



STAMPEDE CAPITAL LIMITED

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STAMPEDE CAPITAL LIMITED

16th
Annual Report
2010-11



STAMPEDE
Stampede Capital Limited
(Formerly Brilliant Securities Limited)

**BOARD OF DIRECTORS**

Mr. G. Linga Murthy	-	Executive Director
Mr. K. Avinash	-	Whole Time Director
Mr. K. Bhaskara Reddy	-	Director
Mr. D.Emmanuel	-	Independent Director
Mr. A. Veerabhadra Rao	-	Independent Director
Mr. D.V.S.S. Lakshminarayana	-	Independent Director
Ms. Rashi Tiwari	-	Company Secretary and Compliance Officer

Registered Office

Plot No.1, 2nd Floor, JR Towers, Road No.2,
Banjarahills, Hyderabad - 500 034.
Tel:91-40-23540764/65
Fax:91-40-23540763
e-mail:brilliantsecurities@gmail.com

AUDITORS

M/s. Sarath and Associates
Chartered Accountants

SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments Pvt. Ltd.,
Bharat Nagar, Hyderabad-500018

BANKERS

Bank of Baroda
HDFC Bank Ltd
Corporation Bank

**NOTICE**

NOTICE is hereby given that the SIXTEENTH ANNUAL GENERAL MEETING of the Members of Stampede Capital Limited (formerly known as Brilliant Securities Limited) will be held at Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad - 500 034 on Thursday the 29th day of September, 2011 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date and the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in place of Mr. A. Veerabhadra Rao, Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. K. Bhaskara Reddy, Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that M/s Sarath & Associates, Chartered Accountants be and are hereby appointed as Statutory Auditors of the company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, on such remuneration as may be mutually agreed upon between the Board of Directors and Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. G. Linga Murthy, who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 22nd July, 2011, who holds office upto the date of Annual General Meeting of the Company, be and is hereby appointed as Director liable to retire by rotation."

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

"RESOLVED THAT Mr.K. Avinash, who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 22nd July, 2011, who holds office upto the date of Annual General Meeting of the Company, be and is hereby appointed as Director liable to retire by rotation."

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

"RESOLVED THAT Shri. D. Emmanuel, who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 22nd July, 2011, who holds office upto the date of Annual General Meeting of the Company, be and is hereby appointed as Director liable to retire by rotation."



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

"RESOLVED THAT pursuant to Section 94 and other applicable provisions if any of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs.22,00,00,000/- (Rupees Twenty Two Crores only) divided into 2,20,00,000 (Two Crore Twenty Lakhs only) Equity shares of Rs.10/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) Equity shares of Rs.10/- each by creation of 30,00,000 (Thirty Lakhs only) Equity Shares of Rs. 10/- each ranking paripassu with the exiting Equity shares of the Company".

"RESOLVED FURTHER THAT in Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following".

- V. The Authorized share capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) Equity shares of Rs.10/- each.

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198,269,309,310,311 read with Schedule XIII to the Act, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification, amendment or re-enactment thereof) and subject to

such other approvals as may be necessary, approval be and is hereby accorded to the appointment of Mr. G. Linga Murthy, as Executive Director of the Company, for a period of three years with effect from July 22, 2011 at a remuneration as set out below :

- a) Salary: Rs. 24 Lakhs per annum with an annual increment subject to a maximum of 25% of salary every year effective from such month as may be decided by the Board
- b) Statutory contributions, if any applicable.
- c) Benefits, Perquisites and Allowances:
 - i. Rent Free Furnished Residential Accommodation with free use of all the facilities and amenities or house rent allowances.
 - ii. Provision of Company owned car with driver and telephone for personal purposes.
 - iii. Medical expenses reimbursement as per actual including medical insurance cost.
 - iv. Contribution to Provident Fund, Superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - v. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - vi. Encashment of leave at the end of the tenure as per Company's policy,

"RESOLVED FURTHER that Mr. G. Linga Murthy is also be entitled for reimbursement of actual entertainment, traveling, boarding



and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as any from time to time, be available to other Executives of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter or modify the different components of the above remuneration as may be agreed to by the Board of Directors and Mr. G. Linga Murthy."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any financial year, the Executive Director shall be paid remuneration as per Section II of Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) as may be applicable from time to time."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198,269,309,310,311 read with Schedule XIII to the Act, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification, amendment or re-enactment thereof) and subject to such other approvals as may be necessary, approval be and is hereby accorded to the appointment of Mr. K. Avinash , as Whole Time Director of the Company, for a period of three years with effect from July 22, 2011 at a remuneration as has been set out below :

- a) Salary: Rs. 18 Lakhs per annum with an annual increment subject to a maximum of 25% of salary every year effective from such month as may be decided by the Board
- b) Statutory contributions, if any applicable.
- c) Benefits, Perquisites and Allowances:
 - vii. Rent Free Furnished Residential Accommodation with free use of all the facilities and amenities or house rent allowances.
 - viii. Provision of Company owned car with driver and telephone for personal purposes.
 - ix. Medical expenses reimbursement as per actual including medical insurance cost.
 - x. Contribution to Provident Fund, Superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - xi. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - xii. Encashment of leave at the end of the tenure as per Company's policy,

"RESOLVED FURTHER that Mr. K. Avinash is also be entitled for reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as any from time to time, be available to other Executives of the Company."



"RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter or modify the different components of the above remuneration as may be agreed to by the Board of Directors and Mr. K. Avinash".

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any financial year, the Executive Director shall be paid remuneration as per Section II of Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) as may be applicable from time to time."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in terms of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") [including any amendment(s) thereto], issued by the Securities and Exchange Board of India ("SEBI") and pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum & Articles of Association of the Company, the provisions contained in the RBI guidelines, listing agreements entered into by the Company with Stock Exchanges where the equity shares of the Company are listed and subject to all necessary approvals, consents, permissions and/or sanctions as may be required from all applicable authorities, and subject to such

conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Compensation Committee to which the Board may delegate its powers, including the powers conferred by these Resolutions), consent of the Company be and is hereby accorded to the Board to create, issue, grant, offer and allot at any time, or from time to time, to the present and future employees and Directors (whole-time or otherwise) of the Company selected on the basis of a criteria prescribed by the Board in accordance with the SEBI Guidelines (hereinafter referred to as "the Eligible Employees" which expression shall, unless repugnant to the context, mean and include the present and future Employees and Directors (whole-time or otherwise) of the Company), such number of options which could rise to the issue of equity shares of the Company of face value of Rs.10 each not exceeding **20,00,000 (Twenty Lakhs only)** equity shares of face value of Rs.10 each, on the terms and conditions described below:

- i) The exercise price of the options shall not be less than such minimum price, if any, prescribed under the SEBI Guidelines and as determined by the Board.
- ii) The equity shares issued upon exercise of the options shall rank pari passu in all respects with the existing equity shares including dividend.
- iii) Each option granted to the Eligible Employees shall be entitled to one equity share of the Company at a



price to be determined by the Board and subject to any regulations or guidelines of the SEBI in regard to the pricing of the options, as applicable from time to time.

- iv) Each option shall be vested in the optionee after a minimum period of 12 months from the date of grant of the option or at such times as may be determined by the Board from time to time.
- v) The options shall be valid and exercisable for such periods as may be determined by the Board, from time to time.
- vi) The consideration for the shares to be issued upon exercise of an option as determined by the Board at the time of granting the options may consist of cash, cheque or consideration received by the Company under a cashless exercise program implemented by the Company or any combination of the foregoing methods of payment.
- vii) No Eligible Employee shall, during any fiscal year of the Company, be granted options exceeding the limit fixed by the SEBI or any other relevant regulation as is applicable to such options.
- viii) The Company shall conform to the accounting policies mandated by applicable law or regulations of the SEBI or any other relevant regulation as is applicable to the accounting of such options.
- ix) Subject to the approval of the stock exchanges, the relevant equity shares on exercise of the options shall be listed on the stock exchanges.

- x) The Board shall have the power to make reasonable adjustments to the number of options to be exercised and the exercise price in case of rights issues, bonus issues, stock splits and other corporate actions.

- xi) The Board shall have absolute discretion from time to time to modify or substitute any such terms, including but not limited to, acceleration of vesting period of options granted or, if it thinks fit, not to undertake or proceed with the implementation of this Resolution in whole or in part.

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee/director under the said Scheme(s) shall not exceed 1% of the issued and paid-up share capital of the Company in any financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to pay fees and commission and incur expenses in relation thereto and do all such acts, deeds, matters and things and execute all such deeds, documents, instructions and writings as it may, in its absolute discretion, deem necessary or desirable for such purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to evolve, decide upon and bring into effect one or more Employee Stock Option Schemes or Plans ("ESOPs") and subject to the SEBI guidelines, make any



amendments, modifications, alterations in ESOPs from time to time, as may be required, including making necessary adjustments in case of rights issues, bonus issues, stock splits or any other corporate actions subsequently and to settle all questions, difficulties or doubts that may arise in relation to the implementation of ESOPs and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may, in its absolute discretion, deem necessary or desirable for such purpose without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee to give effect to this resolution."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in terms of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") [including any amendment(s) thereto], issued by the Securities and Exchange Board of India ("SEBI") and pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum & Articles of

Association of the Company, the provisions contained in the RBI guidelines, listing agreements entered into by the Company with Stock Exchanges where the equity shares of the Company are listed and subject to all necessary approvals, consents, permissions and/or sanctions as may be required from all applicable authorities, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Compensation Committee to which the Board may delegate its powers, including the powers conferred by these Resolutions), consent of the Company be and is hereby accorded to the Board to create, issue, grant, offer and allot at any time, or from time to time, to the present and future employees and Directors (whole-time or otherwise) of the present and future subsidiaries of the Company selected on the basis of a criteria prescribed by the Board in accordance with the SEBI Guidelines (hereinafter referred to as "the Eligible Employees" which expression shall, unless repugnant to the context, mean and include the present and future Employees and Directors (whole-time or otherwise) of the present and future subsidiaries of the Company), such number of options as may be decided by the Board within the limits prescribed in resolution No.11, on such terms and conditions described below:

- i) The exercise price of the options shall not be less than such minimum price, if any, prescribed under the SEBI Guidelines and as determined by the Board.



- ii) The equity shares issued upon exercise of the options shall rank pari passu in all respects with the existing equity shares including dividend.
- iii) Each option granted to the Eligible Employees shall be entitled to one equity share of the Company at a price to be determined by the Board and subject to any regulations or guidelines of the SEBI in regard to the pricing of the options, as applicable from time to time.
- iv) Each option shall be vested in the optionee after a minimum period of 12 months from the date of grant of the option or at such times as may be determined by the Board from time to time.
- v) The options shall be valid and exercisable for such periods as may be determined by the Board, from time to time.
- vi) The consideration for the shares to be issued upon exercise of an option as determined by the Board at the time of granting the options may consist of cash, cheque or consideration received by the Company under a cashless exercise program implemented by the Company or any combination of the foregoing methods of payment.
- vii) No Eligible Employee shall, during any fiscal year of the Company, be granted options exceeding the limit fixed by the SEBI or any other relevant regulation as is applicable to such options.
- viii) The Company shall conform to the accounting policies mandated by applicable law or regulations of

the SEBI or any other relevant regulation as is applicable to the accounting of such options.

- ix) Subject to the approval of the stock exchanges, the relevant equity shares on exercise of the options shall be listed on the stock exchanges.
- x) The Board shall have the power to make reasonable adjustments to the number of options to be exercised and the exercise price in case of rights issues, bonus issues, stock splits and other corporate actions.
- xi) The Board shall have absolute discretion from time to time to modify or substitute any such terms, including but not limited to, acceleration of vesting period of options granted or, if it thinks fit, not to undertake or proceed with the implementation of this Resolution in whole or in part.

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee/director under the said Scheme(s) shall not exceed 1% of the issued and paid-up share capital of the Company in any financial year.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to pay fees and commission and incur expenses in relation thereto and do all such acts, deeds, matters and things and execute all such deeds, documents, instructions and writings as it may, in its absolute discretion, deem necessary or desirable for such purpose.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to evolve, decide upon and bring into effect one or more Employee Stock Option Schemes or Plans ("ESOPs") and subject to the SEBI guidelines, make any amendments, modifications, alterations in ESOPs from time to time, as may be required, including making necessary adjustments in case of rights issues, bonus issues, stock splits or any other corporate actions subsequently and to settle all questions, difficulties or doubts that may arise in relation to the implementation of ESOPs and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may, in its absolute discretion, deem necessary or desirable for such purpose without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee to give effect to this resolution."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to, the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any statutory codification(s) or re-enactment thereof, for the time being in force), the applicable rules,

regulations and guidelines of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) scheme, 1993, the enabling provisions of the Memorandum and Articles of Association of the company and the listing agreements entered into by the company with the Stock exchanges where the shares of the company are listed, and subject to requisite approvals, consents, permissions, and/or sanctions, if any, of Ministry of Finance (Department of Economic Affairs), Ministry of Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance), SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, permission, authority and approval of the Members of the company be and is hereby accorded to the Board at their absolute discretion to create, offer, issue and allot, from time to time in one or more tranches, whether rupee denominated or denominated in foreign currency, in consultation with the Lead Manager(s)



and/or Underwriter(s) and/or Advisor(s), wherever required, (a) Foreign Currency Convertible Bonds (FCCBs)/ Foreign Currency Exchangeable Bonds (FCEBs) and/or other securities convertible, at the option of the company and/ or entitling holder thereof to apply and convert at his option into equity shares with or without voting/special rights and/or (b) other securities convertible into or exchangeable with or linked to equity shares, and/or (c) Non convertible securities with or without detachable warrants, and/or (d) Warrants with a right exercisable by the warrant holder to convert or subscribe to the equity shares and/or (e) any shares, instruments or securities of the company through Global Depository Receipts (GDRs), American Depository Receipts (ADRs) or equity shares through depository receipt mechanism, participatory notes or otherwise, (f) issue of equity shares to Qualified Institutional Buyers as per Chapter VIII of SEBI (ICD) Regulations, 2009 (all hereinafter collectively referred to as "Securities") and/or any combination of securities, secured or unsecured, whether listed on any stock exchange in India or any international stock exchange outside India, to any person including Qualified Institutional Buyers, Foreign Institutional Investors, Foreign, non resident, domestic institutions, institutional investors, banks, mutual funds, companies, bodies corporate or other entities, individuals or other persons (collectively referred to as "Investors"), whether or not such investors are members of the company for an aggregate amount **not exceeding Rs.25 Crores** (Rupees Twenty Five Crores only) or equivalent thereof in one or more foreign currency, inclusive of such premium as may be fixed on such Securities by offering the securities in

one or more countries through public offer and/or offer letter and/or placement document and/or circular and/or information memorandum and/or such other document writings, and/or private placement basis and/or combination thereof in such manner, on such terms and conditions and at such time(s) as may be determined by the Board in its absolute discretion, with power to settle details as to the form and terms of issue of the Securities and all other terms, conditions and matters connected therewith including to accept any modification thereto or therein as may be required by concerned authorities and/or persons involved with any such issue of securities subject, however, to all applicable laws and regulations.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares pursuant hereto and/or as may be required to be issued and allotted upon conversion of any of the securities referred to above or as may be necessary in accordance with the terms of offering thereof and all equity shares so issued and allotted shall be subject to the Memorandum and articles of association of the company and shall rank pari passu in all respects with the existing equity shares of the company.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any offer, issue and allotment of Securities, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation entering into of arrangements for underwriting,



marketing, listing, trading, appointment of Lead Manager(s), Advisor(s), Registrar(s), paying and conversion agent(s) and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions, and to give such direction that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all members."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to finalize and approve the preliminary as well as the final offer document for the proposed issue and to authorize any one or more Directors of the company to sign all documents, together with the authority to amend, vary, modify the same as such authorized persons may consider necessary, desirable, or expedient for the purpose aforesaid to give such declarations, affidavits, certificates, consents, authorities as may be required from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

14. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, including any

statutory modification or re-enactments thereof, for the time being in force, and subject to the provisions of Section 198 of the Companies Act, 1956, consent of the Company be and is hereby accorded to the payment of commission for a period of five years, if and when considered appropriate by the Board, such amount or such percentage of profits as may be considered and decided by the Board, on an annual basis, subject to such amount not exceeding the limit of 1% prescribed under the Section 309(4) for non-whole time directors and 1% for whole time directors, in each financial year".

"RESOLVED FURTHER THAT the commission payable as aforesaid shall be in addition to sitting fee paid/payable to the non-whole time directors and remuneration paid/payable to the whole time directors".

"RESOLVED FURTHER THAT pursuant to the provisions of Section 309(5) of the Companies Act, 1956, the net profits, for the purpose of computation of commission, shall be computed in accordance with the provisions of Section 198 of the Companies Act, 1956".

For and on behalf of the Board

G. LINGA MURTHY
EXECUTIVE DIRECTOR

Place: Hyderabad
Date: 02.09.2011



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received by the Company not later than 48 hours before the commencement of the meeting.
3. An explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of resolution set out in special business is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 28th September, 2011 to 29th September, 2011 (both days inclusive)

Additional Information in respect of Directors Recommended for Appointment/Seeking re-election at the ensuing Annual General Meeting:

Mr. A. Veerabhadra Rao

Mr. A. Veerabhadra Rao, aged 53 years, has done graduation in Science from Andhra University and DIFAT (Alcohol Technology) from National Sugar Institute, Kanpur. He has over 32 years of experience in the fields of Mechanical Maintenance and General Administration.

Mr. K. Bhaskara Reddy

Mr. K. Bhaskara Reddy, aged 52, is a Commerce Graduate from Andhra University, India and has over 22 years of experience in Financial Management.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No. 5

Mr. G. Linga Murthy was appointed as an Additional Director of the Company in the Board Meeting held on July 22, 2011.

Pursuant to Section 257 of the Companies Act, 1956, the Company has received notice from the member along with the requisite deposit signifying his intention to propose the appointment of Mr. G. Linga Murthy as a Director of the Company, liable to retire by rotation.

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

Except Mr. G. Linga Murthy, none of the Directors of the Company is in any way, concerned or interested in the proposed resolution.

Item No. 6

Mr. K. Avinash was appointed as an Additional Director of the Company in the Board Meeting held on July 22, 2011.

Pursuant to Section 257 of the Companies Act, 1956, the Company has received notice from the Member along with the requisite deposit signifying his intention to propose the appointment of Mr. K. Avinash as a Director of the Company, liable to retire by rotation.

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

Except Mr. K. Avinash, none of the Directors of the Company is in any way, concerned or interested in the proposed resolution.

Item No.7

Mr. D. Emmanuel was appointed as an Additional Director of the Company in the Board Meeting held on July 22, 2011.



Pursuant to Section 257 of the Companies Act, 1956, the Company has received notice from the member along with the requisite deposit signifying his intention to propose the appointment of Mr. D. Emmanuel as a Director of the Company, liable to retire by rotation.

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

Except Mr. D. Emmanuel, none of the Directors of the Company is in any way concerned or interested in the proposed resolution.

Item No.8

The present authorized share capital of the company is Rs. 22,00,00,000 divided in to 2,20,00,000 equity shares of Rs.10 each. Consequent to the issue of equity shares under ESOPs envisaged under item number 11 and 12 the authorized Share Capital of the Company needs to be increased from the existing Rs. 22,00,00,000 divided into 2,20,00,000 equity shares of Rs.10 each to Rs. 25,00,00,000 divided into 2,50,00,000 equity shares of Rs. 10 each.

The proposed increase of Authorised Share Capital and consequent alteration to the Memorandum of Association reflecting the proposed increase requires the approval of members in the general meeting as per Section 94 of the Companies Act, 1956.

The Board of Directors recommends the resolution set out at Item No.8 of the Notice for the approval of the members.

None of the Directors of the Company is in any way, concerned or interested in the proposed resolution.

Item No.9

Mr. G. Linga Murthy was appointed as Director of the Company in the Board Meeting held on July 22, 2011

Pursuant to Section 257 of the Companies act, 1956, the Company has received notice from the member along with the requisite deposit signifying his intention to propose the appointment of Mr.G. Linga Murthy as a Director of the Company, liable to retire by rotation.

The Board of Directors on July 22, 2011 has appointed Mr. G. Linga Murthy as Executive Director of the company.

The remuneration committee has approved the remuneration of Mr. G. Linga Murthy which is within the limits of part II of Schedule XIII of the Companies act, 1956. As per the provisions of the Companies act, 1956 the appointment and remuneration requires the approval of members in General Meeting.

The Profile of Mr. G. Linga Murthy is given below:

Mr. G. Linga Murthy, aged 33 is M.Sc (Computer Science) and has over 12 years of experience in various fields including 3 years experience in Trading of Securities, Commodities etc.,. Before joining the Board, he worked as Director in the Stampede Holdings Limited which is a member of MCX and United Stock Exchange of India Limited.

I. General Information:

1. Nature of industry: **Stock Broking - Trading of Securities, Commodities,**
2. Date or expected date of commencement of commercial production: **Not Applicable**
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. **Not Applicable**



4. Financial performance based on given indicators: **For the FY ended March 31, 2011 Company had Net Loss of Rs.46.16 Lakhs as per the audited Balance Sheet**

5. Export performance and net foreign exchange collaborations: **No Foreign Exchange collaborations.**

6. Foreign investments or collaborators, if any. **Nil**

II. Information about the appointee:

1. Background details: **M.Sc. (Computer Science) ;12 years of experience in various fields including 3 years of experience in Trading of Securities, Commodities etc.**
2. Past remuneration: **Rs.18 Lakhs per annum**
3. Recognition or awards: **NIL**
4. Job profile and his suitability: **Appointee holds a M.Sc. (Computer Science) and 12 years of experience including 3 years experience in Securities Market.**
5. Remuneration proposed: **Rs.24 Lakhs per annum with a 25% increment in every year**
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): **Rs.25 Lakhs to Rs.50 Lakhs.**
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. **Not Applicable**

III. Other information:

Reasons of loss or inadequate profits:

Significant changes in Securities Market.

Steps taken or proposed to be taken for improvement: **Restructuring of operations to optimise cost, expenses and improve revenues was undertaken during the current FY. A Scheme of Arrangement was approved between the company and Stampede Holdings Limited**

Expected increase in productivity and profits in measurable terms. **Expecting revenues to improve in the current FY by increasing the turnover with Automated trading Systems technology**

IV. Disclosures:

1. The shareholders of the company shall be informed of the remuneration package of the managerial person: **Given in the Annual Report 2010-11**
2. The following disclosures shall be mentioned in the Board of director's report under the heading "Corporate governance", if any, attached to the annual report:-
 - (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors; **Company provides all the required information in its Annual Reports**
 - (ii) Details of fixed component and performance linked incentives along with the performance criteria; **Only fixed component and no performance linked incentive proposed**
 - (iii) Service contracts, notice period, severance fees; **Company has entered a service agreement with the appointee.**



The Board of Directors recommends the resolutions setout at Item No. 9 for the approval of the members.

Except Mr. G. Linga Murthy none of the Directors of the company is, in any way, concerned or interested in the proposed resolution.

Item No. 10

Mr. K. Avinash was appointed as Director of the Company in the Board Meeting held on July 22, 2011

Pursuant to Section 257 of the Companies act, 1956, the Company has received notice from the member along with the requisite deposit signifying his intention to propose the appointment of Mr. K. Avinash as a Director of the Company, liable to retire by rotation.

The Board of Directors on July 22, 2011 has appointed Mr. K. Avinash as as Whole Time Director of the company.

The remuneration committee has approved the remuneration of Mr. K. Avinash which is within the limits of part II of Schedule XIII of the Companies act, 1956. As per the provisions of the Companies act, 1956 the appointment and remuneration requires the approval of members in General Meeting.

The Profile of Mr. K. Avinash is given below:

Mr. K. Avinash, aged 34 is M.Sc.; Ph.D. in Mathematics and has over 16 years of experience in various fields of Teaching and working on Quant Models. Before joining the Board, he worked for Stampede Holdings Limited, which is a member of MCX and United Stock Exchange of India Limited.

I. General Information:

- (1) Nature of industry: **Stock Broking - Trading of Securities, Commodities,**
- (2) Date or expected date of commencement of commercial production: **Not Applicable**
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. **Not Applicable**
- (4) Financial performance based on given indicators: **For the FY ended March 31, 2011 Company had Net Loss of Rs.46.16 Lakhs as per the audited Balance Sheet**
- (5) Export performance and net foreign exchange collaborations: **No Foreign Exchange collaborations.**
- (6) Foreign investments or collaborators, if any. **Nil**

II. Information about the appointee:

- (1) Background details: **M.Sc. Ph. D. in Mathematics having 16 years of experience in various fields of Teaching and Quant Models in Trading of Securities, Commodities etc.**
- (2) Past remuneration: **Rs.18 Lakhs per annum**
- (3) Recognition or awards: **NIL**
- (4) Job profile and his suitability: **Appointee holds a M.Sc. Ph. D. in Mathematics having 16 years of experience of Teaching and Quant Models in Trading of Securities, Commodities etc. .**
- (5) Remuneration proposed: **Rs. 18 Lakhs per annum with a 25% increment in every year**



- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): **Rs.25 Lakhs to Rs.50 Lakhs.**
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. **Not Applicable**

III. Other information:

- (1) Reasons of loss or inadequate profits: **Significant changes in Securities Market.**
- (2) Steps taken or proposed to be taken for improvement: **Restructuring of operations to optimise cost, expenses and improve revenues was undertaken during the current FY. A Scheme of Arrangement was approved between the company and Stampede Holdings Limited**
- (3) Expected increase in productivity and profits in measurable terms. **Expecting revenues to improve in the current FY by increasing the turnover with ATS.**

IV. Disclosures:

- (1) The shareholders of the company shall be informed of the remuneration package of the managerial person: **Given in the Annual Report 2010-11**
- (2) The following disclosures shall be mentioned in the Board of director's report under the heading "Corporate governance", if any, attached to the annual report:-

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors; **Company provides all the required information in its Annual Reports**

- (ii) Details of fixed component and performance linked incentives along with the performance criteria; **Only fixed component and no performance linked incentive proposed**

- (iii) Service contracts, notice period, severance fees; **Company has entered a service agreement with the appointee.**

The Board of Directors recommends the resolutions setout at Item No. 10 for the approval of the members.

Except Mr. K. Avinash none of the Directors of the company is, in any way, concerned or interested in the proposed resolution.

Item No.11 and 12:

Employee Stock Option Plans (ESOP) have been recognised as an important tool to motivate, retain and reward the employees and directors of the Company. A grant of ESOP amounts to recognition of efforts of the employees and directors. In order to retain the best personnel of the Company and also to attract the talented professionals of the Industry, the issue of ESOP becomes imperative. ESOP serves the purpose of building a strong organisation with the support of committed employees and in turn the employees also get rewarded for their commitment and dedication.



The information as required under clause 6.2 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, setting out the salient features of the Scheme(s) are as follows:

a.	The total number of options to be granted	Not exceeding 20,00,000 (Twenty Lakhs only) or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time.
b.	Identification of classes of employees entitled to participate in the plan	<p>a. All the present and future employees and Directors (whole-time or otherwise) of the Company selected on the basis of a criteria prescribed by the Board in accordance with the SEBI Guidelines other than (i) promoter directors and (ii) those directors who hold directly or indirectly more than 10% of the outstanding equity shares of the Company, as per SEBI Guidelines</p> <p>b. All the present and future employees and Directors (whole-time or otherwise) of present and future subsidiary companies.</p>
c.	Requirements of vesting and period of vesting	1 year to 5 years from the date of grant of options, subject to continued employment with the Company and/or its subsidiary companies and as may be determined by the Board/Committee in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
d.	Maximum period within which the RSUs shall be vested	As may be determined by the Board/Committee in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
e.	Exercise price or pricing formula	Not less than the face value of the equity shares or such other price as may be calculated in accordance with the applicable statutory rules, regulations, guidelines and laws, on the date of grant.



f.	Exercise period and process of exercise	The options granted under the plan shall be exercisable at such times and under such conditions as determined by the Board/Committee of Directors from time to time, subject to minimum vesting period of one year from the date of grant. The process of exercise involves written or electronic notice of exercise along with the exercise price in full for number of units exercised.
g.	The appraisal process for determining the eligibility for grant of options	As may be decided by the Board/Committee of Directors or such other body in accordance with the plan.
h.	Maximum number of options to be issued.	The maximum number of options to be issued under the plan shall not exceed 20,00,000 (Twenty Lakh only).

In case the Company calculates the employee compensation cost using the intrinsic value of the Restricted Stock Units, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the directors' report and also impact of this difference on profits and on EPS of the Company shall also be disclosed in the directors' report. Company shall use one of the applicable methods (intrinsic value or fair value) to value of the options.

The Company shall also confirm to the accounting policies specified by the SEBI as per the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 from time to time.

Pursuant to Section 81(1A) and other applicable provisions of the Companies Act, 1956 and as per the SEBI guidelines, consent of members, by way of special resolution is required for granting of options and issue of equity shares to eligible employees/directors on exercise of stock options, who may or may not be existing members.

The Directors who would be eligible/ qualified to join ESOP may be deemed to be interested in the resolution at item no. of the Notice to the extent of equity shares which may be issued to them and the benefit which may accrue to them.

Your Directors recommend the resolutions at item no. 11 and 12 of the Notice.

Item No.13

For the purpose of (i) Capital Expenditure (ii) New Product development and (iii) Working Capital and general corporate requirements, your Company is proposing to issue equity Shares, GDRs, FCCBs, and such other securities convertible into equity shares or a combination thereof.



STAMPEDE CAPITAL LIMITED

For the above purposes, your company plans to raise upto Rs.25 Crores (Rupees Twenty Five Crores only) through a combination of equity/quasi equity instruments and therefore proposes issue of equity Shares/ADRs/GDRs/FCCBs/ ECBs/FCEBs and such other securities convertible into equity shares or a combination thereof. the actual composition of various instruments will be decided by the company in consultation with the Merchant Bankers/Investment Bankers and as per the requirements of the funds from time to time and such offer shall be made to any person including Domestic/Foreign Investors/Foreign Institutional Investors, Qualified Institutional Buyers, Trusts, Mutual Funds, Banks, Insurance Companies, pension Funds, retail public, whether shareholders of the company or not, at a price which shall not be lower than the price as prescribed under applicable SEBI guidelines, if any.

Accordingly, the consent of the members is being sought, pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956, and SEBI (Disclosure and Investor Protection) Guidelines, 2000, and in terms of the provisions of the listing agreements, to issue and allot equity shares as stated in the Special resolution.

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

None of the Directors of the Company is, in any way, concerned or interested in the proposed resolution.

Item No.14

Considering the performance of the Company to place on record its appreciation of the sincere efforts and

in-valuable contribution made by the directors, and also taking into account their involvement in the present and future projects of the Company, which are considered essential for ensuring long term viability of the Company as a good gesture and an incentive, it is proposed to remunerate the directors by way of payment of commission, in accordance with the provisions of the Companies Act, 1956 and the Articles of association of the Company. Further, the said commission is proposed to be apportioned as decided by the Board to all the directors to reinforce the principle of collective responsibility of the Board of Directors in Management of the affairs of the Company.

The Board of Directors accordingly commends the resolution set out at item no.14 of the accompanying notice for the approval of the members.

Approval of the Central Government for payment of commission to non-whole time directors, within the limits prescribed under the provisions of the Act, has been dispensed with Vide General Circular No.4/2011 dated 4th March, 2011 issued by the Ministry of Corporate Affairs, Government of India and Central Government's approval is not required for payment of commission to whole time directors since it does not exceed the limits specified under the relevant provisions of the Companies Act, 1956.

All directors are considered to be interested in this resolution.

For and on behalf of the Board

G. LINGA MURTHY
EXECUTIVE DIRECTOR

Place: Hyderabad
Date: 02.09.2011



STAMPEDE CAPITAL LIMITED

DIRECTORS' REPORT

TO THE MEMBERS OF STAMPEDE CAPITAL LIMITED

Your Directors have pleasure in presenting the Sixteenth Annual Report together with the Audited Accounts for the year ended 31st March, 2011.

Financial Highlights:

Particulars	Year ended 2011 Rs.	Year ended 2010 Rs.
INCOME:		
Securities Traded	14,318,090	127,756,617
Income from Securities Broking	368,200	623,262
Other Income	1,072,703	818,454
Total	15,758,993	129,198,333
EXPENDITURE:		
Cost of Securities Traded	14,440,340	127,676,453
Employees Cost	145,394	4,283,947
Administrative and other expenses	4,800,213	5,076,786
Interest	569,491	183,673
Depreciation	419,739	339,999
Total	20,375,177	137,560,858
Profit/(Loss) Before Tax	(4,616,184)	(8,362,522)
Less: Tax Expense	-	-
Profit/(Loss) After Tax	(4,616,184)	(8,362,525)
Loss brought forward from earlier years	(44,273,312)	(35,910,787)
Loss carried forward to balance sheet	(48,889,496)	(44,273,312)
Earnings / (Loss) per share Basic/Diluted	(0.88)	(1.64)

REVIEW OF OPERATIONS:

For the financial year ended March 31, 2011, your Company had reported a total income of Rs. 157.59 Lakhs as against Rs. 1291.98 Lakhs during the previous financial year. The company recorded a net loss of Rs.46.16 Lakhs as against net loss Rs 83.62 Lakhs during the previous financial year.

DIRECTORS:

In accordance with Section 256 of the Companies Act, 1956 Mr. A. Veerabhadra Rao, Mr. K. Bhaskara Reddy, Directors of the company retires by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment. During the period, Mr. G. Venkatappaiah was resigned from the Board with effect from 22nd July, 2011.

The following Directors were appointed as Additional Directors with effect from 22nd July, 2011.

1. Mr. G. Linga Murthy
2. Mr. K. Avinash
3. Mr. D. Emmanuel and

Mr. G. Linga Murthy and Mr. K. Avinash were appointed as Whole Time Directors of the Company with effect from 22nd July 2011.

Board commends for passing of the respective resolutions proposed in the Notice of the Annual General Meeting.

AUDITORS:

The Statutory Auditors, M/s Sarath and Associates, Chartered Accountants, retire at this Annual General Meeting. The Board of Directors recommends appointment of M/s Sarath and Associates, as Statutory Auditors of the Company for the financial year 2011-12.

PUBLIC DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules framed there under.

PARTICULARS OF EMPLOYEES:

None of the employees are in receipt of the remuneration as set out under Section 217(2A) of the Companies Act, 1956 and as such the statement as required under Section 217(2A) of the Companies Act, 1956 is not applicable.

**LISTING OF SHARES**

The shares of the company are listed on Bombay Stock Exchange Limited (BSE). The listing fee for the year 2010-11 has already been paid to the BSE. During the year the Company has made a Allotment of 540,570 Equity Shares of Rs.10 each on preferential basis and obtained the necessary approvals as necessary in this regard.

SCHEME OF ARRANGEMENT

Your company has approved the Scheme of Arrangement between the Company and Stampede Holdings Limited in the Extraordinary General Meeting held on 09.04.2011 which was approved by the Hon'ble High Court of Andhra Pradesh on 19th June.2011. Pursuant to the Scheme of arrangement 1,50,00,000 equity shares of the Company were issued and allotted to the shareholders of Stampede Holdings Limited on 22nd July 2011. The provisions of all applicable laws are being complied with in respect of the Scheme of Arrangement.

CHANGE OF NAME

During the year the name of the Company was changed from Brilliant Securities Limited to Stampede Capital Limited and obtained Fresh Certificate of Incorporation consequent upon change of name, from Registrar of Companies, Andhra Pradesh, Hyderabad on July 19, 2011.

CORPORATE GOVERNANCE:

In accordance with Clause 49 of the Listing Agreement, a report on Corporate Governance along with the Practicing Chartered Accountant Certificate on compliance of conditions of Corporate Governance is annexed herewith and forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance to the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm the following:

- (i) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors have prepared the annual accounts on a going concern basis.

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

The company has no activities relating to Conservation of Energy, Technology Absorption. The company has no Foreign Exchange earnings and Outgo during the year under review.

**ACKNOWLEDGEMENTS:**

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

For and on behalf of the Board

G. Linga Murthy K. Avinash
Executive Director Whole Time Director

Place: Hyderabad
Date: 02.09.2011



REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

2. BOARD OF DIRECTORS

The Board of directors of the company has an optimum combination of executive and non-executive directors with not less than fifty percent of the board of directors comprising of non-executive directors. The company has Non-Executive Chairman and more than 50% of the Board consisting of independent and Non-Executive Directors.

a) Composition and Category of Board of Directors

Category	No. of Directors	% of Total Board
Promoter, Non-Executive and Non-Independent Director	01	17%
Executive and Independent Director	02	33%
Non-Executive and Independent Director	03	50%
Total	06	100%

b) Attendance of each Director at the Board Meetings held during year 2010-11 and at the Last Annual General Meeting;

Sl. No	Name and Designation of the Director	Board Meetings held during the year	Board Meetings Attended during the year	Attendance at Last AGM(Yes/No)
1.	Mr.K.Bhaskara Reddy, Director	8	8	Yes
2.	Mr.G.Venkatappaiah, Whole time Director	8	6	Yes
3.	Mr. A. Veerabhadra Rao Director	8	6	Yes
4.	Mr. D.V.S.S. Lakshminarayana Director	8	8	Yes



- c) Number of other Boards or Board Committees in which Directors are with member or Chairperson.

Name of the Director	Board@		Committee	
	Chairman	Director	Chairman	Member
Mr. A. Veerabhadra Rao	Nil	01	1	03
Mr. D.V.S.S. Lakshminarayana	Nil	04	1	03
Mr.K.Bhaskara Reddy	Nil	Nil	1	02
Mr.G.Venkatappaiah	Nil	01	Nil	03

@Directorships in Foreign Companies are excluded

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

The Board of Directors met 8 times during the year 2010-11 on 31st May, 2010, 14th August, 2010, 15th November, 2010, 1st December, 2010, 31st December, 2010, 17th January, 2011, 14th February, 2011 and 9th March, 2011.

3. Audit Committee

The Audit Committee was constituted in terms of Section 292A of the Companies Act, 1956 and as per the provisions of Clause 49 of the Listing Agreement. The Audit Committee consists of Independent Directors and provides assistance to the Board of Directors in fulfilling its overall responsibilities. The Company Secretary of the Company act as Secretary of the Committee.

i. Brief description of terms of reference;

The terms of reference of the Audit Committee is in conformity with the provisions of Clause 49 of the Listing Agreement which inter alia, including the following:

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

ii. Composition, name of members and Chairperson

The composition of Audit Committee, which has been reconstituted on 22nd July, 2011 with the following:

- | | |
|---------------------------------|----------|
| 1. Mr. A. Veerabhadra Rao | Chairman |
| 2. Mr. D.V.S.S. Lakshminarayana | Member |
| 3. Mr. D. Emmanuel* | Member |

* Mr. G. Venkatappaiah was resigned from the Board w.e.f. 22.07.2011 and Mr. D. Emmanuel was appointed as member of the Audit Committee on reconstitution of the committee.

**iii. Meetings and attendance during the year**

During the financial year 2010-11, the Audit Committee met 4 times on the following dates:

31st May, 2010, 14th August, 2010, 15th November, 2010 and 14th February, 2011.

4. Compensation / Remuneration Committee

The composition of Compensation Committee is as given below:

- | | |
|---------------------------------|----------|
| 1. Mr. K. Bhaskara Reddy | Chairman |
| 2. Mr. A. Veerabhadra Rao | Member |
| 3. Mr. D.V.S.S. Lakshminarayana | Member |

(a) Brief description of terms of reference

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

(b) Remuneration policy

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

5. Shareholders / Investor Grievance Committee:

The Shareholders/Investors' Grievance Committee has been reconstituted on 22.07.2011 with the following:

- | | |
|---------------------------------|----------|
| 1. Mr. D.V.S.S. Lakshminarayana | Chairman |
| 2. Mr. K. Bhaskara Reddy | Member |
| 3. Mr. D. Emmanuel* | Member |

* Mr. G. Venkatappaiah was resigned from the Board on 22.07.2011 and Mr. D. Emmanuel was appointed as Member of Shareholders/Investors' Grievance Committee with effect from 22nd July, 2011.

The Investors' Grievance Committee focuses on shareholders' grievances and strengthening of investor relations. The functions of the committee include the redressal of shareholders/investor complaints/grievances pertaining to transfers/transmissions of shares, dividend, and dematerialization of shares, replacement of lost/stolen/mutilated share certificates and other related issues. There are no complaints pending as on the date of this report.

The details of investor's complaints received and resolved during the financial year 2010-11 is as under.

No. of Investor's Complaints received during the financial year 2010-11	No. of Investor's Complaints resolved during the financial year 2010-11	Investor Complaints pending at the end of financial year 2010-11
2	2	Nil

**6. General Body Meeting**

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

Financial year ended	Date	Venue	Time
March 31, 2010	24.12.2010	Kalinga Cultural Trust, Plot No.1269, 2 nd Flr, Road No.12, Banjara Hills, Hyderabad-500034	10.00 A.M.
March 31, 2009	25.09.2009	Kalinga Cultural Trust, Plot No. 1269, 2 nd Flr, Road No. 12, Banjara Hills, Hyderabad-500034	10.30 A.M.
March 31, 2008	27.09.2008	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	03.30 P.M.

No special resolution has been passed by the Company in the last year through postal ballot. As on date, the company does not have any proposal to pass any special resolution by way of postal ballot.

7. Disclosures

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

8. Means of Communication**Quarterly Results**

All vital information relating to the Company including its financial performance are posted on the Company's website www.brilliantsecurities.com.



The quarterly un-audited/ audited financial results of the company are generally published in two financial news papers (Financial Express and Andhra Prabha) in English and a vernacular newspaper, intimation to Stock Exchanges as required under the Listing Agreements and through press releases. The Company has a dedicated help desk with email ID cs@brilliantsecurities.com for the Secretarial Department for providing necessary information to the investors.

9. Management Discussion and Analysis Report

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

10. General Shareholders Information:

i. Annual General Meeting:

Date : 29th September, 2011
Time : 10.30 A.M.
Venue : Kalinga Cultural Trust, Banjara Hills, Hyderabad

ii. Financial Year : 1st April to 31st March

iii. Date of Book Closure : 28th September to 29th September, 2011 (inclusive of both the days)

iv. Listing on Stock Exchange : The Bombay Stock Exchange Limited PJ Towers, Dalal Street, Mumbai

v. Stock Code : 531723

vi. Market price date: High / Low during the each month in the financial year 2010-11 and performance in comparison to broad based indices, Sensex (BSE) etc.,

Month & Year	BSE (in Rs.)		Sensex	
	Low	High	Low	High
April, 2010	22.15	17.25	18047.86	17276.80
May, 2010	25.85	16.20	17536.86	15960.15
June, 2010	25.95	16.65	17919.62	16318.39
July, 2010	23.80	15.35	18237.56	17395.58
Aug, 2010	16.85	13.25	18475.27	17819.99
Sep, 2010	17.45	11.95	20267.98	18027.12
Oct, 2010	20.70	12.10	20854.55	19768.96
Nov, 2010	22.95	13.11	21108.64	18954.82
Dec, 2010	27.95	18.50	20552.03	19074.57
Jan, 2011	38.95	20.00	20664.80	18038.48
Feb, 2011	34.45	27.00	18690.97	17295.62
Mar, 2011	32.80	25.75	19575.16	17792.17



vii. Registrar and Transfer Agent:

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

viii. Share Transfer System:

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

ix. Distribution of shareholding:

Category	Number of Members	(%) of Total Members	Number of Equity Shares	(%) of Total Shareholding
Upto - 5,000	667	74.44	9,82,400	1.73
5,001 -10,000	65	7.25	5,24,250	0.92
10,001- 20,000	36	4.01	5,39,440	0.95
20,001-30,000	23	2.56	5,94,450	1.05
30,001-40,000	8	0.89	3,03,730	0.53
40,001-50,000	8	0.89	3,72,690	0.66
50,001-1,00,000	32	3.57	23,18,480	4.10
1,00,001 and above	57	6.36	5,08,43,260	90.02
TOTAL	896	100.00	5,64,78,700	100.00

x. Dematerialization of shares and Liquidity:

As on 31st March 2011, 97.02% of the paid up equity capital of the Company has been dematerialized and the trading of Equity shares in the Stock Exchanges is under compulsory dematerialization.

ISIN : INE224E01010

xi. Address for correspondence:

Compliance Officer
Stampede Capital Limited
(Formerly Brilliant Securities Limited)
2nd Floor, JR Towers, Road No.2,
Banjara Hills, Hyderabad 500 034.
Phone: 91-40 2354 0764, 2354 0765
Fax: 91-40-2354 0763
e-mail: cs@brilliantsecurities.com



STAMPEDE CAPITAL LIMITED

CEO/CFO Certificate

I, G.Venkatappaiah, Wholetime Director of Brilliant Securities Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:

(a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(b) these statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.

2. There are, to the best our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's code of conduct.

3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material

weakness.

4. We indicate to the Auditors and to the Audit Committee:

(a) Significant changes in internal controls over financial reporting during the year;

(b) Significant changes in the accounting policies during the year;

(c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

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

G. Linga Murthy
Executive Director

Place : Hyderabad
Date : 30.05.2011



STAMPEDE CAPITAL LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

India is one of the fastest growing economies in the world. India has a transparent, highly technology enabled and well regulated stock/capital market. Stock markets have a range of players including mutual funds, FIIS, hedge funds, corporate and other institutions. Domestic Savings and capital inflows are channelized in the capital markets. There were about 1,500 companies listed on NSE and 4,950 companies listed on the BSE in cash segment. In recent years, the capital markets have undergone substantial reforms in regulation and supervision. The sector attributes its growth to technology up-gradation, consolidation of large broking house, evolution of e-broking business, growth in retail segment, regulatory reforms, diversified asset instruments, and foreign investment participation.

Stampede Capital Limited (Formerly Brilliant Securities Limited) is focusing on Securities and Derivatives Trading Activities. It is developing Automatic Trading Software for Algorithm Trading. In the process, the company acquired the technology division of Stampede Holdings Limited for technology up-gradation in the Trading System of the Company.

FINANCIAL HIGHLIGHTS:

Particulars	Years ended 2011	(Rs.) Year ended 2010
INCOME:		
Securities Traded	14,318,090	127,756,617
Income from Securities Broking	368,200	623,262
Other Income	1,072,703	818,454
Total	15,758,993	129,198,333
EXPENDITURE:		
Cost of Securities Traded	14,440,340	127,676,453
Employees Cost	145,394	4,283,947
Administrative and other expenses	4,800,213	5,076,786
Interest	569,491	183,673
Depreciation	419,739	339,999
Total	20,375,177	137,560,858
Profit/(Loss) Before Tax	(4,616,184)	(8,362,522)
Less: Tax Expense (Fringe Benefit Tax)	-	-
Profit/(Loss) After Tax	(4,616,184)	(8,362,525)
Loss brought forward from earlier years	(44,273,312)	(35,910,787)
Loss carried forward to balance sheet	(48,889,496)	(44,273,312)
Earnings / (Loss) per share Basic/Diluted	(0.88)	(1.64)

**Revenues**

The company earned a gross income of Rs.157.59 Lakhs and incurred net loss of Rs.46.16 Lakhs.

Risk Management

The company has taken insurance policies in compliance with requirements of The National Stock Exchange of India Limited.

Capital Market Outlook

During the year under review, the Stock Markets moved positively and the BSE Sensex touched its new high in the month of November, 2010. The primary markets were very active and due to the success of mega issue of Coal India Limited, the outlook continued to be positive.

Opportunities

The Indian Stock Markets are very active due to heavy inflow of money from Foreign Institutional Investors. The results in the first two quarters of 2010-11 were also very good, which is a very positive factor.

Threats

The effect of recession is still continuing and due to fluctuations in International Markets, there is volatility in the Indian Market also.

Internal Control Systems and their Adequacy

The company has an adequate Internal Audit and control system. As per the requirement of National Stock Exchange of India Limited (NSE), the Company is submitting its Internal Audit Report on half yearly basis to the NSE. The existing audit procedures are reviewed periodically for ensuring effectiveness, usefulness and timeliness.

CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF BRILLIANT SECURITIES LIMITED

We have examined the compliance of conditions of Corporate Governance by Stampede Capital Limited, for the year ended March 31, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

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

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

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

S. Sarveswar Reddy

Practicing Company Secretary
CP No. 7478

Place : Hyderabad
Date : 02.09.2011

**To THE SHAREHOLDERS OF BRILLIANT SECURITIES LIMITED HYDERABAD.**

1. We have audited the attached Balance Sheet of BRILLIANT SECURITIES LIMITED ("the Company") as at 31st March, 2011, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003('the Order'), issued by the Central Government of India in terms of section 227 (4A) of The Companies Act, 1956('the Act') and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of these books.
 - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956, to the extent applicable.
 - e. On the basis of written representations received from the directors as on 31st March, 2011, and taken on record by the Boards of Directors, we report that none of the directors is disqualified as on 31st March, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. The company has neither paid nor provided for the Cess payable under section 441A of the Companies Act, 1956 since the aforesaid section is not yet been made effective by the Central Government.



g. In our opinion, and to the best of our information and according to the explanations given to us, the said accounts together with the notes and accounting policies thereon give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011;
- ii. In the case of the Profit and Loss Account, of the loss for the year ended on that date.
- iii. In the case of the Cash flow statement, of the cash flows for the year ended on that date.

For SARATH & ASSOCIATES,
Firm Regn. No.005120S
Chartered Accountants

G.L.N.Prasad,
Partner
Membership No.214735.

HYDERABAD.
30.05.2011.

**ANNEXURE REFERRED TO IN
PARAGRAPH- 3 OF AUDIT REPORT OF
EVEN DATE ON THE ACCOUNTS OF
BRILLIANT SECURITIES LIMITED FOR
THE YEAR ENDED 31ST MARCH, 2011.**

1. a. The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- b. As per the information and explanations given to us, the Management has carried out physical verification of Fixed Assets at the year end, which is considered reasonable and as informed to us, no material discrepancies were noticed on such verification.
- c. The company has not disposed off any fixed assets during the year.
2. As per the information and explanations given to us, as the Company's business does not involve maintenance of inventories viz. Finished Goods, Stores, Spare parts, Goods in Process and Raw Materials, the provisions of Clause 4(ii) (a), 4(ii)(b) and 4(ii)(c) of the Order are not applicable to the Company for the current year.
3. a. As the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 301 of the Act, the provisions of Clauses 4(iii)(a), 4(iii)(b), 4(iii)(c) and 4



(iii)(d) of the Order are not applicable to the Company for the current year.

- b. The company had taken unsecured loans from two parties covered in the register maintained under section 301 of the Act, aggregating to Rs.13,47,571/- and the maximum balance outstanding during the year was Rs. 1,59,23,311/-.
- c. In our opinion and as per the information and explanations given to us, the rate of interest and other terms and conditions of loans taken by the company are not prima facie prejudicial to the interests of the Company and the Company is regular in repayment of principal amount and interest, wherever applicable.
- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets and for the sale of services. During the course of our audit, we have not observed any instances of continuing failure to correct major weakness in internal control systems.
5. a. According to the information and explanations given to us and as confirmed by the Management of the company, we are of the opinion that particulars of contracts or arrangement that need to be entered into the register maintained under section 301 of the Act have been so entered.
- b. In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Act and exceeding the value of Rs.5,00,000/- in respect of each party during the year.
6. According to the information and explanations given to us, as the Company has not accepted any deposits from the public covered by the directives issued by the Reserve Bank of India and the provisions of Sections 58A or 58AA or any other relevant provisions of the Act and the rules framed under, the provisions of Clause 4(vi) of the Order are not applicable to the Company for the current year.
7. As per the information and explanations given to us by the management, the company's internal control procedure together with the internal checks conducted by the management staff during the year can be considered as an internal audit system commensurate with the size and nature of its business.
8. As the maintenance of Cost records has not been prescribed by the Central Government u/s 209(1) (d) of the Act to this company, the provisions of Clause 4(viii) are not applicable to the Company for the current year.



STAMPEDE CAPITAL LIMITED

9. a. As per the records of the company and as per information and explanations given to us, the company is not liable for payment of dues of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Sales Tax, Customs Duty, Wealth Tax, Excise Duty and Cess for the current financial year and in respect of payment of dues of Income Tax, Service Tax and any other statutory dues the Company is generally regular in the payment of dues with appropriate authorities and in respect of these dues there are no dues outstanding as on 31.03.2011 for a period of more than six months from the date they became payable.
- b. As per the records of the Company, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty or Cess which have not been deposited on account of any dispute as on 31.03.2011.
10. As per the information and explanations given to us and overall examination of the financial statements of the Company for the current and immediately preceding financial year, we report that the accumulated losses at the end of the current financial year are more than fifty percent of its net worth and the company had also incurred cash losses both in current and immediately preceding financial years.
11. As the company had not availed any loan from any financial institution or bank and had not issued any debentures, the provisions of Clause 4(xi) are not applicable to the Company for the current year.
12. As per the information and explanations given to us, as the Company had not granted any loans and advances on the basis of security by way of pledge of shares, debentures or other securities to anybody during the year, the provisions of Clause 4(xii) of the Order are not applicable to the Company for the current year.
13. In our opinion as the company is not a Chit Fund or a Nidhi or Mutual Fund or Society, the provision of clause 4(xiii) of the Order are not applicable to the company for the current year.
14. According to the records of the company, we are of the opinion, that proper records are being maintained for recording the transactions and contracts in respect of shares, debentures and other securities traded or dealt with and the company is generally regular in recording the transactions in this regard.
15. According to the information and explanations given to us, as the company has not given any guarantee for loans taken by others from banks of financial institutions, the provision of Clause 4(xv) of the Order are not applicable to the Company for the current year.



STAMPEDE CAPITAL LIMITED

16. As the Company had not availed any term loans, the provision of Clause 4(xvi) of the Order is not applicable to the company for the current year.
17. According to the records and on an overall examination of the financial statements for the current year of the Company, we are of the opinion that the funds raised on short term basis have not been used for any long-term investment.
18. As per records of the company, during the current financial year, the company has not made any preferential allotment of shares to any party covered in the Register maintained under section 301 of the Companies Act, 1956.
19. As the company has not issued any debentures, which required creation of security or charge, the provisions of Clause 4(xix) of the order is not applicable to the company for the current year.
20. As the company has not made any public issue during the year, the provisions of the Clause 4(xx) of the Order are not applicable to the Company for the current year.
21. During the course of our examinations of the books and records of the company carried out in accordance with the generally accepted auditing practices in India and as per the representation given by the company and relied on by us, we neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such cases by the Company.

For SARATH & ASSOCIATES,
Firm Regn No: 005120S
Chartered Accountants,

G.L.N.Prasad
Partner
Membership No: 214735

Hyderabad
30.05.2011



STAMPEDE CAPITAL LIMITED

Balance Sheet as at 31st March, 2011

	Schedule No.	As at 31st March, 2011		As at 31st March, 2010	
		Rs.	Rs.	Rs.	Rs.
I SOURCES OF FUNDS:					
Shareholders' Funds					
Share Capital	1	56,478,700		51,073,000	
Reserves And Surplus	2	5,135,415	61,614,115	-	51,073,000
Loan Funds					
Unsecured Loans	3		13,224,137		14,852,033
Total			74,838,252		65,925,033
II APPLICATION OF FUNDS					
Fixed Assets					
Gross Block	4	3,520,781		3,520,781	
Less : Depreciation		1,696,278		1,276,539	
Net Block			1,824,503		2,244,242
NET CURRENT ASSETS:					
A) <u>Current assets, loans and advances</u>					
Inventories	5	-		115,063	
Cash and Bank Balances	6	15,933,312		7,054,146	
Loans and Advances	7	14,801,821		34,901,619	
Other Current Assets	8	15,698		248,012	
			30,750,831	42,318,840	
B) <u>Less: Current Liabilities and Provisions</u>					
Current Liabilities	9	6,626,578		22,911,361	
			6,626,578	22,911,361	
Net Current Assets	(A-B)		24,124,253		19,407,479
PROFIT AND LOSS ACCOUNT			48,889,496		44,273,312
Total			74,838,252		65,925,033
SIGNIFICANT ACCOUNTING POLICIES	15				
NOTES TO ACCOUNTS	16				

As per our report of even date
For Sarath & Associates
Firm Regn. No. 005120S
Chartered Accountants

for and on behalf of the Board

Hyderabad
30.05.2011

GLN Prasad
Partner.
Membership No.214735

DVSS Lakshminarayana
Director

K.Bhaskara Reddy
Director

A. Veerabhadra Rao
Director



STAMPEDE CAPITAL LIMITED

Profit and Loss Account for the year ended 31st March, 2011

	Schedule No.	For Year ended 31.03.2011 Rs.	For Year ended 31.03.2010 Rs.
INCOME:			
Securities Traded		14,318,090	127,756,617
Gain on Index / Equity Derivatives		223,667	-
Income from Securities Broking		368,200	623,262
Other Income	10	849,036	818,454
Total		15,758,993	129,198,333
EXPENDITURE:			
Cost of Securities Traded	11	14,440,340	127,676,453
Employees Cost	12	145,394	4,283,947
Administrative and Other Expenses	13	4,800,213	5,076,786
Interest	14	569,491	183,673
Depreciation	4	419,739	339,999
Total		20,375,177	137,560,858
Profit / (Loss) Before Tax		(4,616,184)	(8,362,525)
Less: Tax Expense:		-	-
Profit / (Loss) After Tax		(4,616,184)	(8,362,525)
Loss brought forward from Previous Year		(44,273,312)	(35,910,787)
Loss carried forward to Balance Sheet		(48,889,496)	(44,273,312)
Earnings / (Loss) Per Share - Basic/Diluted		(0.88)	(1.64)
SIGNIFICANT ACCOUNTING POLICIES	15		
NOTES TO ACCOUNTS	16		

As per our report of even date
For Sarath & Associates
Firm Regn. No. 005120S
Chartered Accountants

for and on behalf of the Board

Hyderabad
30.05.2011

GLN Prasad
Partner.
Membership No.214735

DVSS Lakshminarayana
Director

K.Bhaskara Reddy
Director

A. Veerabhadra Rao
Director



STAMPEDE CAPITAL LIMITED

Cash Flow Statement for the year ended 31st March, 2011

	Particulars	For Year ended 31st March, 2011		For Year ended 31st March, 2010	
A.	Cash flow from / (used in) Operating Activities:	Rs.	Rs.	Rs.	Rs.
	Net Profit/(Loss) before tax		(4,616,184)		(8,362,525)
	Adjustments for:				
	Depreciation	419,739		339,999	
	Interest Earned	(835,036)		(809,189)	
	Dividend Received	(14,000)		(9,265)	
	Loss on Sale of Asset	-		11,009	
	Interest Expense	569,491		183,673	
	Provision for loss on Equity index options	(32,174)	108,020	32,174	(251,599)
	Operating Profit / (Loss) before Working Capital changes		(4,508,164)		(8,614,124)
	Adjustments for working capital changes:				
	(Increase) / Decrease in Trade Receivables	-		145,124	
	(Increase) / Decrease in Inventories	115,063		(115,063)	
	Increase / (Decrease) in Current Liabilities and Provisions	(16,252,609)		21,087,586	
	(Increase) / Decrease in Loans and Advances	19,918,046	3,780,500	(19,707,670)	1,409,977
	Cash generated from / (used in) Operations		(727,664)		(7,204,147)
	Less: Direct Taxes Paid		-		3,186
	Net Cash used in Operating Activities (A)		(727,664)		(7,207,333)
B	Cash flow from/ (used in) Investing Activities:				
	Sale of Fixed Assets	-		80,000	
	Purchase of Fixed Assets	-		(1,396,902)	
	Interest received	1,067,350		561,177	
	Dividend received	14,000		9,265	
	Net Cash flow from / (Used in) Investing Activities (B)		1,081,350		(746,460)
C	Cash flow from Financing Activities:				
	Proceeds from Issue of Shares	10,541,115		-	
	Short Term Loans Received	1,347,571		4,445,000	
	Repayment of Short Term Loan	(3,500,000)		(247,170)	
	Interest Paid	(44,958)		(29,470)	
	Net Cash flow from Financing Activities (C)		8,343,728		4,168,360
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)		8,697,414		(3,785,433)
	Cash and Cash Equivalents of the beginning of the year		4,480,726		8,266,159
	Cash and Cash Equivalents of the end of the year		13,178,140		4,480,726



STAMPEDE CAPITAL LIMITED

Cash Flow Statement for the year ended 31st March 2011

Note:	Cash and Cash Equivalents at the end of the year:	2010-11	2009-10
	Cash and Bank Balances as per the Balance Sheet	15,933,312	7,054,146
	Less: Deposits lodged towards margin money against bank guarantees dealt separately	2,755,172	2,573,420
		13,178,140	4,480,726
<p>Note: 1. Figures in brackets indicate cash outgo</p> <p>2. The Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard -3 notified under the Companies Act, 1956</p> <p>3. Significant Accounting Policies (Schedule 15) and Notes to Accounts (Schedule 16) form an integral part of the Cash Flow Statement</p> <p>4. Previous year figures have been regrouped / rearranged wherever necessary to confirm to current year classification.</p>			
<p>As per our report of even date For Sarath & Associates Firm Regn. No. 005120S Chartered Accountants</p> <p>for and on behalf of the Board</p>			
Hyderabad 30.05.2011	GLN Prasad Partner. Membership No.214735	DVSS Lakshminarayana Director	K.Bhaskara Reddy Director
A. Veerabhadra Rao Director			



STAMPEDE CAPITAL LIMITED

Schedules forming part of
Balance Sheet and Profit & Loss Account

	As at 31st March, 2011	As at 31st March, 2010
Schedule 1: Share Capital:	Rs.	Rs.
<u>Authorised:</u> 1,60,00,000 Equity shares of Rs. 10 each	160,000,000	160,000,000
	160,000,000	160,000,000
Issued, Subscribed and Paid-up: 56,47,870 (Previous Year 51,07,300) Equity Equity Shares of Rs. 10 each fully paid up	56,478,700	51,073,000
	56,478,700	51,073,000
Schedule 2: Reserves And Surplus:		
Securities Premium:	-	-
Additions during the Year	5,135,415	-
	5,135,415	-
Schedule 3: Unsecured Loans:		
From Directors	10,500,000	10,500,000
From a Body Corporate	2,724,137	4,352,033
	13,224,137	14,852,033
Schedule 4: Fixed Assets:	Enclosed	Enclosed
Schedule 5: Inventories: (As taken, valued and certified by the Management) Stock of Securities	-	115,063
	-	115,063
Schedule 6: Cash and Bank Balances: Cash on hand	5,099	4,890
<u>Balances with scheduled banks:</u> In Current Accounts In Deposit Accounts (Of the above deposit of Rs. 27,55,172/- (Previous year Rs. 25,73,420/-) has been pledged against guarantee issued by Bankers)	1,818,271 14,109,942	1,432,958 5,616,298
	15,933,312	7,054,146
Schedule 7: Loans and Advances: (Unsecured, considered good recoverable in cash or in kind or for value to be received) Deposits Recoverable Other Advances and Receivables Income Tax Receivable	14,142,287 312,768 346,766	34,496,405 143,318 261,896
	14,801,821	34,901,619
Schedule 8: Other Current Assets: Interest Accrued on deposits	15,698	248,012
	15,698	248,012



STAMPEDE CAPITAL LIMITED

Schedule 4 : Fixed Assets

S. No.	Description	Gross Block			Depreciation			Net Block	
		As on 01.04.2010	Additions	Deductions	As on 31.03.2011	Upto 01.04.2010	For the year	Deductions	Upto 31.03.2011
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1 2 3	Tangible Assets:								
	Data Processing Equipments	1,141,798	-	-	1,141,798	119,111	185,086	-	304,197
	Furniture and Fixtures	1,405,845	-	-	1,405,845	879,476	88,990	-	968,466
	Other Equipments	321,072	-	-	321,072	159,176	15,250	-	174,426
	Total	2,868,715	-	-	2,868,715	1,157,763	289,326	-	1,447,089
1	Intangible Assets								
	Computer Software	652,066	-	-	652,066	118,776	130,413	-	249,189
	Total Fixed Assets	3,520,781	-	-	3,520,781	1,276,539	419,739	-	1,696,278
	Previous Year	5,962,637	1,396,902	3,838,758	3,520,781	4,684,289	339,999	3,747,749	1,276,539
									2,244,242
									2,244,242
									1,278,348



STAMPEDE CAPITAL LIMITED

Schedules forming part of
Balance Sheet and Profit & Loss Account

	As at 31st March, 2011	As at 31st March, 2010
Schedule 9: Current Liabilities:	Rs.	Rs.
Sundry Creditors:		
Dues of Micro and Small Enterprises	-	-
Dues of Creditors other than Micro and Small Enterprises	5,514,578	21,245,456
Security Deposits from Clients	1,112,000	1,112,000
Equity Index Options Premium Account (Net)	-	553,905
	6,626,578	22,911,361
	For the year ended 31st Mar, 2011	For the year ended 31st Mar, 2010
Schedule 10: Other Income:		
Interest Income (Gross)	835,036	809,189
Dividend Income	14,000	6,295
	849,036	815,484
Schedule 11: Cost of Securities Traded:		
Opening Stock	115,063	-
Add: Purchases	14,325,277	127,791,516
	14,440,340	127,791,516
Less: Closing Stock	-	115,063
	14,440,340	127,676,453
Schedule 12: Employees Cost:		
Salaries	120,000	4,025,291
Staff Welfare Expenses	25,394	258,656
	145,394	4,283,947



STAMPEDE CAPITAL LIMITED

Schedules forming part of
Balance Sheet and Profit & Loss Account

	For the year ended 31st Mar, 2011	For the year ended 31st Mar, 2010
Schedule 13: Administrative and Other Expenses:	Rs.	Rs.
Rent	1,419,000	1,419,000
Printing and stationery	22,483	56,119
Communication Expenses	468,492	665,316
Electricity charges	145,611	541,038
Professional and Consultancy Expenses	1,256,000	327,089
Loss on trading in derivative instruments	-	292,383
Securities Broking Transaction Expenses	173,915	281,522
Securities Trading Expenses	284,507	229,631
Subscription charges	208,824	122,000
General Expenses	184,710	113,552
Depository charges	128,798	92,192
Bank charges	23,259	74,762
Traveling and Conveyance	78,423	61,132
Audit fees: As Auditors	60,000	60,000
For Tax Audit	30,000	30,000
For Certifications	10,000	-
Office Maintenance	150,395	559,532
Demat Charges	27,507	41,331
Insurance	4,694	8,387
Fees, Rates and Taxes	7,050	23,723
Stock Exchange Fees and Charges	50,000	19,744
Listing Fees	66,545	15,150
Loss on Sale of Asset	-	11,009
Provision for Loss on Equity Index Options	-	32,174
	4,800,213	5,076,786
Schedule 14: Interest:		
Interest on Un Secured Loans	568,912	183,673
Interest on Others	579	-
	569,491	183,673

**Schedule 15: Significant Accounting Policies:****a) Basis of Preparation of Financial Statements:**

The financial statements have been prepared under historical cost convention on an accrual basis of accounting in accordance with generally accepted accounting principles in India, the Accounting Standards notified under section 211(3C) of the Companies Act, 1956 and in compliance with the listing agreement with Stock Exchanges in India.

b) Use of Estimates:

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

c) Fixed Assets:

- i. Fixed assets are stated at their original cost less depreciation. Cost includes inward freight, duties, taxes, expenses incidental to acquisition and installation, excise duty and VAT wherever applicable.
- ii. Impairment of Assets:
The carrying amount of the Fixed Assets are being tested on annual basis for impairment so as to determine the provision required for impairment loss if any or for reversal of the provision if any required on account of impairment loss recognized in previous periods.
- iii. Depreciation:
Depreciation on tangible assets is provided under Straight Line Method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956. Intangible assets are being amortised over a period of five years from the date of acquisition.

d) Investments:

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

Gains / loss, on investments in options and futures, both equity stock and index, being the difference between the contracted rate and the rate on the settlement or sale date, whichever is earlier is recognized in the Profit and Loss Account on settlement / sale. The open contracts as at the year- end are marked to- market and the resultant loss, if any is provided and charged to Profit and Loss Account.

**e) Inventories:**

Stock of Securities is being valued at Cost or Net realizable Value which ever is lower. Cost is being determined under First in First Out Method.

f) Taxes on Income:

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

g) Earnings Per Share:

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

h) Revenue Recognition:

- i. Gains / loss, on investments in options and futures, both equity stock and index, being the difference between the contracted rate and the rate on the settlement or sale date, whichever is earlier is recognized in the Profit and Loss Account on settlement / sale.
- ii. Interest Income is recognized on accrual basis. Dividend income is recognized when the right to receive payment is established

i) Leases:

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

**j) Provisions, Contingent Liabilities and Contingent Assets:**

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

Schedule 16: Notes to Accounts:

1. Figures have been rounded off to the nearest rupee. Previous year's figures have been regrouped / rearranged wherever necessary.

2. Contingent Liabilities:	2010-11 Rs.	2009-10 Rs.
-----------------------------------	----------------	----------------

- | | | |
|---|-----------|-----------|
| i. Towards Guarantees issued by Bank | 25,00,000 | 25,00,000 |
| ii. Interest claims by the Clients disputed by the Company not acknowledged as debts as on 31.03.2011 is Rs. 42, 37,959/- (Previous Year Rs. 33,09,709/-) | | |

3. Segment Information:

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

4. Employee Benefits:

- No provision for Gratuity to employees is provided in the books of account as there is no employee eligible for this benefit.
- As there is no policy for payment of earned leave encashment to its employees, no provision has been made in the books of accounts.

5. Tax Expense:

- As the Company does not have any taxable income for the current year, no provision for current income tax has been made in books of accounts.
- As there is no virtual certainty in utilizing the deferred tax asset, the deferred tax asset has not recognised in the books of accounts.

6. Leases:

The company has operating lease for office premise, which is renewable on periodical basis and cancelable at its option. Rental expense for operating lease recognised in Profit and Loss Account for the year is Rs. 14,19,000/- (Previous Year Rs. 14,19,000/-)

**7. Related Party Disclosures:****A. List of Related Parties**

1	Associate Companies	1. Northgate Technologies Ltd 2. Stampede Holdings Ltd 3. Bio Ethanol Agro Industries Ltd. 4. GUV Holdings Private Ltd. 5. VAR Quant Tech Securities Private Limited
2	Key Management Personnel	Mr. G. Venkatappaiah
3	Persons having substantial interest in voting power	Venkat S. Meenavalli (Till 08.11.2010)

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

S.No.	Name of the Personnel	Relationship
1.	A. Veerabhadra Rao	Independent Director
2.	D.V.S.S. Lakshminarayana	Independent Director

C. Particulars of transactions with Related Parties:

Name of the Party	Nature of Transaction	2010-11		2009-10	
		Amount (Rs.)	Balance Outstanding as on 31.3.2011 (Rs.)	Amount (Rs.)	Balance Outstanding as on 31.3.2010 (Rs.)
VAR Quant Tech Securities Private Limited	Transaction Brokerage / Commission Earned	17,737	21,62,672	84,564	68,96,178
	Securities Transaction Charges Earned	9,939		36,656	
	Margin Money Deposit: Received	11,00,000		70,00,000	
	Returned	58,33,506		9,53,000	
Stampede Holdings Limited	<u>Client Transactions:</u>				
	Margin Money Received	47,00,000	11,57,500	1,09,10,000	32,64,207
	Margin Money Returned	68,06,707		50,50,000	
	Transaction Brokerage / Commission Earned	1,22,694		1,92,548	
	Securities Transaction Charges Earned	61,905		1,61,584	
	<u>Other Transactions:</u>				
	Unsecured Loan received	13,47,571	20,45,401	44,45,000	41,97,830
	Unsecured Loan repaid	35,00,000		2,47,170	
	Interest on Loan	5,68,912	678736	1,71,337	154203



STAMPEDE CAPITAL LIMITED

Bio Ethanol Agro Industries Limited	Margin Money Deposit: Received Returned	95,00,000 1,52,00,000	NIL	1,00,00,000 43,00,000	57,00,000
Venkat S. Meenavalli (Till 08.11.2010)	Transaction Brokerage / Commission Earned Securities Transaction Charges Earned	19,467 11,826		59,570 47,850	
	Margin Money Deposit: Received Returned	19,00,000 47,76,253	Nil	64,50,000 48,00,000	28,76,253

8. Earnings Per Share 2010-11 2009-10

Profit / (Loss) after tax	Rs.	(46,16,184)	(83,62,525)
Weighted average Number of Equity Shares	Nos.	52,42,072	51,07,300
Out standing during the year			
Nominal Value of Equity Shares	Rs.	10/-	10/-
Earnings / (Loss) Per Share	Rs.	(0.88)	(1.64)

9. There are no outstanding dues to Investor Education and Protection Fund as on 31.03.2011.

10. Additional information as required under Part-II of schedule VI of the Companies Act, 1956:

	2010-11	2009-10
	Rs.	Rs.
A. Earning in Foreign Exchange	Nil	Nil
B. Expenditure in Foreign currency	Nil	1,26,354
C. The other particulars as required under part II of schedule VI of the Companies Act, 1956 are not given as the same are not applicable to the Company for this year.		

11. The Schedules referred to in Balance Sheet and Profit and Loss Account form an integral part of the accounts.

12. Additional information required under Part-IV of Schedule-VI of the Companies Act, 1956 is given in Annexure.

As per our report of even date
For Sarath & Associates
Firm Regn. No. 005120S
Chartered Accountants

for and on behalf of the Board

Hyderabad
30.05.2011

GLN Prasad
Partner.
Membership No.214735

DVSS Lakshminarayana
Director

K.Bhaskara Reddy
Director

A. Veerabhadra Rao
Director



STAMPEDE CAPITAL LIMITED

Balance Sheet abstract and Company's General Business Profile:

I. Registration Details:

Registration No : 20170 State Code : 01
CIN Number : L67120AP1995PLC020170 Balance Sheet Date : 31.03.2011

II. Capital Raised During The Year: (Rs. in Thousands)

Public Issue : NIL Rights : NIL
Bonus Issue : NIL Private Placement : 5,405

III. Position of Mobilisation and Deployment of Funds: (Rs. in Thousands)

Total Liabilities : 74,838 Total Assets : 74,838

SOURCES OF FUNDS:

Paid-up Capital : 56,479 Reserves & Surplus : 5,135
Secured Loans : NIL Unsecured Loans : 13,224

APPLICATION OF FUNDS:

Net Fixed Assets : 1,825 Investments : NIL
Net Current Assets : 24,124 Misc. Expenses : NIL
Accumulated Losses : 48,889

IV. Performance of the Company:

Turnover : 15,759 Total Expenditure : 20,375
Profit/(Loss) before tax : (4,616) Profit/(Loss) after tax : (4,616)
Earnings Per share : (0.88) Dividend Rate : NIL
(in Rs.)

V. Generic Names of Three Principal Products/Services of the Company

(as per monetary terms):

Item Code No : N.A. Product Description : Securities
(ITC Code) Trading and
Broking



STAMPEDE CAPITAL LIMITED

STAMPEDE CAPITAL LIMITED

Plot No.1, JR Towers, 2nd Floor, Road No.2,
Banjara Hills, Hyderabad - 500 034

ATTENDANCE SLIP

Regd. Folio No./Client ID:

I hereby record my presence at the 16TH ANNUAL GENERAL MEETING of the Company held on Thursday, 29th September, 2011 at 10.30 a.m. at Kalinga Cultural Trust, Plot No. 1269, 2nd Floor, Road No. 12, Banjara Hills, Hyderabad-500 034.

SIGNATURE OF THE ATTENDING MEMBER/PROXY :

- NOTES :
1. Shareholder/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.
 2. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.



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STAMPEDE CAPITAL LIMITED

Plot No.1, JR Towers, 2nd Floor, Road No.2,
Banjara Hills, Hyderabad - 500 034

PROXY

I/We Resident of
being a Member/Members of the Stampede Capital Limited, hereby appoint
Mr./Ms. Resident of or failing him
Mr./Ms. Resident of as my/our Proxy to
attend and vote for me/us and on my/our behalf at the 16th Annual General Meeting of
the Company, to be held on Thursday, 29th September, 2011 at 10.30 a.m. and at any
adjournment thereof.

Signed this..... day of..... 2011

Folio No. :

No. of Shares :

Affix
Re. 1/-
Revenue
Stamp

Signature :

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