(i)(c) of the Order is not applicable to the Company.
- (ii) The Company is not carrying on any trading or manufacturing activity. Therefore, Paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted loans covered in the register maintained under Section 189 of the Companies Act, 2013
- (iv) According to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Act with respect to the loans, investments, guarantees and securities made as applicable.
- (v) The Company has not accepted any deposits from the public, within the meaning of Section 73 to 76 or any other relevant provisions of the Act and Rules framed there under. We are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other tribunal.
- (vi) According to the information and explanations given to us, in respect of the class of industry the company falls under, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act. Therefore, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us the Company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, service tax, sales tax, value added tax, goods and services tax, cess and other statutory dues as applicable to the Company with the appropriate authorities. Further as explained, there are no undisputed statutory dues outstanding for more than six months as at 31st March 2020 from the date they became payable.
- (b) According to the information and explanations given to us and records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Services Tax, Excise Duty, Customs Duty and Cess which have not been deposited on account of any dispute except as stated below :



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

- (viii) According to the information and explanation given to us, the company has not defaulted in repayment of loans to banks. The Company has not taken any loans or borrowings from Government or financial institutions and did not have any dues to debenture holders during theyear.
- (ix) According to the information and explanations given to us, the Company has not raised moneys by way of rights issue during the year. We are informed that the Company has not raised any monies by way of initial public offer or further public or term loans during the year.
- (x) According to the information and explanations given to us, and based on the audit procedures performed and the representations obtained from the management, we report that no fraud by the company or on the Company by its officers or employees, having a material misstatement on the financial statements has been noticed or report during the period under audit.
- (xi) According to the information and explanations given to us and based on verification of records, the managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (xii) In our Opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
- (xiii) According to the information and explanation given to us and based on verification of the records and approvals of the Audit Committee, all transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required by Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act..
- (xiv) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, paragraph 3(xv) of the Order is not applicable to the Company.



(xvi) According to the information and explanations given to us, the company is not required to be registered under Sec45-IA of the Reserve Bank of India Act, 1934.

**For Navitha And Associates**  
**Chartered Accountants**

ICAI Firm Registration Number: 012026S

**Navitha.K**

*Proprietor*

Membership Number: 221085



Place :Hyderabad

Date :29.06.2021

**UDIN: 21221085AAAAAT3667**

## **Annexure B to Audit Report**

**ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF STAMPEDE CAPITAL LIMITED ON THE STANDALONE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021**

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

We have audited the internal financial controls over financial reporting of Stampede Capital Limited ("the Company") as of March 31<sup>st</sup> 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating



effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Navitha And Associates**

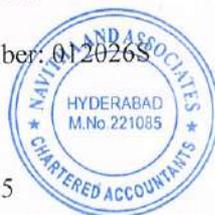
**Chartered Accountants**

ICAI Firm Registration Number: 012026S

**Navitha.K**

Proprietor

Membership Number: 221085



Place :Hyderabad

Date :29.06.2021

**Stampede Capital Limited**

**Balance sheet as at 31 March 2021**

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

Particulars	Schedules	As at 31 March 2021	As at 31 March 2020
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, plant and equipment	4(a)	31,36,407	55,29,651
(b) Intangible assets	4(b)	77,320	1,52,603
(c) Financial asset			
Tax assets		65,07,051	65,07,051
(d) Other non-current assets	5	2,22,14,959	93,09,929
<b>Total Non-Current Assets</b>		<b>3,19,35,737</b>	<b>2,14,99,234</b>
<b>Current Assets</b>			
(a) Financial Assets			
(i) Cash and cash equivalents	6	94,82,593	79,72,507
(ii) Other current financial assets	7	5,66,59,709	2,90,57,975
<b>Total Current Assets</b>		<b>6,61,42,302</b>	<b>3,70,30,482</b>
<b>Total Assets</b>		<b>9,80,78,039</b>	<b>5,85,29,716</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	8 (a)	28,62,64,000	28,62,64,000
(b) Other Equity	8 (b)	(26,56,75,536)	(25,57,03,510)
<b>Total Equity</b>		<b>2,05,88,464</b>	<b>3,05,60,490</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	9	3,86,56,401	1,31,18,781
<b>Total Non-current Liabilities</b>		<b>3,86,56,401</b>	<b>1,31,18,781</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
(i) Trade Payables	10	31,57,926	1,31,84,707
(b) Other current liabilities	11	3,50,06,069	16,65,738
(c) Provisions	12	6,69,179	-
<b>Total Current Liabilities</b>		<b>3,88,33,174</b>	<b>1,48,50,445</b>
<b>Total Liabilities</b>		<b>7,74,89,575</b>	<b>2,79,69,226</b>
<b>Total Equity and Liabilities</b>		<b>9,80,78,039</b>	<b>5,85,29,716</b>
Notes forming part of the financial statements	1 to 28		

As per our report attached  
For Navitha And Associates  
Chartered Accountants

Firm's registration no. 012026S

Navitha.K

Proprietor

Membership No: 221085



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

*[Signature]*  
Jonna Venkata Tirupati Rao  
Managing Director  
DIN: 07125471

*[Signature]*  
R.S.N.S.V.J.Prasad  
Chief Financial Officer

*[Signature]*  
Srinivas Maya  
Executive Director  
DIN: 08679514

*[Signature]*  
Abhishek Jain  
Company Secretary  
ACS: 62027

Place: Hyderabad

Date: 29.06.2021

Place: Hyderabad

Date: 29.06.2021

**Stampede Capital Limited**

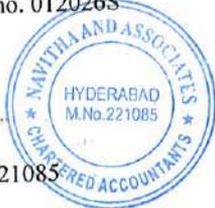
**Statement of Profit and Loss for the period ended 31 March 2021**

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

Particulars	Schedule	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Revenue</b>			
Revenue from operations	13	4,37,09,970	1,76,67,148
Other income	14	6,13,60,445	5,87,231
<b>Total Revenue</b>		<b>10,50,70,415</b>	<b>1,82,54,379</b>
<b>Expenses</b>			
Cost of operations	15	3,50,75,063	2,05,24,021
Employee benefits expense	16	4,98,81,541	1,08,26,170
Finance cost		-	-
Depreciation and amortisation expense	4(a) & 4(b)	60,19,114	1,66,06,878
Other expenses	17	2,40,66,723	1,57,86,710
<b>Total Expenses</b>		<b>11,50,42,441</b>	<b>6,37,43,779</b>
<b>Profit before extraordinary items and tax</b>		<b>(99,72,026)</b>	<b>(4,54,89,400)</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		-	3,75,00,100
<b>Profit before tax</b>		<b>(99,72,026)</b>	<b>(8,29,89,500)</b>
<b>Tax expense:</b>			
- Current tax		-	(2,08,649)
- MAT credit		-	-
- Deferred tax charge/(credit)		-	-
<b>Profit for the period</b>		<b>(99,72,026)</b>	<b>(8,27,80,851)</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>(99,72,026)</b>	<b>(8,27,80,851)</b>
<b>Earnings per equity share</b>			
Basic / Diluted	25	(0.035)	(0.289)
<b>Number of shares used in computing earnings per share</b>			
Basic /Diluted		28,62,64,000	28,62,64,000
<b>Notes forming part of the financial statements</b>	1 to 28		

As per our report attached  
**For Navitha And Associates**  
**Chartered Accountants**  
 Firm's registration no. 012026S

**Navitha.K**  
 Proprietor  
 Membership No: 221085



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

*[Signature]*  
**Srinivas Venkata Tirupati Rao**  
 Managing Director  
 DIN: 07125471

*[Signature]*  
**R.S.N.S.V.J.Prasad**  
 Chief Financial Officer

*[Signature]*  
**Srinivas Maya**  
 Executive Director  
 DIN: 08679514

*[Signature]*  
**Abhishek Jain**  
 Company Secretary  
 ACS: 62027

Place: Hyderabad  
 Date : 29.06.2021

Place: Hyderabad  
 Date : 29.06.2021

Stampede Capital Limited

STANDALONE STATEMENT OF CHANGES IN EQUITY  
For the year ended 31 March 2021

(A) Equity Share Capital

Particulars	As at 31 March 2021		As at 31 March 2020	
	No of shares	In Rupees	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>				
At the beginning of the year	22,90,11,200	22,90,11,200	22,90,11,200	22,90,11,200
Add : Changes in Equity during the year	-	-	-	-
	<b>22,90,11,200</b>	<b>22,90,11,200</b>	<b>22,90,11,200</b>	<b>22,90,11,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>				
At the beginning of the year	5,72,52,800	5,72,52,800	5,72,52,800	5,72,52,800
Add : Changes in Equity during the year	-	-	-	-
	<b>5,72,52,800</b>	<b>5,72,52,800</b>	<b>5,72,52,800</b>	<b>5,72,52,800</b>
<b>Total Equity Share Capital</b>	<b>28,62,64,000</b>	<b>28,62,64,000</b>	<b>28,62,64,000</b>	<b>28,62,64,000</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 2020	-	27,85,25,115	(53,42,28,625)	(25,57,03,510)
Dividends	-	-	-	-
Profit for the period	-	-	(99,72,026)	(99,72,026)
Transfer to Retained Earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>Balance at the end of the reporting period i.e 31 March 2021</b>	<b>-</b>	<b>27,85,25,115</b>	<b>(54,42,00,651)</b>	<b>(26,56,75,536)</b>

See accompanying notes forming part of standalone financial statements

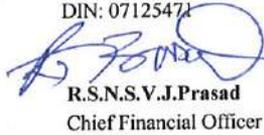
As per our report attached  
For Navitha And Associates  
Chartered Accountants  
Firm's registration no. 012026S

Navitha.K  
Proprietor  
Membership No: 221085



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

  
Bana Venkata Tirupati Rao  
Managing Director  
DIN: 07125471

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

  
Srinivas Maya  
Executive Director  
DIN: 08679514

  
Abhishek Jain  
Company Secretary  
ACS: 62027

Place: Hyderabad  
Date: 29.06.2021

Place: Hyderabad  
Date: 29.06.2021

**Stampede Capital Limited**  
**Cash Flow Statement for the year ended 31 March 2021**  
(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Schedule	For Year ended		For Year ended	
		31 March 2021		31 March 2020	
<b>A. Cash flow from / (used in) Operating Activities:</b>					
Net Profit/(Loss) before tax			(99,72,026)		(8,29,89,500)
<u>Adjustments for:</u>					
Depreciation		60,19,114		1,66,06,878	
Fixed Assets written off		13,19,209		2,41,949	
Profit on sale of fixed assets		(74,35,487)		-	
Interest earned		(39,47,921)		(5,87,231)	
Advances written off		5,90,079		4,99,900	
Gratuity		6,69,179		-	
Provision for investment		-	(27,85,827)	3,75,00,100	5,42,61,596
<b>Operating loss before working capital changes</b>			<b>(1,27,57,853)</b>		<b>(2,87,27,904)</b>
<b>Adjustments for working capital changes:</b>					
Increase / (Decrease) in Other Non-Current Assets		(1,34,95,109)		(4,50,029)	
Increase / (Decrease) in Other Current Assets		(2,76,01,734)		62,06,891	
(Increase) / Decrease in trade payables		(1,00,26,781)		1,31,84,707	
(Increase) / Decrease in Other Current Liabilities		3,33,40,331	(1,77,83,293)	(1,80,87,944)	8,53,625
Cash generated from / (used in) Operations			(3,05,41,146)		(2,78,74,279)
Less: Direct taxes paid			-		2,08,649
<b>Net Cash flow from / (used in) Operating Activities</b>	<b>(A)</b>		<b>(3,05,41,146)</b>		<b>(2,76,65,630)</b>
<b>B. Cash flow from/ (used in) Investing Activities:</b>					
Purchase of fixed assets			(1,23,05,106)		-
Sale of Intangibles			1,48,70,794		-
Interest received			39,47,921		5,87,231
<b>Net Cash flow from / (used in) Investing Activities</b>	<b>(B)</b>		<b>65,13,609</b>		<b>5,87,231</b>
<b>C. Cash flow from (used in) Financing Activities:</b>					
Proceeds from borrowings			2,55,37,620		1,31,18,781
<b>Net Cash flow from / (used in) Financing Activities</b>	<b>(C)</b>		<b>2,55,37,620</b>		<b>1,31,18,781</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(A+B+C)</b>		<b>15,10,083</b>		<b>(1,39,59,619)</b>
Cash and Cash Equivalents at the beginning of the year	6		79,72,507		2,19,32,126
Cash and Cash Equivalents at the end of the year	6		94,82,591		79,72,507
<b>D Notes forming part of the financial statements</b>	1 to 28				

As per our report attached  
For Navitha And Associates  
Chartered Accountants  
Firm's registration no. 012026S

Navitha.K  
Proprietor  
Membership No: 221085



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

*[Signature]*  
Jonna Venkata Tirupati Rao  
Managing Director  
DIN: 07125471

*[Signature]*  
R.S.N.S.V.J.Prasad  
Chief Financial Officer

*[Signature]*  
Srinivas Maya  
Executive Director  
DIN: 08679514

*[Signature]*  
Abhishek Jain  
Company Secretary  
ACS: 62027

Place: Hyderabad  
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## **Stampede Capital Limited**

### **Notes to financial statements for the year ended 31 March 2020**

(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 Flat No. 402-402, 4<sup>th</sup> Floor, Saptagiri Towers, 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.

Stampede Capital Limited is having branch offices at New Delhi, Chennai, Bangalore, Chandigarh, Vijayawada, Vizag and Warangal.

##### **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.

## **Stampede Capital Limited**

### **Notes to financial statements for the year ended 31 March 2020**

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

#### **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:

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

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

##### **Liabilities**

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

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

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

#### **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.

## **Stampede Capital Limited**

### **Notes to financial statements for the year ended 31 March 2020**

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

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, 2018 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.

### **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:

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

## **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.

## **Stampede Capital Limited**

### **Notes to financial statements for the year ended 31 March 2020**

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

#### **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

## **Stampede Capital Limited**

### **Notes to financial statements for the year ended 31 March 2020**

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

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.

#### **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

## **Stampede Capital Limited**

### **Notes to financial statements for the year ended 31 March 2020**

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

a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

#### **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 Five 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.

## **Stampede Capital Limited**

### **Notes to financial statements for the year ended 31 March 2020**

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

#### **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.

##### **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.

#### **3.12) 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

## Stampede Capital Limited

### Notes to financial statements for the year ended 31 March 2020

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

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.

#### 3.13) 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.

#### 3.14) 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.

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;

## Stampede Capital Limited

### Notes to financial statements for the year ended 31 March 2020

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

- 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.

**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 recognised 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 recognised in profit or loss. Any gain or loss on derecognition is recognised 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 recognised 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 recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

#### c. Derecognition

##### Financial assets

The Company derecognises 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

## Stampede Capital Limited

### Notes to financial statements for the year ended 31 March 2020

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

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 recognised 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 derecognised.

#### 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.

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

## **Stampede Capital Limited**

### **Notes to financial statements for the year ended 31 March 2020**

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

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.

#### **3.15) 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.

**Stampede Capital Limited**

**Notes to financial statements for the Eleven months ended 31 March 2021**

(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	Office Equipment	TOTAL
<b>Gross carrying value :</b>					
As at 01 April 2020	6,89,56,200	23,71,689	-	7,73,282	7,21,01,171
Additions	2,20,635	22,32,639	2,77,904	4,05,506	31,36,684
Deletions	(3,84,64,025)	(23,71,689)		(7,73,282)	(4,16,08,996)
<b>As at 31 March 2021</b>	<b>3,07,12,810</b>	<b>22,32,639</b>	<b>2,77,904</b>	<b>4,05,506</b>	<b>3,36,28,859</b>
<b>Deductions:</b>					
Deductions:	-	-	-	-	-
<b>Accumulated Depreciation :</b>					
As at 01 April 2020	6,35,09,360	23,46,445	-	7,15,715	6,65,71,520
Depreciation Charge for the year	38,87,307	3,88,618	10,273	38,974	43,25,172
Deletions	(3,73,42,080)	(23,46,445)		(7,15,715)	(4,04,04,240)
<b>As at 31 March 2021</b>	<b>3,00,54,587</b>	<b>3,88,618</b>	<b>10,273</b>	<b>38,974</b>	<b>3,04,92,452</b>
<b>Net Carrying Value :</b>					
As at 31 March 2021	6,58,223	18,44,021	2,67,631	3,66,532	31,36,407
Previous Year 31 March 2020	54,46,840	25,244	-	57,567	55,29,651

**Note No 4 (b): Other Intangible Assets**

Particulars	Computer software
<b>Gross carrying value :</b>	
As at 01 April 2020	2,33,20,247
Additions	91,68,600
Deletion	(3,24,06,247)
<b>As at 31 March 2021</b>	<b>82,600</b>
As at 01 April 2020	2,31,67,644
Depreciation Charge for the year	16,93,942
Deletion	(2,48,56,306)
<b>As at 31 March 2021</b>	<b>5,280</b>
<b>Net Carrying Value :</b>	
As at 31 March 2021	77,320
Previous Year 31 March 2020	1,52,603

**Stampede Capital Limited****Notes to financial statements for the year ended 31 March 2021**

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

**Non-current Assets****Note No 5 : Other non- current assets**

<b>Particulars</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
<b>Unsecured, considered good:</b>		
Other Advances	2,11,64,891	90,55,929
Employee advance	5,15,000	2,54,000
Interest receivable	5,35,068	-
	<u>2,22,14,959</u>	<u>93,09,929</u>

**Note No 6 : Cash and cash equivalents**

<b>Particulars</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
Cash on hand	8,01,930	904
Balance with banks		
- in current accounts	5,80,663	7,46,603
Other Bank balances		
Bank deposits with less than 12 months maturity	81,00,000	72,25,000
	<u>94,82,593</u>	<u>79,72,507</u>

**Note No 7 : Other current financial assets**

<b>Particulars</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
<b>Unsecured, considered good:</b>		
Other loans and advances	5,77,100	1,08,50,000
Deposits and Margins with exchanges	2,24,96,987	1,09,75,000
Client and exchange receivables	2,30,31,057	9,13,685
Security Deposits with Landlords	29,88,650	7,98,400
Prepaid expenses	12,33,729	-
TDS receivable	22,91,278	6,39,404
Security deposits	2,01,017	1,41,184
Goods and service tax, net	38,39,891	47,40,302
	<u>5,66,59,709</u>	<u>2,90,57,975</u>

## Other Equity

## STATEMENT OF CHANGES IN EQUITY

## Note: 8 (a) - Equity share capital

Particulars	As at 31 March 2021		As at 31 March 2020	
	No of shares	In Rupees	No of shares	In Rupees
<b>Shares with Ordinary Voting Rights</b>				
At the beginning of the year	22,90,11,200	22,90,11,200	22,90,11,200	22,90,11,200
Add : Changes in Equity during the year	-	-	-	-
	<b>22,90,11,200</b>	<b>22,90,11,200</b>	<b>22,90,11,200</b>	<b>22,90,11,200</b>
<b>Shares with Differential Voting Rights (DVR)</b>				
At the beginning of the year	5,72,52,800	5,72,52,800	5,72,52,800	5,72,52,800
Add : Changes in Equity during the year	-	-	-	-
	<b>5,72,52,800</b>	<b>5,72,52,800</b>	<b>5,72,52,800</b>	<b>5,72,52,800</b>
<b>Total Equity Share Capital</b>	<b>28,62,64,000</b>	<b>28,62,64,000</b>	<b>28,62,64,000</b>	<b>28,62,64,000</b>

## Note: 8 (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 2020	-	27,85,25,115	(53,42,28,625)	<b>(25,57,03,510)</b>
Dividends	-	-	-	-
Profit for the period	-	-	(99,72,026)	<b>(99,72,026)</b>
Transfer to Retained Earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
Balance at the end of the reporting period i.e 31 March 2021	-	27,85,25,115	(54,42,00,651)	<b>(26,56,75,536)</b>

**Stampede Capital Limited**  
**Notes to financial statements for the year ended 31 March 2021**  
(All amounts in Indian rupees, except share data and where otherwise stated)

**Non- Current Liabilities**

**Note No 9 : Borrowings**

<b>Particulars</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
Borrowings (Unsecured loan taken)	3,86,56,401	1,31,18,781
	<b>3,86,56,401</b>	<b>1,31,18,781</b>

**Current Liabilities**

**Note No 10 : Financial liabilities**

<b>Particulars</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
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	31,57,926	1,31,84,707
	<b>31,57,926</b>	<b>1,31,84,707</b>

**Note No 11 : Other current liabilities**

<b>Particulars</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
Employee benefits payable	2,53,198	19,901
Margin money from customers	3,11,06,317	6,89,359
Other current liabilities	5,75,229	6,73,798
Provision for expenses	11,79,584	1,20,638
Statutory dues Payable	18,91,741	1,62,042
	<b>3,50,06,069</b>	<b>16,65,738</b>

**Note No 12 : Provisions**

<b>Particulars</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
Provision for Gratuity	6,69,179	-
	<b>6,69,179</b>	<b>-</b>

**Stampede Capital Limited**

**Notes to financial statements for the year ended 31 March 2021**

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

**Note No 13 : Revenue from Operations**

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Brokerage income	2,54,09,612	1,40,012
Revenue from Trading	1,83,00,358	1,75,27,136
	<b>4,37,09,970</b>	<b>1,76,67,148</b>

**Note No 14 : Other income**

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest Income	37,73,522	5,77,085
Other income	1,74,399	10,146
Income from services	4,99,77,037	-
Profit on sale of software	74,35,487	-
	<b>6,13,60,445</b>	<b>5,87,231</b>

**Note No 15 : Cost of operations**

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Purchase of Equity shares ( on delivery)	-	1,11,06,655
Cost of Commodity	91,37,793	63,93,281
Trading expenses	2,17,37,816	17,15,554
Software Maintenance	19,05,982	6,80,490
Clearing Charges	6,93,367	21,685
Colocation charges	16,00,105	6,06,356
	<b>3,50,75,063</b>	<b>2,05,24,021</b>

**Note No : 16 Employee benefits expense**

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Salaries and allowances	4,81,62,249	96,99,561
Contribution to provident fund	3,59,802	6,15,671
Staff welfare expenses	13,59,490	5,10,938
	<b>4,98,81,541</b>	<b>1,08,26,170</b>

**Note No 17 : Other expenses**

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Travelling and conveyance	13,75,693	15,50,793
Legal and professional charges	86,25,689	31,44,820
Rent	45,21,896	50,16,714
Rates and Taxes	4,58,316	50,000
Bank charges	5,127	2,191
Auditors' Remuneration:		
- Audit Fee	1,00,000	1,80,000
- Tax Audit Fee	15,000	60,000
- Out of pocket expenses	-	-
Communication expenses	5,03,830	3,13,260
Electricity Charges and Maintenance	9,80,377	6,60,070
Printing and stationery	4,93,038	72,609
General Expenses	30,40,728	28,59,046
Advances written off	5,90,079	4,99,900
Fixed assets written off	13,19,209	-
Office Maintenance	16,43,397	9,82,123
Vehicle Maintenance	40,923	3,91,540
Computer, Server and Software Maintenance	59,359	3,644
Miscellaneous expenses	2,94,062	-
	<b>2,40,66,723</b>	<b>1,57,86,710</b>

**Stampede Capital Limited****Notes to financial statements for the year ended 31 March 2020**

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

**Note No 18 : 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 19 : 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 20 : Tax Expense**

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

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 : 21 Leases**

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

The future minimum lease payments are as given below:

Particulars	As at 31 March 2021	As at 31 March 2020
Not later than one year	35,57,000	10,000
Later than one year and not later than five years	29,52,000	Nil
Later than five years	Nil	Nil

**Note 22 : Auditors Remuneration**

Particulars	As at 31 March 2021	As at 31 March 2020
Statutory audit fees	1,00,000	1,80,000
Other services	15,000	60,000
Out of pocket expenses	-	-
<b>Total</b>	<b>1,15,000</b>	<b>2,40,000</b>

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

Disclosure under Section 22 of the Micro, Small and Medium enterprises Development Act, 2006 (MSMED)

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

**Note 24 : Related Party Disclosures**

i) Wholly Owned Subsidiaries

: Nil

ii) Entities in which directors are interested

1. Gayi Adi Holdings Pvt Ltd (Formerly Gayi Adi Management & Trends Pvt Ltd)
2. Haseenarao Apparel (OPC) Pvt Ltd
3. Gayi Adi Finance and Investment Services Pvt Ltd
4. JVTR (OPC) Consultants Pvt Ltd
5. Gayi Adi Capital Management Pvt Ltd (Formerly Gayi Adi Hacherries Pvt Ltd)
6. Gayi Adi Enterprises Limited
7. GVS Securites Pvt Ltd
8. Aadya E-Commerce India Private Limited

iii) Key Managerial Personnel

1. Mr. Jonna Venkata Tirupati Rao, Managing Director
2. Mr. Anil Thakur, Chairman
3. Mr. Srinivas Maya, Executive 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
Mrs. Shaik Haseena	Non Executive Director
Mr. Naveen Parashar	Non Executive Director
Mr. Parameshwar Botla	Independent Director
Mr. Anil Thakur	Independent Director

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

Name of the Related party	Nature of the Transactions	2020-21		2019-20	
		Amount	Balance outstanding as on	Amount	Balance outstanding as on 31 March 2020
Gayi Adi Holdings Private Limited (formerly Gayi Adi Management & Trends Pvt Ltd)	Closing Balance		3,56,06,401	-	-
	Opening Balance	10,18,957		-	
	Unsecured loan received	8,67,62,128		-	
	Unsecured loan returned	(98,50,000)		-	
	JVTR Consulting OPC Pvt Ltd- debt assigned/adjusted	(1,73,24,684)		-	
	Agri Tech Limited - debt assigned/adjusted	(2,50,00,000)		-	
	<b>Transactions</b>				
	Service income Billed	4,99,53,268			
	Amount received against bill	4,99,53,268			
	Outstanding amount	Nil			
	<b>Client Transactions</b>				
	Opening Balance	-		-	
	Margin money received	4,20,50,000		-	
	Margin money returned	(9,81,58,117)		-	
Purchase of shares	(8,07,10,380)		-		
Sale of shares	13,68,03,605		-		
Brokerage earned	19,892		-		
Closing balance		5,000	-	-	
JVTR Consulting OPC Pvt Ltd	Sale of Software	1,75,47,749	-	-	-
Gayi Adi Capital Management Pvt Ltd (Formerly Gayi Adi Hacherries Pvt Ltd)	Balance payable		30,50,000	-	-
	Unsecured loan received	38,50,000		-	
	Unsecured loan returned	8,00,000		-	
Gayi Adi Enterprises Limited	<b>Client Transactions</b>				
	Demat charges	1,180		-	-
	Closing balance		1,080	-	-

Haseenrao Apparels (OPC) Pvt ltd

Client Transactions

Opening Balance	-	-	-
Margin money received	2,20,00,000	-	-
Margin money returned	-5,17,46,400	-	-
Brokerage earned	16,391	-	-
Sale of Stock	3,84,17,757	-	-
Closing balance		86,87,748	-

GSV Securities Private Limited

Closing Balance	-	-	-
Brokerage Income	46,24,800	-	-
Amount Received (net)	46,24,800	-	-

**Thalassa Enterprises Pvt Ltd \***

(formerly Stampede Enterprises India Pvt Ltd)

Unsecured Loan received	-	-	34,46,491	90,55,929
Client Transactions:				
Margin Money Received	-	-	44,55,000	
Margin money returned	-	-	58,98,638	
Brokerage / Commission earned	-	-	203	

Long Com India Pvt Ltd \*

Unsecured Loan paid	-	-	81,50,000	-
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Usha Rani Meenavalli \*

Client Transactions:				
Margin Money Received	-	-	5,97,31,325	-
Margin Money Returned	-	-	7,88,78,115	-
Brokerage / Commission earned	-	-	78,365	-
Unsecured Loan Received	-	-	3,24,76,513	85,39,824
Unsecured Loan Returned	-	-	2,39,36,689	-
Rent paid	-	-	28,50,000	-

Jonna Venkata Tirupati Rao

Managerial Remuneration	50,00,000	-	-	-
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Professional Consultancy	30,00,000	-	-	-
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Naveen Parashar

Professional Consultancy	34,22,000	-	-	-
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Srinivas Maya

Managerial Remuneration	14,00,000	-	-	-
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Emmanuel Dasi \*

Managerial Remuneration	-	-	9,13,000	-
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Sudheer Vegi \*

Managerial Remuneration	-	-	1,93,548	-
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R.S.N.S.V.J.Prasad

Salary	16,12,903	-	-	-
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Abhishek Jain

Salary	4,31,333	-	-	-
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\* During the financial year 2020-21, they were not related party

**Note 25 Earnings Per Share**

Particulars	As at	As at
	31 March 2020	31 March 2019
Profit / Loss after tax	(99,72,026)	(8,27,80,851)
Profit/Loss after tax (excluding extraordinary items)	(99,72,026)	(8,27,80,851)
Weighted average number of Equity shares outstanding during the year - No.	28,62,64,000	28,62,64,000
Nominal value of Equity share	1	1
Earnings per share	(0.035)	(0.289)
Earnings per share (excluding extraordinary items)	(0.035)	(0.289)

**Note 26**

There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2020.

**Note 27**

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 28 Previous year figures**

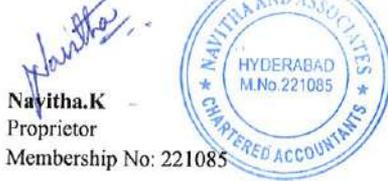
Previous year figures have been regrouped / reclassified wherever necessary to confirm to the current year classification.

As per our report attached

**For Navitha And Associates**

**Chartered Accountants**

Firm's registration no. 012026S



**Navitha.K**

Proprietor

Membership No: 221085

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

**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 : 29.06.2021

Place : Hyderabad

Date : 29.06.2021

**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,  
Begumpet,Hyderabad-500016,  
Telangana,India

**E-Mail:** [cs@stampedecap.com](mailto:cs@stampedecap.com)

**Website:** [www.stampedecap.com](http://www.stampedecap.com)



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