

Stampede Capital Limited

CIN: L67120TG1995PLC020170

Registered Office: 8-2-686/8/B/1, 3rd Floor, GAMUT Square,

Road No.12, Banjara Hills, Hyderabad -500034;

Tel: +91-40-23540764/65; Fax: +91-40-23540763;

E-mail: cs@stampedecap.com; website: www.stampedecap.com



POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed as special resolutions by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions setting out the material facts concerning item of notice and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company has appointed M/s A.S.Naidu and Co., Chartered Accountants (FRN:008549S) to act as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached business reply envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 26th December, 2015.

In compliance with the Clause 35B of the Listing Agreement executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this notice and instructions on the overleaf of the form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman.

The result of the voting conducted through postal ballot would be announced by the Chairman of the Company on 28th December, 2015 at the Registered Office of the Company.

The said result would be displayed at the Registered Office of the Company, intimated to the BSE Limited, where the Company's shares are listed, displayed on the Company's website viz. www.stampedecap.com, along with the Scrutinizer's report.

Special Business:

ITEM NO. 1: To Increase the Authorised Share Capital of the company:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and 61, and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other rules framed there under as may be applicable the authorized share capital of the Company be and is hereby increased from ₹ 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore and Fifty Lakhs) Equity Shares of ₹ 10/- each to ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹ 10/- each, by creation of 1,00,00,000 (One Crore) Equity Shares of Rs.10/- each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association be and is hereby substituted with the following:

That the existing Clause V of the Memorandum of Association of the Company be altered by following Clause as Clause V:

V The Authorised Share Capital of the company is ₹ 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each, with the rights, privileges and conditions attaching thereto as are provided by the regulation of the company for the time being, with power to increase and reduce the capital of Company and to divide the share in the capital for the time being into several classes and to attach thereto respective such preferential, deferred, qualified of special rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate all such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the company be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution".

ITEM NO. 2: Further Issue of Securities:

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

"RESOLVED THAT pursuant to the provisions of Section 62 and Section 42 and all other applicable provisions of the Companies Act, 2013 and The Companies (Share Capital and Debentures) Rules, 2014 and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force ("Companies Act, 2013"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), and all other applicable Rules, Regulations, Circulars and Guidelines of the Securities and Exchange Board of India ("SEBI"), the Foreign Exchange Management Act, 1999, and Rules and Regulations made thereunder, including but not limited to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 1993 and subject to any other applicable Law, Rules, Regulations, Guidelines, Notifications and Circulars, if any (including any amendment or re-enactment thereto from time to time) issued by the Government of India, the Reserve Bank of India ("RBI"), SEBI or any other Competent Authority whether in India or Abroad, and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the Equity Shares of the Company ("Equity Shares") are listed ("Stock Exchanges"), and subject to requisite approvals, consents, permissions and/or sanctions of the lenders of the Company, the Government of India, SEBI, the Stock Exchanges, RBI, Department of Industrial Policy and Promotion (DIPP), Ministry of Commerce, the Foreign Investment Promotion Board (FIPB), and all other competent authorities, institutions or bodies, within or outside India, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed, to include any committee thereof which the Board may have duly constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche(s), either in India or in the course of international offering(s) in one or more foreign markets, to all eligible domestic/foreign investors (including institutional investors), Non-Resident Indians, Companies, Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Alternative Investment Funds, Foreign Venture Capital Investors, Financial Institutions, Trusts, Individuals, Qualified Institutional Buyers (QIB) within the meaning of the SEBI (ICDR) Regulations or other persons or entities, whether members of the Company or not (collectively called the "Investors"), through a Public Issue, Private Placement / Preferential Issue and/or any other issue or a combination thereof as may be permitted under applicable law from time to time (including without limitation through a Qualified Institutions Placement (QIP), since the Company will be eligible to undertake such an offering pursuant to Chapter VIII of the SEBI (ICDR) Regulations and the Companies Act, 2013) (the "Issue"), such number of Equity Shares, American Depository Receipts (ADR), Global Depository Receipts (GDR), Foreign Currency Convertible Bonds (FCCB), fully/partly convertible debentures and/or any other financial instruments convertible into Equity Shares (including but not limited to preference shares convertible into Equity Shares, warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities"), up to an aggregate amount of upto USD 50 Million (inclusive of premium) or any combination of Securities, whether Rupee denominated or denominated in foreign currency, through one or more prospectus and/ or letter of offer or circular and/or placement document/ or other permissible/requisite offer document, whether to be listed on any stock exchange inside India or any international stock exchange outside India, and in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, including the discretion to determine the categories of Investors to whom the offer and allotment of the Securities shall be made to the exclusion of others, allotment to a stabilising agent in accordance with a green-shoe option, if any, exercised by the Company, issuance of the Securities as fully or partly paid up, making of calls on the Securities and manner of appropriation of the application monies or call monies in respect of different classes of Securities, as may be determined by the Board, in accordance with the provisions of the SEBI (ICDR) Regulations or other provisions of law including the Companies Act, 2013 as may be prevailing at the time.

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

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

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

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

"RESOLVED FURTHER THAT in case of an issuance of Foreign Currency Convertible Bonds/American Depository Receipts/Global Depository Receipts pursuant to the provisions of the Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme 1993 and other applicable pricing provisions issued by the Ministry of Finance, Government of India, the relevant date for the determination of the issue price of the Securities offered, shall be the date of the meeting in which the Board decides to open the Issue after the date of this resolution."

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

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

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

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

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

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr Emmanuel Dasi, Executive Director or any other director of the Company or any duly constituted committee of the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be, jointly or severally deemed necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid Securities and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the Securities, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto."

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

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

ITEM NO. 3 :Sub-Division of 1 (One) Equity Share of Face Value of ₹ 10/- each into 10 (Ten) Equity Shares of ₹ 1/- Each:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with "The Companies (Share Capital and Debentures) Rules, 2014", (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the Stock Exchange, where the shares of the Company are listed and also subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies) if any, each Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten Only) each fully paid up be sub-divided into 10(Ten) equity shares of face value of ₹ 1/-(Rupee One Only) each fully paid up.

RESOLVED FURTHER THAT on sub-division, 10 (Ten) Equity Shares of face value of ₹ 1/- each be allotted in lieu of existing 1(One) Equity Share of ₹10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects with the existing fully paid Equity Shares of ₹ 10/- each of the Company and shall be entitled to participate in full in dividends to be declared (if any) after the subdivided Equity Shares are allotted.

RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and, be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such acts, deeds, matters and things and execute all such applications, documents and writings that may be required, on behalf of the company and to file necessary forms to respective authorities as may be required in the said connection and to issue Certified True Copy of said resolution as and when required."

ITEM NO. 4 : ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority (ies), if any, Clause V of the Memorandum of Association of the Company be and is hereby altered as follows :

That the existing Clause V of the Memorandum of Association of the Company be altered by following Clause as Clause V:

V. "The Authorised Share Capital of the company" is ₹ 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 35,00,00,000 (Thirty Five Crores) Equity Shares of ₹ 1/- (Rupee One Only) each, with the rights, privileges and conditions attaching thereto as are provided by the regulation of the company for the time being, with power to increase and reduce the capital of Company and to divide the share in the capital for the time being into several classes and to attach thereto respective such preferential, deferred, qualified of special rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate all such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings and to file necessary forms to respective authorities as may be required in the said connection and to issue Certified True Copy of said resolution as and when required."

ITEM NO. 5 : To appoint Mr.Venkata Srinivas Meenavalli (DIN:00015132) as Director of the company:

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

"RESOLVED THAT Mr. Venkata Srinivas Meenavalli, who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from 2nd November, 2015 and who holds Office upto the forthcoming Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his Candidature for the Office of the Director of the Company be and is hereby appointed as Director of the Company".

ITEM NO. 6 : To sell, lease or otherwise dispose of the whole or substantially the whole of subsidiaries of the company :

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members be and is hereby accorded to the Board of Directors of the Company to sell and / or transfer the shares held by the company in its Singapore based subsidiaries, viz. Stampede Financials Pte Ltd, Stampede Technologies Pte Ltd.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and/or alter all or any of the terms and conditions of the security aforesaid in consultation with the Lenders/mortgagees / Debenture Trustees as may be necessary".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to prepare, finalize and execute with the Lenders/Debenture Trustees, such documents, deeds, writings and agreements, as it may consider necessary, expedient, appropriate or desirable for the purpose of giving effect to this resolutions."

For and on behalf of the Board
For Stampede Capital Limited

Emmanuel Dasi
Executive Director
DIN: 02598270

Date: 24th November, 2015

Registered Office:
8-2-686/8/B/1, 3rd Floor,
GAMUT Square, Road No.12,
Banjara Hills, Hyderabad -500034

Notes:

1. An Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. This Postal Ballot Notice is being sent to the members whose names appear in the Register of Members / Record of Depositories as on 20th November, 2015. Accordingly, the members whose name appears in the Register of Members / Record of Depositories as on 20th November, 2015, will be considered for purpose of voting.
3. Shareholder(s) desiring to exercise vote by postal ballot should complete the Postal Ballot form and send it to 'The Scrutinizer, CA G.Sriranga, M/s A.S.Naidu and Co., Chartered Accountants, Unit: Stampede Capital Limited, #8-2-686/8/B/1, 3rd Floor, GAMUT Square, Road No.12, Banjara Hills, Hyderabad-500034, in the attached business reply envelope so as to reach the Scrutinizer before 5.00 p.m. on Saturday, 26th December, 2015. Any Postal Ballot Form received after Saturday, 26th December, 2015 shall be treated as if reply from the member has not been received.
4. **Members holding shares in physical form are requested to inform any change of address, mobile number, e-mail id, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharath Nagar, Hyderabad-500018. Members holding shares in electronic form are requested to inform any change of address, e-mail id, bank details etc. immediately to their respective depository participants.**
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 20th November 2015.
6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Telugu newspaper, each with wide circulation in Hyderabad, where the registered office of the Company is situated, and published on the Company website website www.stampedecap.com.
7. E-VOTING: In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the companies (Management & Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote Postal Ballot and vice-versa.

The instructions for e-voting are as under:

- (i) The voting period begins on 27th November, 2015 and ends on 26th December, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th November, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website <https://www.evotingindia.com>
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to <https://www.evotingindia.com> and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Postal Ballot of STAMPEDE CAPITAL LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (ix) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (ix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com.
8. In case of members receiving the physical copy of Notice [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:
- Please follow all steps from sl.no. (ii) to sl.no. (xviii) above, to cast vote.
 - The voting period begins on 27th November, 2015 and ends on 26th December, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th November, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. At the end of the voting period, the portal where votes are cast shall forthwith be blocked.

- c. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date (record date) of 20th November, 2015.
9. A member can opt for only one mode of voting i.e. either through e-voting facility or by Postal Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot sent by the member shall be treated as invalid.
10. A copy of the Memorandum of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m to 1:00 p.m on all working days except on Saturdays.

The results of the Postal Ballot will be announced on Monday, 28th December, 2015 at the registered office of the company at 8-2-686/8/B/1, 3rd Floor, GAMUT Square, Road No.12, Banjara Hills, Hyderabad -500034 and will also be informed to BSE Limited and posted on the Company's website www.stampdecap.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

Item No. 1: Increase the Authorised Share Capital of the company

The Board of your Company propose to issue further securities for raising money up to USD 50 Million by issue of additional securities of the company. To facilitate the issue, the company proposes to increase its authorized share capital from Rs.25 Crores to Rs.35 Crores.

As per the provisions of Section 13 and 61 alteration of Memorandum and increase of Authorised Share Capital requires approval of the members of the company.

The Board of Directors recommends the resolution for the approval of the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolutions as set out at in the Notice.

Item No. 2: Further Issue of Securities

The resolution contained in the Notice relates to a proposal by the Company to create, offer, issue and allot Securities through further public offerings, preferential allotments, qualified institutions placements, issuance of global depository receipts, american depository receipts and such other Securities in such manner as stated in the resolution. The Company intends to issue Securities for a value of up to USD 50 Million [including premium].

Subject to applicable laws and regulations, the Company intends to use the net proceeds of the Issue primarily for Capital expenditure, investment in subsidiaries, acquisition of business for further expansion, working capital and general corporate purpose.

The Special Resolution also seeks to empower the board of directors to undertake a qualified institutions placement with qualified institutional buyers as defined by SEBI (ICDR) Regulations. The board of directors, may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (ICDR) Regulations for raising the funds for the expansion plans of the company, without the need for fresh approval from the shareholders. In case of an issuance of Securities to qualified institutional buyers, whether or not such investors are existing members of the Company, through a qualified institutions placement under Chapter VIII of the SEBI (ICDR) Regulations, the final price at which the Securities will be offered will be subject to investor response and prevailing market conditions, and computed in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations.

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

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

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

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

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

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

Item No. 3 & 4: Sub-Division of 1 (One) Equity Share of Face Value of ₹ 10/- each into 10 (Ten) Equity Shares of ₹ 1/- Each and Alteration of Capital Clause of Memorandum of Association

The Equity Shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage the participation of small investors by making Equity shares of the Company affordable and generate liquidity of floating stocks available for trading on the Stock Exchange, the Board of Directors at its Meeting held on 02nd November, 2015 considered and approved the sub-division of one Equity Share of the Company having a face value of ₹ 10 each into 10 Equity shares of face value of ₹ 1/- each subject to approval of the members and any other statutory and regulatory approvals, as applicable. The Board of Directors will fix the Record Date for the sub-division of the Equity Shares after approval of the Members and notified through the Stock Exchange.

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital clause V in the Memorandum of Association of the company relating to Authorised Share Capital need to be relevantly amended. As per the provisions of Section 13 and 61 of the Companies Act, 2013 any alterations in the Memorandum of Association of the Company shall be effected only after the approval of the members.

The Board of Directors recommends the resolution for the approval of the members.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours from 11:00 am to 1:00 pm till 26th December, 2015.

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

Item No. 5: To appoint Mr.Venkata Srinivas Meenavalli as Director of the company

Mr. Venkata Srinivas Meenavalli (DIN:00015132) was appointed by the board at its meeting held on 02.11.2015 as an additional director and Non-Executive Chairman of the company. The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Venkata Srinivas Meenavalli as Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. Mr. Venkata Srinivas Meenavalli possesses business experience of more than 15 years.

Save and except Mr.M.V.Srinivas and Mrs. M V Laxmi none of the other Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the resolution as set out in Item No.5 of the Notice.

The Board commends the Resolution set out at Item No.5, of the Notice for approval by the shareholders.

Item No. 6: To sell, lease or otherwise dispose of the whole or substantially the whole of subsidiaries of the company

To optimize the growth and for value unlocking, the company proposes to separately list its Singapore owned wholly owned subsidiaries in U.S. markets and the company, if required, proposes to sell/dispose of substantial stake in the wholly owned subsidiaries, to such entities that the Board of directors may think appropriate and deem fit.

The members of the company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) in any financial year twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution.

None of the other Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the resolution as set out in Item No.6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6, of the Notice for approval by the shareholders.

For and on behalf of the Board
For Stamped Capital Limited

Emmanuel Dasi
Executive Director
DIN: 02598270

Date: 24th November, 2015

Registered Office:
8-2-686/8/B/1, 3rd Floor,
GAMUT Square, Road No. 12,
Banjara Hills, Hyderabad -500034