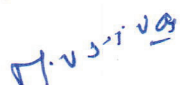









STAMPEDE
Stampede Capital Limited

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchange

1	Name of the company	Stampede Capital Limited
2	Annual financial statements for the year ended	31 st March 2014
3	Type of Audit observation	Un-qualified / Matter of Emphasis (as highlighted in Page No 53 & 73 of 19 th Annual Report of Stampede Capital Limited)
4	Frequency of observation	Whether appeared first time / Repetitive / since how long period
5	To be signed by-	
	CEO/Managing Director	 
	CFO	NA 
	Auditor of the company	
	Audit Committee Chairman	 

Validity unknown

Digitally Signed By P. EMMANUEL (Personal V)
Date : 22-Aug-2014 11:11:09 IST

STAMPEDE CAPITAL Limited

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



STAMPEDE

Race to Time Zero



Stampede Capital Limited

19th Annual Report

2013-14

Dear Member,

We want to share how Stampede evolved from pure Research & Development firm in to fastest growing disruptive technology company in the world.

Who we are

Stampede was started by Meenavalli Venkat, who is a strong believer and backer of disruptive technologies. Company started its R&D operations with a team of Maths / Statistics / Computer Programmers with a vision to build a global trading platform, trading multiple asset classes at Speed of Light.

We work continuously on all the major research published by top universities from Wharton, Cambridge, MIT AI LABS, Cornell and Stanford.

Stampede R&D division is merged with Brilliant Securities and got listed in BSE by end of 2011.



The vision of Stampede is
"RACE TO TIME ZERO".

Our Sector Analysis

Global connectivity shrinking the globe into a village without boundaries, created a new digital economies where the high speed network billionaires control and dictate the global cash flows.

**Last
10 years**



**Last
50 years**

Global economy cash flows where controlled by industrialists and industrialized nations.

**Last
100 years**



The money flow in the economy was controlled by the landlords.

He who executes the transactions at the Speed of Light controls the future digital economy!

Stampede core products are developed and aiming at 2 disruptive technology sectors.

- 1. Automation of Knowledge Work**
- 2. Cloud Computing**

Automation of Knowledge Work

Global financial sector contributes 50% of the knowledge work force employment. Roughly 230+ million of knowledge workers or 9% of the global work force.

Automation of Knowledge Work is ranked second to Mobile Internet by McKinsey report out of 12 disruptive technologies.

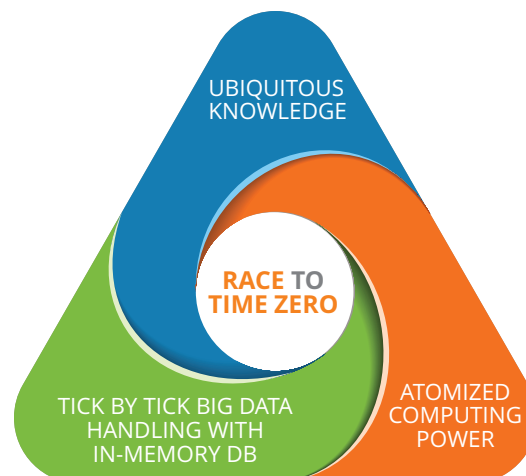
McKinsey estimates \$ 9trillion size of economic value to be impacted in next 10years.

Stampede architecture of Automation of Knowledge

Stampede uses 3 types of artificial intelligence for Automation of Knowledge Work.

- 1. Conventional AI (Rule based)**
- 2. Computational AI (Empirical based)**
- 3. Complex Event Processing (Real Time based)**

Stampede's Core Architecture



Our Industry Global Report

McKinsey Report

Twelve potentially economically disruptive technologies



Mobile Internet

Increasingly inexpensive and capable mobile computing devices and Internet connectivity



Automation of knowledge work

Intelligent software systems that can perform knowledge work tasks involving unstructured commands and subtle judgments



The Internet of Things

Networks of low-cost sensors and actuators for data collection, monitoring, decision making, and process optimization



Cloud technology

Use of computer hardware and software resources delivered over a network or the Internet, often as a service



Advanced robotics

Increasingly capable robots with enhanced senses, dexterity, and intelligence used to automate tasks or augment humans



Autonomous and near-autonomous vehicles

Vehicles that can navigate and operate with reduced or no human intervention



Next-generation genomics

Fast, low-cost gene sequencing, advanced big data analytics, and synthetic biology ("writing" DNA)



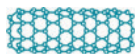
Energy storage

Devices or systems that store energy for later use, including batteries



3D printing

Additive manufacturing techniques to create objects by printing layers of material based on digital models



Advanced materials

Materials designed to have superior characteristics (e.g., strength, weight, conductivity) or functionality



Advanced oil and gas exploration and recovery

Exploration and recovery techniques that make extraction of unconventional oil and gas economical



Renewable energy

Generation of electricity from renewable sources with reduced harmful climate impact

SOURCE: McKinsey Global Institute analysis

Source



Stampede's Core "Automation of Knowledge" Products



AI Charts

Automated machines reads 1000's of charts in Real-time / Multiple Time Frames / Multiple Indicators using neural networks, decisions are made on Tick-by-Tick basis.



OMS – Order Management Servers

Stampede OMS uses In-Memory database for Order Routing / execution integrated with artificial business intelligence, completely removes the need of physical databases. Normal ORMS requires packets to be sent to operating system and RDBMS, when packets come back, there is a lag of 120 ms to 200 ms by the time OS processes and sends it back.

Stampede In-memory database with business intelligence reduces the time to 2 micro seconds.



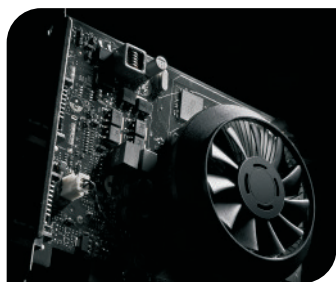
EMM – Electronic Market Making

Manual Traders / Jobbers, intelligence is completely automated to provide faster liquidity to markets as well as making the markets. It is impossible for human traders to calculate and reprice futures, options using Black Scholes models in dynamic tic-by-tick world.

Combining the power of computation speed, Bayesian Conditional Probabilities, Markov process (In-Memory) Stampede Automation of Knowledge Work platform is one of the fastest artificial intelligent platform where repricing of calls, puts, futures along with Vol surface is done in micro seconds. This creates more efficient depth of liquidity.

High Computation Power (SPP – Stampede Parallel Process)

Using clusters of GPUs, currently Stampede's own algorithmic computation power can processes 200 F&O stocks [5 Bids, 5 Asks X Calls and Puts]. Computation Matrix in less than 20 micro seconds. If same Matrix has to be run by Intel I7 processor, we need roughly 20,000 processors to compute the same Matrix. It helps Stampede to build a cost effective high speed trading platform across the global exchanges.



Stampede currently integrated its platform with NSE and SGX. Stampede is one of the few organizations in the world using Automation of Knowledge Work, with the power of Computation (Processing Power), Bayesian Conditional Probabilities to create the trade flow execution in less than 2 micro seconds.

Our Industry Global Report

McKinsey Report

Speed, scope, and economic value at stake of 12 potentially economically disruptive technologies

		Illustrative rates of technology improvement and diffusion	Illustrative groups, products, and resources that could be impacted ¹	Illustrative pools of economic value that could be impacted ¹
	Mobile Internet	\$5 million vs. \$400² Price of the fastest supercomputer in 1975 vs. that of an iPhone 4 today, equal in performance (MFLOPS) 6x Growth in sales of smartphones and tablets since launch of iPhone in 2007	4.3 billion People remaining to be connected to the Internet, potentially through mobile Internet 1 billion Transaction and interaction workers, nearly 40% of global workforce	\$1.7 trillion GDP related to the Internet \$25 trillion Interaction and transaction worker employment costs, 70% of global employment costs
	Automation of knowledge work	100x Increase in computing power from IBM's Deep Blue (chess champion in 1997) to Watson (Jeopardy winner in 2011) 400+ million Increase in number of users of intelligent digital assistants like Siri and Google Now in past 5 years	230+ million Knowledge workers, 9% of global workforce 1.1 billion Smartphone users, with potential to use automated digital assistance apps	\$9+ trillion Knowledge worker employment costs, 27% of global employment costs
	The Internet of Things	300% Increase in connected machine-to-machine devices over past 5 years 80–90% Price decline in MEMS (microelectromechanical systems) sensors in past 5 years	1 trillion Things that could be connected to the Internet across industries such as manufacturing, health care, and mining 100 million Global machine to machine (M2M) device connections across sectors like transportation, security, health care, and utilities	\$36 trillion Operating costs of key affected industries (manufacturing, health care, and mining)
	Cloud technology	18 months Time to double server performance per dollar 3x Monthly cost of owning a server vs. renting in the cloud	2 billion Global users of cloud-based email services like Gmail, Yahoo, and Hotmail 80% North American institutions hosting or planning to host critical applications on the cloud	\$1.7 trillion GDP related to the Internet \$3 trillion Enterprise IT spend
	Advanced robotics	75–85% Lower price for Baxter ³ than a typical industrial robot 170% Growth in sales of industrial robots, 2009–11	320 million Manufacturing workers, 12% of global workforce 250 million Annual major surgeries	\$6 trillion Manufacturing worker employment costs, 19% of global employment costs \$2–3 trillion Cost of major surgeries
	Autonomous and near-autonomous vehicles	7 Miles driven by top-performing driverless car in 2004 DARPA Grand Challenge along a 150-mile route 1,540 Miles cumulatively driven by cars competing in 2005 Grand Challenge 300,000+ Miles driven by Google's autonomous cars with only 1 accident (which was human-caused)	1 billion Cars and trucks globally 450,000 Civilian, military, and general aviation aircraft in the world	\$4 trillion Automobile industry revenue \$155 billion Revenue from sales of civilian, military, and general aviation aircraft
	Next-generation genomics	10 months Time to double sequencing speed per dollar 100x Increase in acreage of genetically modified crops, 1996–2012	26 million Annual deaths from cancer, cardiovascular disease, or type 2 diabetes 2.5 billion People employed in agriculture	\$6.5 trillion Global health-care costs \$1.1 trillion Global value of wheat, rice, maize, soy, and barley
	Energy storage	40% Price decline for a lithium-ion battery pack in an electric vehicle since 2009	1 billion Cars and trucks globally 1.2 billion People without access to electricity	\$2.5 trillion Revenue from global consumption of gasoline and diesel \$100 billion Estimated value of electricity for households currently without access
	3D printing	90% Lower price for a home 3D printer vs. 4 years ago 4x Increase in additive manufacturing revenue in past 10 years	320 million Manufacturing workers, 12% of global workforce 8 billion Annual number of toys manufactured globally	\$11 trillion Global manufacturing GDP \$85 billion Revenue from global toy sales
	Advanced materials	\$1,000 vs. \$50 Difference in price of 1 gram of nanotubes over 10 years 115x Strength-to-weight ratio of carbon nanotubes vs. steel	7.6 million tons Annual global silicon consumption 45,000 metric tons Annual global carbon fiber consumption	\$1.2 trillion Revenue from global semiconductor sales \$4 billion Revenue from global carbon fiber sales
	Advanced oil and gas exploration and recovery	3x Increase in efficiency of US gas wells, 2007–11 2x Increase in efficiency of US oil wells, 2007–11	22 billion Barrels of oil equivalent in natural gas produced globally 30 billion Barrels of crude oil produced globally	\$800 billion Revenue from global sales of natural gas \$3.4 trillion Revenue from global sales of crude oil
	Renewable energy	85% Lower price for a solar photovoltaic cell per watt since 2000 19x Growth in solar photovoltaic and wind generation capacity since 2000	21,000 TWh Annual global electricity consumption 13 billion tons Annual CO ₂ emissions from electricity generation, more than from all cars, trucks, and planes	\$3.5 trillion Value of global electricity consumption \$80 billion Value of global carbon market transactions

¹ Not comprehensive; indicative groups, products, and resources only.

² For CDC-7600, considered the world's fastest computer from 1969 to 1975; equivalent to \$32 million in 2013 at an average inflation rate of 4.3% per year since launch in 1969.

³ Baxter is a general-purpose basic manufacturing robot developed by startup Rethink Robotics.

SOURCE: McKinsey Global Institute analysis

Source



Cloud Computing

Ranked 4th in 12 economically disruptive technologies by McKinsey with potential economic impact of \$3 trillion in next 10 years. Stampede's DMA (Direct Market Access) technology is co-located with exchanges and accessed through cloud using Thin Clients. Stampede DMA cloud platform helps Institutions, Private Bankers, Hedge Funds to reduce their TCO (Total Cost of Ownership) help them to trade at the Speed of Light.

Stampede Cloud Solutions:

DPI-Dynamic Portfolio Insurance - Stampede Dynamic portfolio insurance is an enhanced version of Modern portfolio theory (MPT) of Harry Markowitz.

TIM - Tracking Index Model - Stampede TIM (Tracking index model) tracks the error minimization of major index as a return enhancement and to outperform the index returns

Guaranteed VWAP Cloud - For Emerging market Exchanges to global large Exchanges liquidity is the key across the multiple asset classes. Stampede's own smart order routing (SOR) algorithm helps in crossing the BID/ASK spreads published across multiple Exchanges. Liquidity Algorithms include TWAP, VWAP, Shark, Implementation Short Fall and Market on close.

Risk Cloud

Creating Value By Modeling RISK.

Modeling RISK = Modeling Cash Flow.

We, having understood the Risk Parameters, at Stampede Modeled the High- End Calculation of Credit Risk, Operational Risk, Third Party Risk and Cash Flow Risk. Our Cloud Services are highly disciplined Automated Risk Management Systems, that insulate the investment process from inherent elements of risk, apart from providing the following in house audit functionalities.

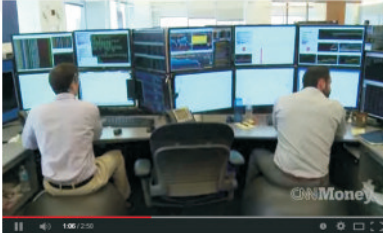
- Using Trade Blotter functionality for audit tasks and risk management
- Benchmarks/Analytics to know current status of operations
- Pre-defined machine control limits that keep track of Net Open Positions (NOP)
- Limited Capital Allocation
- Centralized web interface including gross, net positions and real-time P&L
- Algorithm track quality control limits
- Applied Martingale and Anti-Martingale for position sizing strategies
- Pro-active Risk Management utilizing very tight stop losses

Stampede's own Stochastic Differential Equation Cloud Platform

The mother formula of all derivative markets in modern finance is $ds = \mu s dt + \sigma s dz$

Stampede logic wrapper sits on top of the mother algorithm and addresses the jumps (discontinuous time). Stampede addresses the jumps by incorporating Poisson distribution, Variance Gamma and Time distribution.

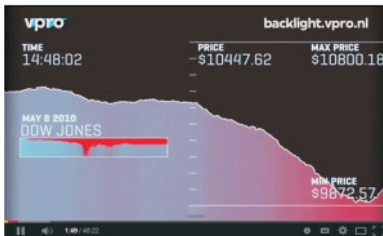
Scan the QR code to watch the videos from your mobiles how the technology is shaping the Financial Industry.



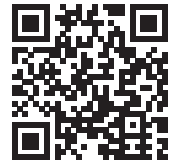
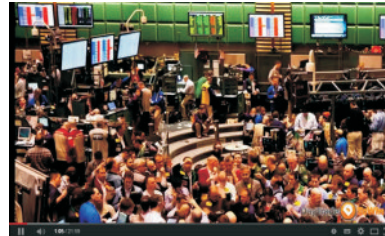
Watch high-speed trading in action.



How James Simons made \$1.1 bn every year for 12 years using Math and Computers.



Money & Speed: Inside the Black Box.



How High Frequency Trading Works, Trading Speed, and the Flash Crash.

Virtu Financial, the high-frequency trader who had just 1 day of trading losses in 1,238 days, files for IPO.

Thanks to two decades of regulatory reform and technology advances, firms such as Virtu and Getco supplanted human traders as the main providers of prices on stock and commodity exchanges around the world. Business has been good enough that Vincent Viola and Douglas Cifu, Virtu's founder and chief executive officer, were able to buy the Florida Panthers professional hockey team last year.

"These are companies that show they are a solid, profitable, longstanding business and that there's investor demand to be a part of it," Kevin McPartland, head of market structure and research at Greenwich Associates in Stamford, Connecticut, said by phone.

"If we think back to 2008 and 2009, we never would have expected to see these companies go public, and doing so makes their financial statements available and open," McPartland said.

Source: <http://business.financialpost.com/2014/03/11/virtu-financial-the-high-frequency-trader-that-had-1-day-of-trading-losses-in-1238-days-files-for-ipo/>



Current Research & Development

1. Techno Wealth Management Platform
2. BitCoin
3. IdleComputing.com

1. Techno Wealth Management Platform

Wealth management is a trillion \$\$\$ industry. Large private banks create "Run of the Mill Products" for Client Portfolio Management, where transparency of risk is not shared with the clients.

Stampede Portfolio Optimization and Distribution models combine the Speed, Processing Power and Trading in microseconds .

Taking the best of the models (MPT, CAPM, APT), Our Math team created models for Beta / Covariance / Neutralization / Transaction Costs / Tangent Risk Reward for Portfolio Optimization using CVAR.

Time Value of Money

Money has time value. In financial world, all models are assumed that Interest is compounded continuously " e^{rt} ".

Edge

The architecture of trading the Assets in microseconds will help, Stampede wealth management platform to trade the optimized portfolios in continuous time of microseconds.

Alpha

When Assets are traded in continuous time of microseconds, the Return of the Assets follow Normal Distribution (Gaussian). Stampede is currently working to launch Alternate Investment Fund (AIF) in India and Relative Value Hedge fund for global markets.





Our Industry Global Report

High Frequency Trading Like Buying Into First Class, Says FINRA Enforcement Chief

- by Megan Leonhardt in Advisor Intelligence, Apr 25, 2014

Benefitting from faster access to the markets is akin to buying a first-class plane ticket, and doesn't sound unfair, said the top cop at Wall Street regulator FINRA.

Speaking on a panel at a conference sponsored by the Practicing Law Institute Friday in New York, J. Bradley Bennett, the chief of enforcement at FINRA, was reacting to a question on high-frequency trading and a discussion of Michael Lewis' recent book *Flash Boys*.

Bennett was on a panel with the enforcement heads of the SEC, the Consumer Financial Protection Bureau and the Dept. of Justice. Bennett pointed out the focus of Lewis' book was on the possible preferential access these traders have and that "their pipes may be faster."

He compared high frequency trading to buying a first-class ticket on an airline, saying these passengers are paying for the benefit of getting on and off the plane first. "Is there anything unfair about that? Doesn't sound like it to me." (updated with full quote below)

Bennett also noted that the entire market structure has shifted dramatically. Post World War II, a stock was held, on average, for 4 years. Last year, that dropped to 2.8 seconds, he said.

Bennett spent two decades as an attorney defending financial advisors and financial services companies before joining Wall Street's regulatory agency in 2011. He oversees a staff of some 300.

FINRA identified HFT as a regulatory priority in 2014, focusing on "abusive algorithms" that threatened the integrity of the market. But some critics go further, and claim faster access to the exchanges as well as receiving priority data feeds lets these firms act on information faster than others, which is akin to front running.

"Obviously it's been a topic in the news," SEC's head of enforcement Andrew Ceresney told attendees. "It's an area we've been focused on for a period of time," he added, noting the SEC has several ongoing cases around high-frequency trading. Bennett's comments, tweeted out by WealthManagement.com, launched a spirited debate on Twitter over the issue.

Source:

<http://wealthmanagement.com/blog/high-frequency-trading-buying-first-class-says-finra-enforcement-chief>



Current Research & Development

1. Techno Wealth Management Platform
2. BitCoin
3. IdleComputing.com



2. BitCoin

At Stampede, we are true believers of BitCoin efficiency and its potential impact to the global economy. Unique ledger system and no double transaction spending makes BitCoin uniquely poised for alternative payment system across the global Internet.

Stampede currently manages pool mining in more than 10 digital currencies. Stampede, through Cloud Mining and Hash Power Management is helping some of the global BitCoin miners. Stampede cloud Hash power is more than 100 Tera Hashes and we are hoping to build a grid to cross 10 Peta Hashes processing power by end of 2014.

We are enhancing our research to build a Micro Payment & Processing System and Peer to Peer lending and borrowing system using BitCoin architecture.

Bitcoin VC Investment This Year Already 30% Higher Than 2013's Total.

The amount of venture capital raised by bitcoin startups this year has already surpassed the total amount raised in 2013 by more than \$27m. So far in 2014, \$113.2m has flowed into bitcoin businesses, which is 29% greater than the total amount for last year, which stands at \$88m. In 2012, bitcoin startups raised just \$2.1m, according to CoinDesk statistics.

Source: <http://www.coindesk.com/years-vc-funding-bitcoin-startups-already-beaten-last-years/>





Our Industry Global Report

Electronic Market Making Industry Snapshot

Some Typical \$ Numbers for Stock Market Making

Assume

- One cent bid-ask spread (thus profit per share)
- 3 billion shares per day trading volume
- Market makers involved with two-thirds of trades

Then

- Market makers do 1 billion round-trips per day
- So market makers extract \$10 million per day
- Example – a small firm with 1% market share and 13 employees

Revenue is \$100,000 per day - \$26,000,000/year If fixed costs are 50%, this leaves \$1M per employee.

Example:

Global Electronic Trading Co.



"...buys and sells 15% of all the stocks traded in the U.S."

"...valued at \$1 billion two years ago..."

"...rumored to have earned half...in net profit last year..."

Profit Calculations for Getco

Assumptions

- All of Getco's business is market making
- My earlier assumptions are valid Then:
- Getco trades 450 M shares per day
- 225 M round-trips per day
- \$2.25 M revenue per day
- \$560 M revenue per year
- \$280 M net profit per year

Source: University of Illinois at Chicago,
http://www.fields.utoronto.ca/programs/scientific/09-10/bachelier/talks/Wed/Toronto/Plenary_Pliska_S.pdf



Current Research & Development

1. Techno Wealth Management Platform
2. BitCoin
3. IdleComputing.com

3. IdleComputing.com

Stampede owns Idlecomputing.com, currently Beta version is under testing by more than 7000 users from USA, Indonesia, Singapore, Vietnam etc., Please visit www.idlecomputing.com for complete details.

What made us to design Idlecomputing.com

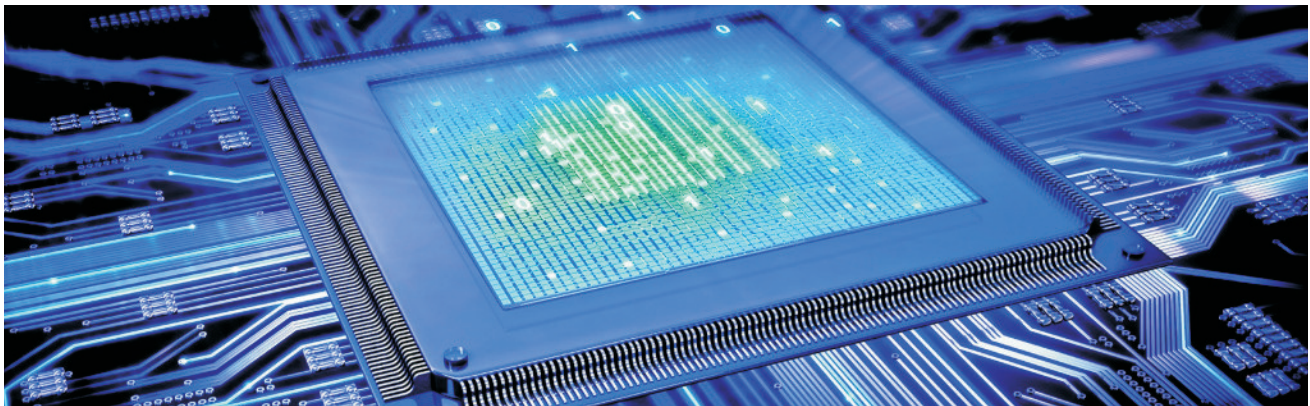
Looking at the evolution of BitCoin, Stampede math team came up with novel idea to address ground challenges of High Frequency trading. Grand challenges are fundamental problems in high end real time data applications with broader Matrix Calculation and computations whose solutions can be advanced by applying global distributed computer processing Power Grid.

What we do?

We collect computation power in to a grid and sell it to different sectors across the globe using own setup plug-ins of Stampede.

Some of the sectors where we are going to sell the computation power:-

- CRYPTO CURRENCIES
- HIGH FREQUENCY TRADING
- 3D ANIMATION
- CONTROL SYSTEM DESIGNING
- SIGNAL PROCESSING
- BIO INFORMATICS



Future Roadmap



Currently we are deploying the fastest scalable platform using the power of Atomized Computation Power(GPU) which can compute 1064 Grid Matrix in less than 2 microseconds.

Global Adapter Event Communicator is under development for seamless integration of Multiple Exchanges, NDF, Spot FX, Global Currencies, Derivatives Exchanges, Dark Pools, ECN's and MTF Markets.

TBT Data for Ultra Low Latency Integrated CEP Engine, In-memory Database with Dynamic Event Processing and Core Kernel level programming to bring the latency to Nano Seconds.

The full fledged version of Idlecomputing.com will be launched by end of September 2014.

Beta version of BitCoin Micro Payment system is expected to launch by the end of October 2014.

Expected to go live with SGX, CURRNEX, DGCX, HOTSPOT, CME and Global NDF markets before December 2014.

Team Behind Stampede



Meenavalli Venkat, *Founder & Chairman*

Mr.Venkat is the First Generation Techno Entrepreneur, who invests and backs disruptive technologies on internet. He is one of the key architects in defining the early stage of internet roll overs in Wall Street (NASDAQ, Time Warner and Merrill Lynch)

In the year 2000, he invested in the 1st wireless broadband internet company Applogic Broadband Systems in India and merged it with Northgate.

Before Google started Online Ad Network, Venkat pioneered the launch of Online Ad Network Axill.com, which is still the world's top 10 Ad Networks serving >100bn impressions as on date. Venkat is the key force behind Globe7.com, the global VoIP provider spanned across 140 countries.

In 2005, before smart phone penetration, he launched the 1st VoIP, Messenger, Sharing Application Globe7 on PCs which touched the peak of 20million users globally.

He architected largest student information site. BharatStudent.com connected in real-time to more than 70 universities, reaching and delivering real time notifications and results to millions of students as on date.

Looking at new disruptive Cloud Technologies, he funded Meridian Tech Pte., Singapore. Meridian Tech Pte. Limited owns Ziddu.com, which is one of the Top 5 cloud/sharing sites in the world along with Dropbox.com and Box.com.

In 2009, he funded and backed High Frequency Trading, Research and Analytical Firm Stampede, with 20 Mathematicians and Statisticians. With the focus in Automation of knowledge Work / Cloud Computing Stampede evolved as an R&D firm for financial markets. He merged it with Brilliant Securities which is listed in Bombay Stock Exchange. Stampede is building a very high end global infrastructure connecting multiple markets to execute the trades within nano seconds.

He is currently backing one of the largest Bit Coin Mining Operations. Currently he is designing crypto currency mining farms with the help of his dream project IdleComputing.com powered by mathematical algorithms of Stampede.

The young techno entrepreneur is a true believer of disruptive technologies and beliefs every bit of information block is worth millions of \$\$\$\$. Also true believer of Race to Zero Time.

Team Behind Stampede



Emmanuel Dasi, *Executive Director*

Mr. Dasi, 54 years, has a MSc. in Mathematics, MSc. in Statistics and MCA Computer Science. Over 24 years of experience in the research and he headed the statistical department. Concentrated more on HFT, EMM algorithms and integrated reinforcement learning algorithms on HFT systems. Key architect in implementing state space modeling.

He designed and implemented algorithms for relative value arbitrage based on CAPM and Arbitrage Pricing Theory (APT) for national and international-pairs. Supervising and coordinating trading strategies for the Statistical Arbitrage Models, VWAP and equity and derivative markets.



Gaddi L Murthy, *President*

Key architect in Northgate Technologies Ltd, headed the R&D division, and developed the second largest VoIP product, Globe7, which is globally used by millions of users across 90 countries and worked for many subsidiary companies in UK and Hong Kong & Singapore and also worked as key role in MNC CMM level company.

Key Coordination from scratch level with various teams of Mathematicians, Statisticians, Programmers and also to setup hardware infrastructure and carried extensive research on global markets. Key architect in building ultra-low-latency trading platforms and designed & implemented HFT platforms.



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**BOARD OF DIRECTORS**

Name	Designation
• Mr Venkat Srinivas Meenavalli	- Chairman & Managing Director
• Mr Emmanuel Dasi	- Executive Director
• Mr Shaik Gouse	- Non Executive and Non Independent Director
• Mr Vivek Kumar Ratakonda	- Non Executive & Independent Director
• Mr Lakshminarayana D V S S	- Non Executive & Independent Director
• Mr Veerabhadra Rao A	- Non Executive & Independent Director
• Mr Kranthi Kiran G	- Company Secretary & Compliance Officer

REGISTERED OFFICE

H.No. 8-2-686/8/B/1, GAMUT SQUARE,
Third Floor, Road No. 12, Banjara Hills,
Hyderabad-500034, Telangana, INDIA

Tel: +91-40-23540764/5

Fax: +91-40-23540763

Web Site: www.stampedecap.com

CIN: L67120TG1995PLC020170

AUDITORS

M/s Sarath and Associates

Chartered Accountants

Plot No. 34, 8-2-577/B, 4th Floor, Maas Heights,
Road No. 8, Banjara Hills, Hyderabad - 500 034, Telangana.

SHARE TRANSFER AGENT

Venture Capital And Corporate Investments Private Limited

12-10-167, Bharat Nagar, Hyderabad, 500018, Telangana

Phone: +91 040-23818475/23818476/23868023

Email: info@vccipl.com

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 19th Annual General Meeting of the Members of Stampede Capital Limited (**CIN: L67120TG1995PLC020170**) will be held on Monday, the 11th day of August 2014 at 10.30 A M at Kalinga Cultural Trust, Plot No. 1269, Road No.12, Banjara Hills, Hyderabad 500 034 to transact the following business:

ORDINARY BUSINESS**1. ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Audited Statement of Profit and Loss for the year ended as on that date together with the Report of the Auditors and the Board of Directors thereon.

2. APPOINTMENT OF DIRECTOR

To appoint a Director in place of Mr Dasi Emmanuel (DIN 02598270), who retires by rotation and being eligible, offers himself for re-appointment.

3. APPOINTMENT OF AUDITOR

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

“RESOLVED THAT subject to applicable provisions of Companies Act, 2013 read with Rules made there under M/s. Sarath & Associates, Chartered Accountants (Regn No. 005120S) Hyderabad be and are hereby appointed as Statutory Auditors of the Company for a block of Four (4) years from the conclusion of this Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company in the Calendar Year 2018 (subject to ratification by the members at every Annual General Meeting) at a Remuneration as may mutually be agreed upon between the Board of Directors and M/s Sarath & Associates, Chartered Accountants.”

SPECIAL BUSINESS**4. APPOINTMENT OF MR VIVEK KUMAR RATAKONDA (DIN: 02090966) AS AN INDEPENDENT DIRECTOR**

To appoint Mr Vivek Kumar Ratakonda (DIN: 02090966) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr Vivek Kumar Ratakonda (DIN: 02090966), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019.”

5. APPOINTMENT OF MR. VENKATA SURYA SUBRAHMANYA LAKSHMINARAYANA DRONAMRAJU (DIN 01683611) AS AN INDEPENDENT DIRECTOR

To appoint Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju (DIN 01683611) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:



“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju (holding DIN 01683611), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019.”

6. APPOINTMENT OF MR. ARUMILLI VEERABHADRA RAO (DIN 00155543) AS AN INDEPENDENT DIRECTOR

To appoint Mr. Arumilli Veerabhadra Rao (DIN 00155543) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Arumilli Veerabhadra Rao (DIN 00155543), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019.”

7. INCREASE IN AUTHORIZED SHARE CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed thereunder as may be applicable the authorized share capital of the Company be and is hereby increased from Rs 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore and Fifty Lakhs) Equity Shares of Rs10/- each to Rs 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Rs.10/- each, by creation of 1,00,00,000 (One Crore) Equity Shares of Rs.10/- each.”

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

8. AMENDMENT OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

The Authorised Share Capital of the Company is Rs 35,00,00,000 (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Rs.10/- each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”



9. SUB-DIVISION OF SHARES

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed thereunder as may be applicable and subject to such approvals, consents, permissions, and sanctions if any as may be required from any authority and subject to such conditions as may be agreed by the Board of Directors of the Company consent of the members be and is hereby accorded for sub dividing the Equity Shares of the Company including the Paid-Up Equity Shares such that each existing Equity Shares of the Company of the face value of Rs 10/- (Rupees Ten only) each be sub divided into 10 equity shares of the face value of Re 1/- (Rupee One only) each.”

“RESOLVED FURTHER THAT the existing Authorized Share Capital of the Company Rs 35,00,00,000 (Rupees Thirty Five Crore only) shall be divided into 35,00,00,000 Equity Shares of Re 1/- each amounting to Rs 35,00,00,000/-.”

“RESOLVED FURTHER THAT the Board be and is hereby Authorized to take necessary steps to give effect to this resolution and to inform the Registrar and Transfer Agents of the Company and the Depositories to take necessary action to give effect to the above and also to issue new share certificate representing the sub divided shares with new distinctive numbers except in the case of shares held in the demat from in the aforesaid proportion to subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules 1960 with an option to either exchange the new share certificates in lieu of cancellation of the old share certificates with or without physically exchanging the share certificates by treating the old share certificates as deemed to be cancelled or by the credit of sub divided equity shares in respective demat account of shareholders and also to seek listing of such securities at the stock exchange(s) where the shares of the company are listed and to settle any question dispute or difficulty that may arise in regard to the sub division and/or listing of shares as aforesaid.”

10. ALTERATION OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 13, read with other applicable provisions, if any, of the Companies Act 2013 and the Rules made there under the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

“V. The Authorized Share Capital of the Company is Rs 35,00,00,000 (Rupees Thirty Five Crore only) divided into 35,00,00,000 (Thirty Five Crore) Equity Shares of Re 1/- (Rupees One only) each.”

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

11. RAISING OF FURTHER CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Section 62 and Section 42 and all other applicable provisions of the Companies Act, 2013, including any Rules made thereunder, and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (“Companies Act, 2013”), and applicable provisions of the Companies Act, 1956, as amended, if any (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), and all the allied Rules issued under Companies Act, 2013, as applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), and all other applicable Rules, Regulations, Circulars and Guidelines of the Securities and Exchange Board of India (“SEBI”), the Foreign Exchange Management Act, 1999, and Rules and Regulations made thereunder, including but not limited to the Foreign Exchange Management (Transfer or Issue of



Security by a Person Resident outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 1993 and subject to any other applicable Law, Rules, Regulations, Guidelines, Notifications and Circulars, if any (including any amendment or re-enactment thereto from time to time) issued by the Government of India, the Reserve Bank of India ("RBI"), SEBI or any other Competent Authority whether in India or Abroad, and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the Equity Shares of the Company ("Equity Shares") are listed ("Stock Exchanges"), and subject to requisite approvals, consents, permissions and/or sanctions of the lenders of the Company, the Government of India, SEBI, the Stock Exchanges, RBI, Department of Industrial Policy and Promotion (DIPP), Ministry of Commerce, the Foreign Investment Promotion Board (FIPB), and all other competent authorities, institutions or bodies, within or outside India, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed, to include any committee thereof which the Board may have duly constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche(s), either in India or in the course of international offering(s) in one or more foreign markets, to all eligible domestic/foreign investors (including institutional investors), Non-Resident Indians, Companies, Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Alternative Investment Funds, Foreign Venture Capital Investors, Financial Institutions, Trusts, Individuals, Qualified Institutional Buyers (QIB) within the meaning of the SEBI (ICDR) Regulations or other persons or entities, whether members of the Company or not (collectively called the "Investors"), through a Public Issue, Private Placement / Preferential Issue and/or any other issue or a combination thereof as may be permitted under applicable law from time to time (including without limitation through a Qualified Institutions Placement (QIP), since the Company will be eligible to undertake such an offering pursuant to Chapter VIII of the SEBI (ICDR) Regulations and the Companies Act, 2013) (the "Issue"), such number of Equity Shares, American Depository Receipts (ADR), Global Depository Receipts (GDR), Foreign Currency Convertible Bonds (FCCB), fully/ partly convertible debentures and/or any other financial instruments convertible into Equity Shares (including but not limited to preference shares convertible into Equity Shares, warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities"), up to an aggregate amount of upto INR100 crore (inclusive of premium) or any combination of Securities, whether Rupee denominated or denominated in foreign currency, through one or more prospectus and/ or letter of offer or circular and/or placement document/ or other permissible/requisite offer document, whether to be listed on any stock exchange inside India or any international stock exchange outside India, and in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, including the discretion to determine the categories of Investors to whom the offer and allotment of the Securities shall be made to the exclusion of others, allotment to a stabilising agent in accordance with a green-shoe option, if any, exercised by the Company, issuance of the Securities as fully or partly paid up, making of calls on the Securities and manner of appropriation of the application monies or call monies in respect of different classes of Securities, as may be determined by the Board, in accordance with the provisions of the SEBI (ICDR) Regulations or other provisions of law including the Companies Act, 2013 as may be prevailing at the time.

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

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



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

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

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

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

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

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

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

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate, finalize and approve the offering circular or registration statement or placement document or offer document or private placement offer letter or term sheets or agreements or deeds or otherwise in respect of the proposed issue of the Securities and to authorize any director or



directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular or registration statement or placement document or private placement offer letter or term sheets or agreements or deeds or otherwise (in draft or final form), and any amendments and supplements thereto, with any applicable Stock Exchanges, Government and Regulatory Authorities, institutions or bodies, as may be required, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company, settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the Issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

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

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

Place: Hyderabad
Date: July 12 2014

By Order of the Board
Kranthi Kiran G
Company Secretary & Compliance Officer

**NOTES:**

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

- a. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- b. Members' voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
- c. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.
- d. This notice ("**AGM Notice**") is being sent to all the members, whose names appear in the Register of Members as on 12th July, 2014. The AGM Notice is also posted on the website of the Company i.e. www.stampedecap.com.
- e. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- f. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
- g. Members/Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
- h. Proxy forms, in order to be effective, must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the meeting.
- i. Pursuant to Section 103 of the Companies Act, 2013 at least fifteen (15) members should be personally present to form quorum for a meeting of the Company.
- j. Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail and others are sent by registered post/ speed post/ courier. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
- k. Documents specifically stated in the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 a.m and 1.00 p.m on all working days (except Saturdays, Sundays and Public Holidays) upto the date of AGM.
- l. The Company has notified closure of Register of Members and Share Transfer Books from Friday, 08th August 2014 to Monday, 11th August 2014 (both days inclusive).
- m. The businesses as set out in this AGM Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The members who wish to vote physically in the meeting (instead of e-voting) can do the same by voting in the meeting dated August 11th, 2014.



- n. The voting through an electronic means will commence on 04th August, 2014 at 09.00 A.M and will end on 05th August, 2014 at 6.00 P.M. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- o. The Company has appointed Mr. SriRanga Gorantla, Chartered Accountant (Membership Number-222450) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner
- p. The procedure and instructions for the voting through electronic means is, as follows:
 - i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password is to be used.
 - ii. Log on to the e-voting website www.evotingindia.com.
 - iii. Click on "Shareholders" tab to cast your votes.
 - iv. Now, select the Electronic Voting Sequence Number - "EVSN" along with "STAMPEDE CAPITAL LIMITED" from the drop down menu and click on "SUBMIT"
 - v. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: 'ABCDE12345' in the PAN field.

Please enter any one of the details in order to login.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.



- viii. Click on the relevant EVSN on which you choose to vote.
- ix. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:
 - i. Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
 - ii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
 - iii. The voting period begins on Monday, 04th August 2014 at 09.00 A.M and ends on Tuesday, 05th August 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 01st August 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - iv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com, info@stampedecap.com or info@vccipl.com.
- r. Kindly note that the members can opt only one mode of voting i.e. either by physical voting or e-voting. If you are opting for e-voting, then do not vote by physical voting also. However, once the vote on a resolution is cast by the shareholders, by e-voting, he shall not be allowed to change it subsequently at the physical meeting.
- s. The scrutinizer will submit his/her report addressed to the Chairman, within a period not exceeding three working days from the date of conclusion of e-voting period. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman on 11th August, 2014. The results declared along with the Scrutinizer's report, will be posted on the Company's website and on [CDSL's website] and stock exchanges on 11th August, 2014.

Place: Hyderabad
Date: 12th July 2014

By the order of the Board of Directors
Stampede Capital Limited
Sd/-
Kranthi Kiran G
(Company Secretary)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NOS. 4, 5 & 6: APPOINTMENT OF INDEPENDENT DIRECTORS**

Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao are Independent Directors of the Company.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2019.

Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from member's alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao for the office of Directors of the Company.

The Company has also received declarations from Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao are independent of the management.

Brief resume of Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao are interested in the resolutions set out respectively at Item Nos. 4, 5 & 6 of the Notice with regard to their respective appointments.

The relatives of Shri Vivek Kumar Ratakonda, Shri Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Shri Arumilli Veerabhadra Rao may be deemed to be interested in the resolutions set out respectively at Item Nos. 4, 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.



The Board commends the Ordinary Resolutions set out at Item Nos. 4, 5 & 6 of the Notice for approval by the shareholders.

ITEM NO-7: INCREASE IN AUTHORIZED SHARE CAPITAL

The Board of your Company propose to issue further Securities in future, which will result in increase in paid-up capital of the Company. The Company therefore proposes to increase its authorised share capital.

As per section 61 and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorized share capital of the Company. Therefore, it is proposed to increase authorised share capital from Rs 25 Crores to Rs 35 Crores.

Consequent to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum of Association and Articles of Association of the Company.

Therefore, the Board of Directors recommends the proposed resolution for your approval.

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

ITEM NO-8: AMENDMENT OF MEMORANDUM OF ASSOCIATION

The Company intends to increase the authorized share capital of the company from Rs 25 Crores to Rs 35 Crores. It is, therefore proposed to alter the Memorandum of Association of the Company, pursuant to Sections 13 read with Section 61 of the Companies Act, 2013, to give effect to the said alteration.

Consequent to increase in authorized share capital of the Company, it is necessary to make amendments/ replacements/ alterations in the existing Clause of Memorandum of Association of the Company.

Therefore, it is proposed to make the required amendments/ replacements/alterations in the existing Memorandum of Association of the Company.

The Board recommends the resolutions for approval of the shareholders.

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

ITEM NO-9 & 10: SUB-DIVISION OF SHARES & ALTERATION OF MEMORANDUM OF ASSOCIATION

Currently the Nominal value of the Equity shares of the Company is Rs 10/- per Equity share. The Equity shares of the Company are listed on Bombay Stock Exchange (BSE). It has been proposed to Sub-Divide the Face value of the Equity share of the Company to Re 1/- with an intention to increase the Number of shares available in the hands of Shareholders as for each share, shareholder will get 10 shares. This will have the positive impact on the share in the form of unlocking the potential future value of the Equity shares of the Company.

Consequent to the Sub-Division of Equity shares from Face value of Rs 10/- to Re 1/- a shareholder holding 1 Equity share of Rs 10/- each will be allotted 10 Equity shares of Re 1/- each. The date on which this Sub-Division would become effective, will be decided by the Board of Directors after obtaining the Shareholders approval, which will be notified through the Stock Exchanges.

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital clause V in the Memorandum of Association of the Company relating to Authorized Share Capital need to be relevantly amended. Section 61 of the Companies Act 2013 provides for Sub-Division of shares into shares of smaller amount, and section 13 read with section 14 of the Companies Act 2013, provides for amendment of Capital clause of the Memorandum of Association.



The Board recommends the resolution to be passed as ordinary resolution.

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

ITEM NO-11: RAISING OF FURTHER CAPITAL

The resolution contained in the AGM Notice relates to a proposal by the Company to create, offer, issue and allot Securities through further public offerings, preferential allotments, qualified institutions placements, issuance of global depository receipts, american depository receipts and such other Securities in such manner as stated in the resolution. The Company intends to issue Securities for a value of up to Rs 100 Crores [including premium].

Subject to applicable laws and regulations, the Company intends to use the net proceeds of the Issue primarily for capital expenditure, making acquisition(s), investments in subsidiaries, working capital requirements and general corporate purpose.

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

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

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

The consent of the Shareholders is being sought pursuant to the provisions of Section 62 and Section 42 read with other applicable provisions if any of the Companies Act, 2013 and the rules made thereunder, to the extent notified and in force, and in terms of the provisions of the listing agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed i.e. Bombay Stock Exchange Limited.

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

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

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

Place: Hyderabad
Date: July 12 2014

By Order of the Board
Kranthi Kiran G
Company Secretary & Compliance Officer


EXPLANATORY STATEMENT AS PER CLAUSE 49 OF LISTING AGREEMENT

Name of the Director	Mr Dasi Emmanuel
DIN	02598270
Date of Birth	30/09/1960
Type of appointment	Director retiring by rotation
Date of Appointment/ Re-appointment	22/07/2011
Areas of Specialization	Maths, Statistics & Computers
Qualifications	MCA, MSc (Maths) & MSc (Stats)
No. of Shares Held in the Company	50000
List of Directorship held in outside Public Limited Companies	Two
Chairman/member of the Committee of the Board of Directors of this Company	Nil
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Member of Core Team in Research & Development

Name of the Director	Mr Vivek Kumar Ratakonda
DIN	02090966
Date of Birth	14-05-1962
Type of appointment	Director not liable to retire by rotation
Date of Appointment/ Re-appointment	15-11-2012
Areas of Specialization	Finance, Accounts & Tax
Qualifications	Fellow member of the Institute of Chartered Accountants of India (ICAI)
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	One
Chairman/member of the Committee of the Board of Directors of this Company	a) Chairman, Audit Committee b) Chairman, Remuneration and Compensation Committee
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Expert in Finance, Accounts and Tax



Name of the Director	Mr Venkata Surya Subrahmanya
	Lakshminarayana Dronamraju
DIN	01683611
Date of Birth	11-12-1973
Type of appointment	Director not liable to retire by rotation
Date of Appointment/ Re-appointment	19/01/2008
Areas of Specialization	Expert in Business Matters
Qualifications	B Tech
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	One
Chairman/member of the Committee of the Board of Directors of this Company	a). Member, Audit Committee b) Member, Remuneration & Compensation Committee
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Business expertise to be used for the overall business development of the company

Name of the Director	Mr Arumilli Veerabhadra Rao
DIN	00155543
Date of Birth	11-09-1957
Type of appointment	Director not liable to retire by rotation
Date of Appointment/ Re-appointment	19/01/2008
Areas of Specialization	Expert in Business Matters
Qualifications	B.Sc., DIFAT
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	One
Chairman/member of the Committee of the Board of Directors of this Company	a). Member, Audit Committee b) Member, Remuneration & Compensation Committee
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Business expertise to be used for the overall business development of the company



FOR THE ATTENTION OF THE MEMBERS:

1. Members are requested to send intimations of any changes in their addresses, applications for demat of shares, applications for transfer of shares and any related correspondence to the Company's share transfer agents M/s **Venture Capital And Corporate Investments Private Limited**, 12-10-167, Bharat Nagar, Hyderabad, 500018, Telangana Ph: 040-23818475/23818476/23868023 Email: info@vccipl.com

Sending notices and documents to shareholders through email:

2. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company M/s **Venture Capital And Corporate Investments Private Limited** at their postal / email address given above. Please give the details in the attached format for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.



DIRECTORS REPORT

(Section 134 of the Companies Act, 2013 is notified effective from 01.04.2014 which deals with the Boards' Report. However, pursuant to issue of General Circular No.8/2014 dated April 4, 2014 by the Ministry of Corporate Affairs, disclosures under this report are made as per provisions of Section 217 and other relevant rules applicable under the Companies Act, 1956.)

TO THE MEMBERS OF STAMPEDE CAPITAL LIMITED

Your Directors have pleasure in presenting the Nineteenth Annual Report together with the Audited Accounts for the year ended 31st March, 2014.

FINANCIAL HIGHLIGHTS:

(Rs.)

Particulars	Year ended 31 March, 2014	Year ended 31 March, 2013
Revenue:		
Revenue from operations	239,682,551	376,551,535
Other income	7,847,587	2,349,798
Total Revenue	247,530,138	378,901,333
Expenses		
Cost of infra contract works	-	216,082,831
Employee benefits expense	21,670,737	20,021,343
Selling and marketing expenses	134,552,052	23,744,814
Finance Cost	7,354	1,250,105
Depreciation and amortisation expense	32,096,011	30,300,513
Other expenses	10,879,181	8,851,862
Total Expenses	199,205,335	300,251,468
Profit / (loss) before extraordinary items and tax	48,324,803	78,649,865
Loss on account of fire accident	58,513,552	-
Profit / (loss) before tax	(10,188,749)	78,649,865
Tax expense:		
- Current tax	1,021,339	10,495,768
- Deferred tax charge/(credit)	(8,696,624)	(8,834,211)
- MAT Credit	(1,021,339)	(4,050,053)
Profit / (Loss) for the year before Minority Interest	(1,492,125)	81,038,361
Less: Minority Interest	(2)	2,731
Net Profit / (Loss) for the year	(1,492,123)	81,035,630
Earnings per equity share Basic / Diluted	(0.07)	3.92

**REVIEW OF OPERATIONS:**

For the financial year ended March 31, 2014, your Company had reported consolidated total revenue of Rs. 2475.30 Lakhs as against Rs. 3789.01 Lakhs during the previous financial year. The company recorded a net loss of Rs. 14.92 lakhs as against net profit of Rs. 810.36 lakhs during the previous financial year. The reason for the loss in the financial year is due to loss on account of fire accident occurred on 10th February, 2014 at the company's the then registered office to the tune of Rs.585.13 Lakhs. Otherwise the net profit would be Rs. 570.21 lakhs.

Attention of Members is drawn to an extensive damage caused by the Major Fire Accident due to short circuit at the then Registered Office of the Company situated at "Karthek House", No.8-2-293/174/A25, Ground & First Floor, Road No.14, Banjara Hills, Hyderabad 500034 Andhra Pradesh, India, which completely destroyed the Physical Records, Registers and Other documents upto 10.2.2014 and also affected the Data Processing Equipment, including Computers and Servers placed in that Registered Office. The Company has taken steps for recovering the data from the Backup systems.

DIRECTORS:

In accordance with Section 149, 150, 152 & other applicable provisions if any of the Companies Act, 2013 Mr Dasi Emmanuel, Director of the company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr Vivek Kumar Ratakonda, Mr Venkata Surya Subrahmanya Lakshminarayana Dronamraju and Mr Arumilli Veerabhadra Rao Independent Directors of the Company be and are hereby appointed for a period of block of 5 years not liable to retire by rotation.

AUDITORS:

The Statutory Auditors, M/s Sarath and Associates, Chartered Accountants, retire at this Annual General Meeting. The Board of Directors pursuant to provisions of Section 139 and other if any of the Companies Act 2013 read with Rules made thereunder recommends appointment of M/s Sarath and Associates, as Statutory Auditors of the Company for a period of block of four years from conclusion of this annual general meeting till the conclusion of 23rd annual general meeting in the calendar year 2018.

PUBLIC DEPOSITS:

The Company has not accepted any deposits within the meaning of Companies Act, 2013 and the rules framed there under.

PARTICULARS OF EMPLOYEES:

None of the employees are in receipt of the remuneration as set out under Companies Act 2013 read with Rules made there under and as such the statement as required under the Companies Act, 2013 is not applicable.

SUBSIDIARIES

Your Company has one wholly owned subsidiary namely Stampede Cloud Services Private Limited.

The Ministry of Corporate Affairs has issued a General Circular No.:2/2011 dated February 8,2011 granting a general exemption to the companies stating the provisions of section 212 of the Companies Act,1956 (Act")shall not apply in relation to subsidiaries of companies subject to the company fulfilling certain conditions stated in the said circular. The Company is in compliance with the conditions stipulated by the Ministry of Corporate Affairs, therefore, the accounts and related reports of the subsidiary companies are not attached to Annual Report of the company for the year ended March 31, 2014. The Company will make available the accounts related information of the subsidiary companies upon request by any member/investor of the Company or its subsidiaries. Further, the accounts and related information of the subsidiary companies will be kept open for inspection by any Member, at the registered office of the Company and at the registered office of the subsidiaries during office hours of the Company.

**EMPLOYEE STOCK OPTION PLANS**

Disclosures in accordance with Clause 12 of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 are provided in the Annexure 'A' forming part of this report.

LISTING OF SHARES

The shares of the company are listed on Bombay Stock Exchange Limited (BSE). The listing fee for the year 2014-15 has already been paid to the BSE.

CORPORATE GOVERNANCE:

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

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance to the provisions of Section 134(3)(c) of the Companies Act, 2013 your Directors confirm the following:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

The particulars as required under section 134(3)(m) of the Companies Act 2013 read with Rules made there under if any are provided in the Annexure B forming part of this report.

ACKNOWLEDGEMENTS:

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

For and on behalf of the Board

Sd/-

Venkat S Meenavalli
Chairman & Managing Director

Place : Hyderabad
Date : 12-07-2014

**ANNEXURE A**

Disclosures in compliance with Clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended, are set below.

Sl. No.	Particulars	
a.	Options outstanding at the beginning of the year Options granted during the year	14,92,400 Nil
b.	Pricing formula	The Exercise Price of the option shall be the closing market price of the equity share preceding the date of grant of options on the Stock Exchange on which the shares of the company are listed.
c.	Options vested till March 31, 2014	7,46,200
d.	Options exercised	3,56,125
e.	Total number of equity shares arising as a result of exercise of options	3,56,125
f.	Options lapsed during the year	1,07,500
g.	Variation in terms of options	Nil
h.	Money realized on exercise of options	Rs 1,70,94,000
i.	Total number of options in force	10,28,775
j.	Employee wise options granted to:	
	• Senior Management	50,000
	• any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil
	• employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding warrants and conversions) of the company at the time of grant	Nil
k.	Diluted earnings per share pursuant to issue of shares on exercise of option calculated in accordance with AS 20 'Earnings per Share.	Rs.0.52
l.	Description of method and significant assumptions used to estimate the fair value of options	The fair value of the options granted has been estimated using the Black-Scholes option pricing Model. Each tranche of vesting have been considered as a separate grant for the purpose of valuation. The assumptions used in the estimation of the same has been detailed below:



ANNEXURE - B

Conservation of Energy: The Company uses electric energy for its operations such as air conditioner, computer terminals, lighting and utilities in the work premises. All possible measures have been taken to conserve the energy.

Research and Development: Your Company has a modern R&D facility with a state-of-the-art Technology centre working on various R&D project.

Technology absorption, Adaptation and Innovation: Your Company continues to use state-of-art technology for improving the productivity and quality of its products and services. To create adequate infrastructure, the company continues to invest in the latest hardware and software

Foreign Exchange Earnings and Outgo

(in Rupees)

Particulars	As at March 31, 2014	As at March 31, 2013
Foreign Exchange Earnings	17,51,56,241	8,48,28,405
Foreign Exchange outgo	Nil	Nil

For and on behalf of the Board

Sd/-

Venkat Srinivas Meenavalli
Chairman & Managing Director

Place : Hyderabad
Date : 12-07-2014

**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

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

2. BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors with not less than Fifty percent of the Board of Directors comprising of Non-Executive Directors. The Company has Executive Chairman and 50% of the Board consisting of Non-Executive and Independent Director.

a) Composition and Category of Board of Directors

Category	No. of Directors	% of Total Board
Promoter, Executive and Non-Independent Director	01	16.66%
Whole Time Executive Directors	01	16.67%
Non-Executive and Non Independent Director	01	16.67%
Non-Executive and Independent Director	03	50%
Total	06	100%

b) Attendance of each Director at the Board Meetings held during year 2013-14 and at the Last Annual General Meeting;

No. Sl.	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 Venkat Srinivas Meenavalli	5	5	Yes
2.	Mr A Veerabhadra Rao	5	5	Yes
3.	Mr Dasi Emmanuel	5	5	Yes
4.	Mr Shaik Gouse	5	5	Yes
5.	Mr Vivek Kumar Ratakonda	5	5	Yes
6.	Mr D V S S Lakshminarayana	5	5	Yes

c) Number of other Boards or Board Committees in which Directors are Member or Chairperson.

Name of the Director	Board@		Committee	
	Chairman	Director	Chairman	Member
Mr Venkat Srinivas Meenavalli	3	Nil	Nil	Nil
Mr A Veerabhadra Rao	Nil	Nil	Nil	Nil
Mr Dasi Emmanuel	Nil	2	Nil	Nil
Mr Shaik Gouse	Nil	Nil	Nil	Nil
Mr Vivek Kumar Ratakonda	Nil	1	Nil	Nil
Mr D V S S Lakshminarayana	Nil	2	Nil	Nil

@Directorships in Foreign Companies are excluded



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

The Board of Directors met 6 times during the year 2013-14 on May 30, 2013, July 19, 2013, August 12, 2013, September 07, 2013, November 15 2013 and February 14, 2014.

3. AUDIT COMMITTEE

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the provisions of Clause 49 of the Listing Agreement. The Audit Committee consists of Independent Directors and provides assistance to the Board of Directors in fulfilling its overall responsibilities. The Company Secretary of the Company act as Secretary of the Committee.

i. Brief description of terms of reference;

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

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

ii. Composition, name of members and Chairperson

The composition of Audit Committee is as follows:

- | | |
|-------------------------------|----------|
| 1. Mr Vivek Kumar Ratakonda | Chairman |
| 2. Mr A Veerabhadra Rao | Member |
| 3. Mr D V S S Lakshminarayana | Member |

iii. No.of Meetings and dates during the year

During the Financial Year 2013-14, the Audit Committee met 4 times on the following dates: 30th May 2013, 12th August 2013, 15th November 2013 and 14th February 2014.

4. NOMINATION AND REMUNERATION COMMITTEE

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

- | | |
|-------------------------------|----------|
| 1. Mr Vivek Kumar Ratakonda | Chairman |
| 2. Mr D V S S Lakshminarayana | Member |
| 3. Mr A Veerabhadra Rao | Member |

(a) Brief description of terms of reference

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

(b) Remuneration policy

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

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Shareholders/Investors Grievances Committee has been renamed as the Stakeholders Relationship Committee as per the provisions of Section 178 read with Rules if any made there under and the Listing Agreement and its composition is as follows:

- | | | |
|----|----------------------------|----------------------------|
| 1. | Mr D V S S Lakshminarayana | Chairman |
| 2. | Mr Shaik Gouse | Member (wef May 13, 2013) |
| 3. | Mr Dasi Emmanuel | Member |
| 4. | Mr A Veerabhadra Rao | Member (till May 12, 2013) |

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

No. of Investor's Complaints received during the financial year 2013-14	No. of Investor's Complaints resolved during the financial year 2013-14	Investor Complaints pending at the end of financial year 2013-14
Nil	Nil	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, 2013	30.09.2013	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	3.30 P.M
March 31, 2012	29.09.2012	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	11.30 A.M.
March 31, 2011	29.09.2011	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	10.30 A.M

No special resolution has been passed by the Company in the last year through 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.



- iii. The Company has complied with the requirements relating to Corporate Governance as mandated by Listing Agreements with the Stock Exchanges and also with the nonmandatory requirements as Remuneration Committee, Disclosures, Communication and General Information to the shareholders..

8. MEANS OF COMMUNICATION

The main source of information to the shareholders is the annual report of the Company, which includes, inter alia, Directors' Report and the Report of Board of Directors on Corporate Governance, Management Discussion and Analysis Report and the audited financial results together with the auditors report. Pursuant to Clause 51 of the Listing Agreement, all data related to quarterly financial results, shareholding pattern etc., are hosted on the Electronic Data Information Filing and Retrieval (EDIFAR) website maintained by SEBI in association with the National Informatics Centre, within the time frame prescribed in this regard. The quarterly / audited results are also published for the information of the shareholders in "Business Standard" (English Language), "The Financial Express" (English Language) and "Andhra Prabha" (Telugu Language) daily newspapers, intimation to Stock Exchanges as required under the Listing Agreements and through press releases.

9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

10. GENERAL SHAREHOLDERS INFORMATION:

I. Annual General Meeting:

- Date : Monday, 11th August 2014
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** : 8th August 2014 to 11th August 2014 (Both days inclusive)
iv. **Listing on Stock Exchange** : Bombay Stock Exchange Limited, Mumbai, INDIA
v. **Stock Code** : 531723
vi. **Market price data** : High / Low during the each month in the financial year 2013-14 and performance in comparison to broad based indices, SENSEX (BSE) etc.

Month & Year	BSE (in Rs.)		Sensex	
	High	Low	High	Low
April 2013	126.95	105.60	19,622.68	18,144.22
May 2013	123.90	89.00	20,443.62	19,451.26
June 2013	115.55	92.60	19,860.19	18,467.16
July 2013	109.95	75.00	20,351.06	19,126.82
August 2013	90.00	56.30	19,569.20	17,448.71
September 2013	94.90	53.20	20,739.69	18,166.17
October 2013	80.00	57.25	21,205.44	19,264.72
November 2013	76.00	51.25	21,321.53	20,137.67
December 2013	63.00	36.45	21,483.74	20,568.70
January 2014	50.10	33.00	21,409.66	20,343.78
February 2014	57.75	39.35	21,140.51	19,963.12
March 2014	73.00	48.65	22,467.21	20,920.98

**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, info@vccipl.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 (as on 31-March-2014):

Category	Number of Members	(%) of Total Members	Number of Equity Shares	(%) of Total Shareholding
0-500	773	65.29	1133480	0.54
501-1000	73	6.17	599990	0.29
1001-2000	79	6.67	1209250	0.58
2001-3000	35	2.96	900320	0.43
3001-4000	21	1.77	758980	0.36
4001-5000	26	2.2	1243480	0.59
5001-10000	61	5.15	4776330	2.27
10001-above	116	9.8	199418120	94.94
Total	1184	100	210039950	100

x. Dematerialization of shares and Liquidity:

As on 31st March 2014, 99.61% 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:

Company Secretary & Compliance Officer
 Stampede Capital Limited
 H.No. 8-2-686/8/B/1, GAMUT SQUARE,
 Third Floor, Road No. 12, Banjara Hills,
 Hyderabad-500034, Telangana
 Phone: 91-40 2354 0764 / 65, 2354 7775
 Fax: 91-40-2354 0763

11. MANAGEMENT DISCUSSION AND ANALYSIS

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

12. Whistle Blower policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

**CEO/CFO Certificate**

I, **Venkat Srinivas Meenavalli, Chairman & Managing Director** of Stampede Capital Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
 - (a) Significant changes in internal controls over financial reporting during the year;
 - (b) Significant changes in the accounting policies during the year;
 - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

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

Place: Hyderabad
Date: July 12, 2014

Sd/-
Venkat S Meenavalli
Chairman & Managing Director

**DECLARATION ON CODE OF CONDUCT UNDER CLAUSE 49(1)(D) BY CHAIRMAN AND
MANAGING DIRECTOR OF THE COMPANY**

I hereby declare that all the Members of the Board and Senior Management of the Company have complied with all the provisions of the Code of Conduct

For **Stampede Capital Limited**

Sd/-

Venkata S Meenavalli

Chairman & Managing Director

Place: Hyderabad

Date: July 12, 2014

**CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF
STAMPEDE CAPITAL LIMITED**

We have examined the compliance of conditions of Corporate Governance by Stampede Capital Limited , for the year ended March 31, 2014, 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.

Sd/-

S Sarveswar Reddy

Practicing Company Secretary

CP No. 7478

Place: Hyderabad

Date: July 12, 2014



MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development:

Over the last 20 years, however, the global trading markets have been characterized by the electronification of trading, development of new asset classes, volume growth and improving technology and speed of communication. The advent of electronic trading venues has changed the traditional trading process for many types of securities in the equity, bond and currency markets. The practice of physical, "open outcry" trading has largely been replaced by electronic trading platforms. This shift, and the resulting increase in speed and reduction in trading costs, has led to significant growth in electronic trading volumes, as implied by growth in the aggregate notional value and number of trades on exchanges around the world. According to the World Federation of Exchanges, the number of equity shares traded electronically grew at a compound annual rate of 13.7% since 2004, from approximately 3.5 billion shares in 2004 to approximately 9.8 billion shares in 2012. In addition, according to the Futures Industry Association, trading of futures and options on exchanges has grown at a compound annual rate of 11.5% since 2004, from 8.9 billion contracts in 2004 to 21.2 billion contracts in 2012, and we believe that a significant portion of this growth has come from the electronification of trading.

Growth in foreign exchange market volumes has also been robust. According to the Bank for International Settlements, the daily average market turnover across foreign exchange instruments in April 2013 was \$5.3 trillion. This rate represents 12.0% compound annual growth from the April 2004 daily average of \$1.9 trillion. Among the various foreign exchange instruments, outright spots and swaps led this growth as turnover in foreign exchange spot transactions more than tripled from \$631 billion in April 2004 to \$2.0 trillion in April 2013 and the daily average turnover of foreign exchange swaps increased from \$954 billion to \$2.2 trillion during the same period.

Stamper core products are developed and aiming at 2 disruptive technology sectors

1. Automation of Knowledge Work
2. Cloud Computing

Automation of Knowledge Work

Global financial sector contributes 50% of the knowledge work force employment. Roughly 230+ million of knowledge workers or 9% of the global work force. Automation of Knowledge Work is ranked second to Mobile Internet by McKinsey report out of 12 disruptive technologies. McKinsey estimates \$ 9trillion size of economic value to be impacted in next 10years.

Stampede architecture of Automation of Knowledge

Stampede uses 3 types of artificial intelligence for Automation of Knowledge Work.

- I. Conventional AI (Rule based)
- II. Computational AI (Empirical based)
- III. Complex Event Processing (Real Time based)

Core Architecture

AI Charts

Automated machines reads 1000's of charts in Real-time / Multiple Time Frames / Multiple Indicators using neural networks, decisions are made on Tick-by-Tick basis.

OMS Order Management Servers

Stampede OMS uses In-Memory database for Order Routing / execution integrated with artificial business intelligence completely removes the need of physical databases. Normal ORMS requires packets to be sent to operating system and



RDBMS, when packets come back, there is a lag of 120 ms to 200 ms by the time OS processes and sends it back. Stampede In-memory database with business intelligence reduces the time to 2 ms.

EMM Electronic Market Making

Manual Traders / Jobbers, intelligence is completely automated to provide faster liquidity to markets as well as making the markets. It is impossible for human traders to calculate and reprice futures, options using Black Scholes models in dynamic tic-by-tick world.

Combining the power of computation speed, Bayesian Conditional Probabilities, Markov process (In-Memory) Stampede Automation of Knowledge Work platform is one of the fastest artificial intelligent platform where repricing of calls, puts, futures along with Vol surface is done in micro seconds. This creates more efficient depth of liquidity.

High Computation Power (SPP Stampede Parallel Process)

Using clusters of GPUs, currently Stampede's own algorithmic computation power can processes 200 F&O stocks [5 Bids, 5 Asks X Calls and Puts]. Computation Matrix in less than 20 micro seconds. If same Matrix has to be run by Intel I7 processor, we need roughly 20,000 processors to compute the same Matrix. It helps Stampede to build a cost effective high speed trading platform across the global exchanges.

Stampede currently integrated its platform with NSE and SGX. Stampede is one of the few organizations in the world using Automation of Knowledge Work, with the power of Computation (Processing Power), Bayesian Conditional Probabilities to create the trade flow execution in less than 2 micro seconds.

Cloud Computing

Stampede's DMA (Direct Market Access) technology is co-located with exchanges and accessed through cloud using Thin Clients. Stampede DMA cloud platform helps Institutions, Private Bankers, Hedge Funds to reduce their TCO (Total Cost of Ownership) help them to trade at the speed of light.

Stampede Cloud Solutions:

- **DPIDynamic Portfolio Insurance**
Stampede Dynamic portfolio insurance is an enhanced version of Modern portfolio theory (MPT) of Harry Markowitz
- **TIMTracking Index Model**
Stampede TIM (Tracking index model) tracks the error minimization of major index as a return enhancement and to outperform the index returns
- **Guaranteed VWAP Cloud**
For Emerging market Exchanges to global large Exchanges liquidity is the key across the multiple asset classes.

Stampede's own smart order routing (SOR) algorithm helps in crossing the BID/ASK spreads published across multiple Exchanges. Liquidity Algorithms include TWAP, VWAP, Shark, Implementation Short Fall and Market on close.

Risk Cloud

Creating Value By Modeling RISK.

Modeling RISK = Modeling Cash Flow.



We, having understood the Risk Parameters, at Stampede Modelled the High- End Calculation of Credit Risk, Operational Risk, Third Party Risk and Cash Flow Risk. Our Cloud Services are highly disciplined Automated Risk Management Systems, that insulate the investment process from inherent elements of risk, apart from providing the following in house audit functionalities.

- Using Trade Blotter functionality for audit tasks and risk management
- Benchmarks/Analytics to know current status of operations
- Pre-defined machine control limits that keep track of Net Open Positions (NOP)
- Limited Capital Allocation
- Centralized web interface including gross, net positions and real-time P&L
- Algorithm track quality control limits
- Applied Martingale and Anti-Martingale for position sizing strategies
- Pro-active Risk Management utilizing very tight stop losses

Research & Development

Digital Currencies:

At Stampede, we are true believers of BitCoin efficiency and its potential impact to the global economy. Unique ledger system and no double transaction spending makes BitCoin uniquely poised for alternative payment system across the global Internet.

Stampede currently manages pool mining in more than 10 digital currencies. Stampede, through Cloud Mining and Hash Power Management is helping some of the global BitCoin miners. Stampede cloud Hash power is more than 100 Tera Hashes and we are hoping to build a grid to cross 10 Peta Hashes processing power by end of 2014.

We are enhancing our research to build a Micro Payment & Processing System and Peer to Peer lending and borrowing system using BitCoin architecture.

IdleComputing.com (Beta)

Stampede owns Idlecomputing.com that is under Beta Testing by more than 7000 users from USA, Indonesia, Singapore, Vietnam etc., You can visit www.idlecomputing.com for complete details. Looking at the evolution of BitCoin, Stampede math team came up with novel idea to address ground challenges of High Frequency trading.

Grand challenges are fundamental problems in high end real time data applications with broader Matrix Calculation and computations whose solutions can be advanced by applying global distributed computer processing Power Grid.

Major constraints for HFT / Banks

- Limits of Physical Size (Floor Space) for more Physical servers required for computation power consumption for servers
- Cooling needed to house and run the Aggregated Equipment
- Widening Gap between Process and DRAM clock rates
- Excessive heat generated by dense packaging and high switching frequency
- Disparity between processor clock rates and immediate vicinity peripheral devices network performance
- The speed of processor is traded in favor of dense packaging in low power consumption per process.


FINANCIAL HIGHLIGHTS:
(Rs.)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue:		
Revenue from operations	239,682,551	376,551,535
Other income	7,847,587	2,349,798
Total Revenue	247,530,138	378,901,333
Expenses		
Cost of infra contract works	-	216,082,831
Employee benefits expense	21,670,737	20,021,343
Selling and marketing expenses	134,552,052	23,744,814
Finance Cost	7,354	1,250,105
Depreciation and amortisation expense	32,096,011	30,300,513
Other expenses	10,879,181	8,851,862
Total Expenses	199,205,335	300,251,468
Profit / (loss) before extraordinary items and tax	48,324,803	78,649,865
Loss on account of fire accident	58,513,552	-
Profit / (loss) before tax	(10,188,749)	78,649,865
Tax expense:		
- Current tax	1,021,339	10,495,768
- Deferred tax charge/(credit)	(8,696,624)	(8,834,211)
- MAT Credit	(1,021,339)	(4,050,053)
Profit / (Loss) for the year before Minority Interest	(1,492,125)	81,038,361
Less: Minority Interest	(2)	2,731
Net Profit / (Loss) for the year	(1,492,123)	81,035,630
Earnings per equity share Basic / Diluted	(0.07)	3.92

Internal Control Systems and their Adequacy

The Company has adequate internal control systems supplemented by internal audits by professional firms commensurate with its size and nature of business to ensure to safeguard and protect the interests and assets of the Company.



**Independent Auditors' Report to the Board of Directors of M/s Stampede Capital Limited
on the Consolidated Financial Statements of Stampede Capital Limited
and its Subsidiaries**

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. **STAMPEDE CAPITAL LIMITED** ("the Company"), which comprise the Consolidated Balance Sheet as at 31 March, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at 31 March, 2014;
- (b) in the case of the consolidated Statement of Profit and Loss, of the loss of the Company for the year ended on that date; and



- (c) in the case of the consolidated Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Emphasis of Matter

- (a) Attention is drawn to Note No.25(a) of the Notes to the Accounts of the Company, relating to extensive damage due to the major fire accident which completely destroyed the physical vouchers upto 10.2.2014 and also affected the data processing equipment, including computers and servers and the steps taken by the Company for recovering the data from the Backup systems. We have conducted limited review of the accounts for the nine months period ending 31.12.2013. We have also conducted Audit for the year ending March 2014, based on data retrieved from the systems including scanned/ soft copies and physical records available.
- (b) Attention is also drawn to Note No.25(b) of the Notes to the Accounts with respect to balances under Sundry Debtors/Claims Recoverable/Loans & Advances/ Sundry Creditors/Other Liabilities which have not been confirmed by the certain parties.

For Sarath& Associates
Chartered Accountants
Firm Regn. No.005120S

Place: Hyderabad
Date: 30.05.2014

P.Sarath Kumar
Partner (M.No.021755)



Consolidated Balance sheet as at 31 March 2014

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

Particulars	Note No.	As at 31 March 2014	As at 31 March 2013
I. EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	2	210,039,950	206,478,700
Reserves and surplus	3	33,884,686	22,472,471
		243,924,636	228,951,171
Non-current liabilities			
Minority interest		3,302	3,362
Current liabilities			
Trade payables		116,026,893	7,677,967
Other current liabilities	4	7,643,782	32,050,218
Short-term provisions	5	12,623,858	11,911,324
		136,294,533	51,639,509
TOTAL		380,222,471	280,594,042
II. ASSETS			
Non-current assets			
(a) Fixed assets	6		
(i) Tangible assets		47,998,690	43,828,996
(ii) Intangible assets		66,701,944	93,761,017
		114,700,634	137,590,013
(b) Deferred tax asset (net)		17,530,835	8,834,211
Current assets			
Current investments		26,487	33,810
Trade receivables	7	178,762,265	77,171,891
Cash and bank balances	8	6,637,353	8,169,958
Short-term loans and advances	9	62,120,901	48,524,105
Other current assets	10	443,996	270,054
		247,991,002	134,169,818
TOTAL		380,222,471	280,594,042
III. Notes forming part of the financial statements	1 to 27		
<p>As per our report attached For Sarath & Associates Chartered Accountants Firm's registration no. 005120S</p> <p>For and on behalf of the Board of Directors of Stampede Capital Limited</p> <p>P. Sarath Kumar Partner Membership No: 021755</p> <p>Venkat S. Meenavalli Chairman and Managing Director</p> <p>Dasi Emmanuel Executive Director</p> <p>Kranthi Kiran G. Company Secretary</p> <p>Place: Hyderabad Date : 30.05.2014</p> <p>Place: Hyderabad Date : 30.05.2014</p>			


Consolidated Statement of Profit and Loss for the year ended 31 March 2014

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

Particulars	Note No.	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue			
Revenue from operations	11	239,682,551	376,551,535
Other income		7,847,587	2,349,798
Total Revenue		247,530,138	378,901,333
Expenses			
Cost of infra contract works		-	216,082,831
Employee benefits expense	12	21,670,737	20,021,343
Selling and marketing expenses		134,552,052	23,744,814
Finance Cost	13	7,354	1,250,105
Depreciation and amortisation expense	6	32,096,011	30,300,513
Other expenses	14	10,879,181	8,851,862
Total Expenses		199,205,335	300,251,468
Profit / (loss) before extraordinary items and tax		48,324,803	78,649,865
Loss on account of fire accident	25 (a)	58,513,552	-
Profit / (loss) before tax		(10,188,749)	78,649,865
Tax expense:			
- Current tax		1,021,339	10,495,768
- Deferred tax charge/(credit)		(8,696,624)	(8,834,211)
- MAT Credit		(1,021,339)	(4,050,053)
Profit / (Loss) for the year before Minority Interest		(1,492,125)	81,038,361
Less: Minority Interest		(2)	2,731
Net Profit / (Loss) for the year		(1,492,123)	81,035,630
Earnings per equity share			
Basic / Diluted	23	(0.07)	3.92
Earnings per equity share (excluding extraordinary items)			
Basic / Diluted	23	2.73	3.92
Notes forming part of the financial statements	1 to 27		
<div> <div> As per our report attached For Sarath & Associates Chartered Accountants Firm's registration no. 005120S P. Sarath Kumar Partner Membership No: 021755 </div> <div> For and on behalf of the Board of Directors of Stampede Capital Limited Venkat S. Meenavalli Chairman and Managing Director Kranthi Kiran G. Company Secretary </div> <div> Dasi Emmanuel Executive Director Place: Hyderabad Date : 30.05.2014 </div> </div>			


Consolidated Cash Flow Statement for the year ended 31st March, 2014

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

Particulars	Note No.	For the year ended 31 March 2014		For the year ended 31 March 2013	
I. Cash flow from / (used in) Operating Activities:					
Net Profit/(Loss) before tax			(10,188,749)		78,649,865
Adjustments for:					
Depreciation		32,096,011		30,300,513	
Loss on account of fire accident		58,513,552		-	
Dividend income		(953)		-	
Interest earned		(574,323)		(723,651)	
Interest expense		7,354		1,250,105	
			90,041,641		30,826,967
Operating Profit / (Loss) before Working Capital changes			79,852,892		109,476,832
Adjustments for working capital changes:					
(Increase) / Decrease in trade receivables		(101,590,374)		(60,971,747)	
Increase/(Decrease) in trade payables		108,348,926		(38,006,386)	
Increase/(Decrease) in Other current assets		-		(221,924)	
Increase / (Decrease) in Other current liabilities		(24,406,436)		18,940,274	
(Increase) / Decrease in Short-term loans and advances		(12,569,170)	(30,217,054)	12,108,515	(68,151,268)
Cash generated from /(used in) Operations			49,635,838		41,325,564
Less: Direct taxes paid			(308,805)		(1,600,000)
Net Cash flow from / (used in) Operating Activities			49,327,033		39,725,564
II. Cash flow from/ (used in) Investing Activities:					
Purchase of fixed assets			(96,274,930)		(39,804,885)
(Purchase) or Sale of Investments			7,324		(33,810)
Sale of Fixed Assets			28,548,400		-
Interest received			400,381		955,446
Dividend Received			953		-
Share of profit on sale of Subsidiary			(628,412)		-
Net Cash flow from / (Used in) Investing Activities			(67,946,284)		(38,883,249)
III. Cash flow from/(used in) Financing Activities:					
Proceeds from Issue of shares			17,094,000		-
Interest paid			(7,354)		(1,250,105)
Net Cash flow from / (used in) Financing Activities			17,086,646		(1,250,105)
Net Increase / (Decrease) in Cash and Cash Equivalents			(1,532,605)		(407,790)
Cash and Cash Equivalents at the beginning of the year	8		8,169,958		8,577,748
Cash and Cash Equivalents at the end of the year	8		6,637,353		8,169,958

As per our report attached
For **Sarath & Associates**
Chartered Accountants
Firm's registration no. 005120S

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

P. Sarath Kumar
Partner
Membership No: 021755

Venkat S. Meenavalli
Chairman and Managing Director

Dasi Emmanuel
Executive Director

Kranthi Kiran G.
Company Secretary

Place: Hyderabad
Date : 30.05.2014

Place: Hyderabad
Date : 30.05.2014

**Notes to Consolidated financial statements for the year ended 31 March 2014**

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

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

Stampede Capital Limited (Parent), together with its subsidiary (collectively, the Company or the group) Stampede Cloud Services Private Limited is providing Equity and Currency Broking services, Financial Cloud Services globally.

a) Basis of preparation of Consolidated 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) Principles of Consolidation

The Consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, revenues and expenses.
- Intra-group balances and intra-group transactions and resulting profits are eliminated in full.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the company's separate financial statements.

c) 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.

d) Current-non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

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

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



Notes to Consolidated financial statements for the year ended 31 March 2014

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

Liabilities

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

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

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

e) Fixed Assets and Depreciation

- 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. 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.

f) Investments

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

f) Taxes on Income

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

**Notes to Consolidated financial statements for the year ended 31 March 2014**

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

iv. Minimum Alternate Tax (MAT) Credit entitlement:

MAT Credit entitlement represents amounts paid in a year under Section 115 JA of the Income Tax Act, 1961 (IT Act), in excess of the tax payable, computed on the basis of normal provisions of the IT Act.

Such excess amount can be carried forward for set off against future tax payments for ten succeeding years in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Company as a result of past events and there is evidence as at the reporting date the Company will pay normal income tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT Credit entitlement, under "Short Term Loans and Advances" in balance sheet with a corresponding credit to the profit and loss account, as a separate line item.

Such assets are reviewed as at each balance sheet date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

g) Earnings Per Share

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

h) Revenue Recognition

- i. Revenue from broking activities is accounted on the trade date of transaction.
- ii. Gains / loss, on investments in options and futures, both equity stock and index, being the difference between the contracted rate and the rate on the settlement or sale date, whichever is earlier is recognized in the Profit and Loss Account on settlement / sale.
- iii. Revenue from services consist primarily of revenue earned from services performed on a 'time and material' basis. The related revenue is recognised as and when the services are rendered and when there is no significant uncertainty in realizing the same.
- iv. Interest Income is recognized on accrual basis. Dividend income is recognized when the right to receive payment is established

i) Leases

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

j) Provisions, Contingent Liabilities and Contingent Assets

Provisions, involving substantial degree of estimation in measurement, are recognised when there is present obligation as a result of past events and if it is probable that there will be an outflow of resources.

**Notes to Consolidated financial statements for the year ended 31 March 2014**

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

Contingent liabilities, which are possible or present obligations that may be probably will not require outflow of resources, are not recognised but are disclosed in the notes to the financial statements. Contingent Assets are neither recognised nor disclosed in financial statements.

k) Cash and Cash equivalents

Cash and cash equivalents are short-term, highly liquid investments that are readily convertible into cash with original maturities of three months or less. Cash and cash equivalents consist principally of cash on deposits with banks.

l) Cash flow statement

Cash flows are reported using the indirect method, whereby profit or loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

m) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that any assets forming part of its cash generating units may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the reassessed recoverable amount subject to a maximum of depreciated historical cost.

n) Retirement benefits

Gratuity and long term compensated absence, which are defined benefits plan, are determined by independent actuary at the balance sheet date are charged to the statement of profit and loss. All actuarial gains and losses arising during the year are recognized in the statement of profit and loss.

Contributions payable to the recognized provident fund which is defined contribution schemes, is charged to the statement of profit and loss.

**Notes to Consolidated financial statements for the year ended 31 March 2014**

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

Note 2 Share Capital

Particulars	As at 31 March 2014	As at 31 March 2013
Authorised:		
Equity shares		
25,000,000 equity shares of Rs 10 each		
(Previous year 25,000,000 shares @ Rs. 10/- each)	250,000,000	250,000,000
	250,000,000	250,000,000
Issued, subscribed and paid-up:		
Equity shares		
21,003,995 equity shares of Rs. 10 each		
(previous year: 20,647,870 shares @ Rs. 10/- each)	210,039,950	206,478,700
	210,039,950	206,478,700

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

Particulars	As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	20,647,870	206,478,700	20,647,870	206,478,700
Shares Issued during the year	356,125	3,561,250	-	-
Shares outstanding at the end of the year	21,003,995	210,039,950	20,647,870	206,478,700

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

Name of the shareholder	As at 31 March 2014		As at 31 March 2013	
	Number of shares	% of Holding	Number of shares	% of Holding
Venkat S Meenavalli	12,260,321	58.37%	13,060,321	63.25%
	12,260,321	58.37%	13,060,321	63.25%



Notes to Consolidated financial statements for the year ended 31 March 2014

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

Note 3 Reserves and Surplus

Particulars	As at 31 March 2014	As at 31 March 2013
Securities Premium Account		
Opening balance	5,135,415	5,135,415
Add: Additions during the year	13,532,750	-
Closing balance	18,668,165	5,135,415
Balance in the statement of profit and loss account		
Opening balance	17,337,056	(63,698,574)
Adjustment: Share of profit of on sale of subsidiary	(628,412)	-
Add: Profit / (loss) for the year	(1,492,123)	81,035,630
Closing balance	15,216,521	17,337,056
	33,884,686	22,472,471

Note 4 Other current liabilities

Particulars	As at 31 March 2014	As at 31 March 2013
Salaries payable	1,373,952	1,748,851
Other current liabilities	1,462,861	25,264,924
Provision for expenses	1,651,028	1,250,140
TDS Payables	3,155,941	3,786,303
	7,643,782	32,050,218

Note 5 Short-term provisions

Particulars	As at 31 March 2014	As at 31 March 2013
Provision for Income Tax	12,623,858	11,911,324
	12,623,858	11,911,324



Notes to Consolidated financial statements for the year ended 31 March 2014

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

Note 6 Fixed Assets

Sl. No.	Description	Gross Block				Depreciation			Net Block	
		As on 01.04.2013	Additions	Deductions	As on 31.03.2014	As on 01.04.2013	For the year	Deductions	As on 31.03.2014	As on 31.03.2013
<u>i.</u>	<u>Tangible Assets</u>									
1	Land	28,548,400	-	28,548,400	-	-	-	-	-	28,548,400
2	Data Processing Equipments	22,205,397	96,218,030	72,334,927	46,088,500	9,632,788	4,725,459	13,821,374	536,873	12,572,609
3	Furniture and Fixtures	1,405,845	-	-	1,405,845	1,107,438	88,990	-	1,196,428	298,407
4	Office Equipments	508,332	56,900	-	565,232	216,296	24,584	-	240,880	292,036
5	Vehicles	2,150,000	-	-	2,150,000	32,456	204,250	-	236,706	2,117,544
	Total	54,817,974	96,274,930	100,883,327	50,209,577	10,988,978	5,043,283	13,821,374	2,210,887	43,828,996
<u>ii.</u>	<u>Intangible Assets</u>									
1	Computer Software	34,580,529	-	-	34,580,529	6,886,451	6,916,106	-	13,802,557	27,700,423
2	Good will	100,541,210	-	-	100,541,210	34,542,104	20,108,242	-	54,650,346	65,999,106
3	Copy Rights	141,900	-	-	141,900	80,412	28,380	-	108,792	61,488
	Total	135,263,639	-	-	135,263,639	41,508,967	27,052,728	-	68,561,695	93,761,017
	Total Fixed Assets	190,081,613	96,274,930	100,883,327	185,473,216	52,497,945	32,096,011	13,821,374	70,772,582	137,590,013
	Previous Year	199,242,861	74,205,414	83,366,662	190,081,613	71,157,220	30,300,513	48,966,133	52,491,600	128,085,641

Note:

- On 10th February, 2014 a Fire Accident occurred at the Company's the then Registered office. On account of fire accident loss has been occurred to the company's fixed assets viz. Data processing equipments but company is able to retrieve all the data. The fire accident is not affected the going concern of the company.
- Deductions to Gross Block and Depreciation of Rs.7,23,34,927/- and Rs.1,38,21,374/- respectively on account of loss of Data processing equipments includes Computers and Servers due to the fire accident occurred at the company's the then registered office on 10th February, 2014.
- Deductions to Gross Block of Rs.2,85,48,400/- to Land on account of sale of investment in wholly owned subsidiary M/s. Stampede Infra and Properties Private Limited.



Notes to Consolidated financial statements for the year ended 31 March 2014

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

Note 7 Trade receivables

Particulars	As at 31 March 2014	As at 31 March 2013
- Outstanding for more than six months	87,409,328	-
- Others	91,352,937	77,171,891
	178,762,265	77,171,891

Note 8 Cash and bank balances

Particulars	As at 31 March 2014	As at 31 March 2013
Cash on hand	19,672	2,362
Balance with banks		
- in current accounts	2,517,681	3,994,985
Other Bank balances		
- Bank deposits with less than 12 months maturity	4,100,000	4,172,611
	6,637,353	8,169,958

Note 9 Short-term loans and advances

Particulars	As at 31 March 2014	As at 31 March 2013
Unsecured, considered good:		
- Other loans and advances	40,822,688	28,914,755
Secured, considered good:		
- TDS Receivable	215,436	294,144
- Service tax receivable	484,476	178,058
- Security deposits	15,526,909	15,087,095
- MAT Credit	5,071,392	4,050,053
	62,120,901	48,524,105

Note 10 Other current assets

Particulars	As at 31 March 2014	As at 31 March 2013
Interest receivable	443,996	270,054
	443,996	270,054


Notes to Consolidated financial statements for the year ended 31 March 2014

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

Note 11 Revenue from operations

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Income from Underwriting/Trading	64,526,310	74,552,930
Income from financial cloud services	175,156,241	84,828,405
Revenue from Infrastructure Projects	-	217,170,200
	239,682,551	376,551,535

Note 12 Employee benefits expense

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Salaries and allowances	20,820,151	19,543,418
Contribution to provident fund	342,622	344,972
Staff welfare expenses	507,964	132,953
	21,670,737	20,021,343

Note 13 Finance Cost

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Interest expense	7,354	1,250,105
	7,354	1,250,105

Note 14 Other expenses

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Traveling and conveyance	1,485,559	569,050
Vehicle Maintenance	68,068	43,027
Rates and taxes	91,044	92,911
Legal and professional charges	188,888	843,710
Rent	1,676,786	1,350,000
Auditors' Remuneration		
- Audit Fee	190,000	240,000
- Tax Audit Fee	80,000	110,000
Communication expenses	1,368,893	1,091,206
Currency and Share Trading Expenses	440,672	711,961
Electricity Charges and Maintenance	875,719	661,113
Printing and stationery	76,152	84,039
Subscription charges	67,779	117,041
Miscellaneous Expenses	1,635,488	694,522
Clearing charges	879,433	1,709,665
Office Maintenance	662,826	494,542
Repairs and Maintenance	44,639	36,845
Books and periodicals	3,080	2,230
Loss on trading	1,044,155	-
	10,879,181	8,851,862


Notes to Consolidated financial statements for the year ended 31 March 2014

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

Note 15 Contingent Liabilities and Capital Commitments

There are no contingent liabilities and capital commitments.

Note 16 Employee Benefits

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

Note 17 Segment Information

The company is engaged in the business of Financial Cloud services, Broking services. During the year company has sold out its wholly owned subsidiary Stampede Infra and Properties Private Limited which is in to Construction of Infra projects. Primary reportable segment information is based on business segment for the year ended 31st March, 2014 is given below. Geographic segment is not applicable to the company.

Segment revenues and expenses: All segment revenues and expenses are directly attributable to the segments.

Segment assets and liabilities: Segment assets include all operating assets used by the segment and consist principally of operating cash, debtors, loans and advances and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. Segment assets and liabilities do not include deferred income taxes.

Inter-segment transfers: Segment revenue, segment expenses and segment result include transfers between business segments. Such transfers are accounted for at competitive market prices charged to unaffiliated customers for similar goods. Those transfers are eliminated in consolidation.

Primary Segment for the year ended 31 March, 2014 – Business Segment

- Information about business segments for the year ended 31 March 2014 as per AS-17

Particulars	Securities & Currency, Broking and Trading	Financial Cloud Services	Infrastructure	Eliminations	Total
i) Revenue:					
External	64,526,310	175,156,241	-	-	239,682,551
Total Revenue	64,526,310	175,156,241	-	-	239,682,551
ii) Segment Results:					
Operating Profit / (Loss)	4,212,287	(22,248,623)	-	-	(18,036,336)
Other Income					7,847,587
Profit / (Loss) Before Tax					(10,188,749)
Less: Income Tax Expense					(8,696,624)
Less: Minority Interest					(2)
Profit / (Loss) for the year					(1,492,123)
Segment Assets	237,050,978	249,472,234	-	105,092,100	381,431,112
Unallocable assets	-	-	-	-	-
Segment liabilities	13,656,834	178,838,451	-	54,992,110	137,503,175
Depreciation (included in Segment expense)	22,628,023	9,467,988	-	-	32,096,011
Non cash expenses (other than depreciation included in segment expense)	23,055,670	35,457,882	-	-	58,513,552


Notes to Consolidated financial statements for the year ended 31 March 2014

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

Primary Segment for the year ended 31 March, 2013 – Business Segment

- Information about business segments for the year ended 31 March 2013 as per AS-17

Particulars	Securities & Currency, Broking and Trading	Financial Cloud Services	Infrastructure	Eliminations	Total
i) Revenue:					
External	74,552,930	84,828,405	217,170,200	-	376,551,535
Total Revenue	74,552,930	84,828,405	217,170,200	-	376,551,535
ii) Segment Results:					
Operating Profit / (Loss)	40,620,308	34,727,981	951,778	-	76,300,067
Other Income					2,349,798
Profit Before Tax					78,649,865
Less: Income Tax Expense					(2,388,496)
Less: Minority Interest					2,731
Profit / (Loss) for the year					81,035,630
Segment Assets	215,950,265	117,234,509	50,947,449	103,538,181	280,594,042
Unallocable assets	-	-	-	-	-
Segment liabilities	20,612,005	84,192,872	50,376,175	103,538,181	51,642,871
Depreciation (included in segment expense)	22,434,726	7,865,787	-	-	30,300,513
Non cash expenses (other than depreciation included in segment expense)	-	-	-	-	-

Note 18 Tax Expense

Deferred tax is provided on timing differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The deferred tax assets / (liability), net as on 31 March, 2014 comprises of:

	As at 31 March, 2014	As at 31 March, 2013
Deferred tax asset / (liability):		
- Carried forward losses	15,269,680	17,245,658
- Excess/(short) depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	2,261,155	(8,411,447)
Deferred tax asset / (liability), net	17,530,835	8,834,211

Note 19 Leases

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



Notes to Consolidated financial statements for the year ended 31 March 2014

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

Note 20 Amounts payable to Micro, Small and Medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March, 2014 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

	For the year ended 31 March, 2014	For the year ended 31 March, 2013
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
The amount of interest accrued and remaining unpaid at the end of the year, and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

Note 21 Related Party Disclosures

A. List of related parties

- | | |
|---|---|
| i) Subsidiaries | 1. Stampede Cloud Services Private Limited
2. Stampede Infra and Properties Private Limited (till 14.04.2013) |
| ii) Associate Companies | 1. Green Fire Agri Commodities Limited
2. Kling Holdings Limited (formerly Stampede Holdings Ltd.)
3. Bio Ethanol Agro Industries Limited (till 12.05.2013)
4. Northgate Com Tech Limited
5. Social Media India Limited |
| iii) Key Managerial Personnel | 1. Mr. Venkat S. Meenavalli, CMD
2. Mr. Dasi Emmanuel, Executive Director
3. Mr. Shaik Gouse, Whole Time Director |
| iv) Persons having Substantial Interest in Voting Power | Mr. Venkat S Meenavalli |


Notes to Consolidated financial statements for the year ended 31 March 2014

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

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

Name of the personnel	Relationship
Mr. A. Veerabhadra Rao	Independent Director
Mr. D.V.S.S. Lakshminarayana	Independent Director
Mr. R. Vivek Kumar	Independent Director
Dasi Emmanuel	Non Executive Director
P. Srinivasu	Non Executive Director

C. Details of transactions with Related Parties

Name of the Related party	Nature of the Transactions	2013-14		2012-13	
		Amount	Balance outstanding as on 31.03.2014	Amount	Balance outstanding as on 31.03.2013
Stampede Cloud Services Private Limited	Un Secured loan repaid	-	-	5,378,011	-
	Transfer of Assets	-	-	34,400,529	-
	Share Application Money paid (net)	51,623,560	54,992,110	53,368,550	53,368,550
	Allotment of Share Capital	50,000,000	-	-	-
Stampede Infra and Properties Private Limited	Un Secured loan repaid	-	-	23,169,301	-
	Share Application Money paid (net)	10,647,019	-	46,352,981	46,352,981
Bio Ethanol Agro Industries Limited	Unsecured Loan received	-	-	237,378	-
	Unsecured Loan repaid	-	-	237,378	-
Kling Holdings Limited	Client Transactions:				
	Margin Money Received	482,324	788,000	-	798,223
	Margin Money Returned	492,548	-	200,000	-
	Brokerage / Commission earned	-	-	1,787	-
	Other Transactions:				
	Un Secured loan given	560,000	4,490,070	5,502,098	4,374,070
	Un Secured loan returned	444,000	-	-	-
Green Fire Agri Commodities Limited	Client Transactions:				
	Margin Money Received	13,394,974	191,899	51,885,147	8,404,561
	Margin Money Returned	21,607,636	-	-	-
	Income from Brokerage	82,246	-	34,253,950	-
	Other Transactions:				
	Un Secured loan given	20,443,218	7,961,469	-	-
	Un Secured loan returned	12,481,749	-	24,626,530	-
Venkat S. Meenavalli	Client Transactions:				
	Margin Money Received	1,089,633	478,160	-	23,773
	Margin Money Returned	611,474	-	-	-
	Brokerage / Commission earned	228	-	-	-



Notes to Consolidated financial statements for the year ended 31 March 2014

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

Note 22 Employee Stock Option Plan

The Company has instituted the following employee stock option plan for all eligible employees, in pursuance to the respective special resolution approved by the shareholders. All the plan options shall be administered by the compensation committee, which shall determine the employees eligible for receiving options, the number of options to be granted, the exercise price, the vesting period and the exercise period. The vesting period is determined for the options issued on the date of the grant.

Plan	Shareholder's special resolution date	No. of Options Granted	Vesting Period	Vesting Pattern
2011 ESOP Plan	29th September, 2011	1,492,400	4 Years	25% at the end of first year 25% at the end of second year 25% at the end of third year 25% at the end of fourth year

The exercise price of the options granted under the ESOP Plan is defined as the closing market price of the underlying equity share, preceding the date of grant of options on the stock exchange having the highest trading volume of such shares.

In the case of termination of the employment, all non-vested options would stand cancelled. Options that have vested but have not been exercised can be exercised within the time prescribed under each option agreement approved by the compensation committee, which shall not be beyond the initial exercise period, failing which they would stand cancelled.

A summary of activity under the above employee stock option plan for the years ended 31 March, 2014 and 31 March, 2013 are given below:

Particulars	As at 31 March 2014	As at 31 March 2013
	2011 ESOP Plan	2011 ESOP Plan
Options Outstanding at the beginning of the year	1,492,400	1,492,400
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	356,125	-
Options Expired during the year	107,500	-
Options Outstanding at the end of the year	1,028,775	1,492,400
Options Exercisable at the end of the year	352,575	373,100

Note 23 Earnings Per Share

Particulars	As at 31 March 2014	As at 31 March 2013
Profit / (Loss) after tax	(1,492,123)	81,035,630
Profit / (Loss) after tax (excluding extraordinary items)	57,021,429	81,035,630
Weighted average number of Equity shares outstanding during the year	20,899,597	20,647,870
Nominal value of Equity share	10	10
Earnings / (Loss) per share	(0.07)	3.92
Earnings / (Loss) per share (excluding extraordinary items)	2.73	3.92

**Notes to Consolidated financial statements for the year ended 31 March 2014**

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

Note 24 Disposal of Subsidiary:

The effect of disposal of subsidiary during the year:

Name of the Subsidiary	Effect on Group Profit/(Loss)	Effect on Group Net Assets
Stampede Infra and Properties Private limited	628,412	46,924,312

Note 25

- a. There was an incident of Fire Accident at the then Registered Office of the Company on 10th February, 2014 wherein extensive damage took place to the Data Processing Equipments Records and Vouchers. The company has a system of maintaining records including agreements etc. in soft copies. Further, the company has a disaster recovery policy accordingly maintains off-site backup of system data. The company has commenced its operation normally through recovery of application software, database and soft copies from off-site. The company is of the view that this incident does not affect the recoverability of sums/us obligations and accordingly does not affect the going concern concept.
- b. Letters have been issued to parties for confirmation of balances with the request to confirm or send comment by the stipulated date failing which the balance as indicated in the letter would be taken as confirmed. Further letters were issued to parties to confirm major transactions of income and expenses considering the fire accident referred to in note 25 (a). Confirmation letters have not been received in few cases. However, no adverse communication received from any party.
- c. There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2014.

Note 26

Additional information as required under Part - II of Schedule VI of the Companies Act, 1956

Particulars	As at 31 March 2014	As at 31 March 2013
A. Earnings in foreign Currency	175,156,241	84,828,405
B. Expenditure in foreign Currency	-	-
C. The Other Particulars as required under Part - II of Schedule VI of the Companies Act, 1956 are not given as the same are not applicable to the company for this year		

Note 27

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

As per our report attached

For **Sarath & Associates**
Chartered Accountants
Firm's registration no. 005120S

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

P. Sarath Kumar
Partner
Membership No: 021755

Venkat S. Meenavalli
Chairman and Managing Director

Dasi Emmanuel
Executive Director

Kranthi Kiran G.
Company Secretary

Place: Hyderabad
Date : 30.05.2014

Place: Hyderabad
Date : 30.05.2014



INDEPENDENT AUDITORS' REPORT

To The Members of M/s. Stampede Capital Limited Report on the Financial Statements

We have audited the accompanying financial statements of M/s. **STAMPEDE CAPITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act"). (Which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

**Emphasis of Matter**

- (a) Attention is drawn to Note No.24(a) of the Notes to the Accounts of the Company, relating to extensive damage due to the major fire accident which completely destroyed the physical vouchers upto 10.2.2014 and also affected the data processing equipment, including computers and servers and the steps taken by the Company for recovering the data from the Backup systems. We have conducted limited review of the accounts for the nine months period ending 31.12.2013. We have also conducted Audit for the year ending March 2014, based on data retrieved from the systems including scanned/ soft copies and physical records available.
- (b) Attention is also drawn to Note No.24(b) of the Notes to the Accounts with respect to balances under Sundry Debtors/Claims Recoverable/Loans & Advances/ Sundry Creditors/Other Liabilities which have not been confirmed by the certain parties.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, 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 it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Act. (Which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs).
 - (e) On the basis of the written representations received from the directors as on 31 March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2014 from being appointed as a director in terms of Section 274(1) (g) of the Act.
 - (f) Since the Central Government has not issued any notification as the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Sarath & Associates
Chartered Accountants
Firm Regn No.0005120S

Place : Hyderabad
Date: 30.05.2014

P.Sarath Kumar
Partner
Membership No. 021755



ANNEXURE REFERRED TO IN PARAGRAPH 1 OF AUDIT REPORT OF EVEN DATE ON THE ACCOUNTS OF **M/s. STAMPEDE CAPITAL LIMITED** ('THE COMPANY') FOR THE YEAR ENDED 31 ST MARCH, 2014

1. (a) The Company has maintained softcopies of 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) During the year, there had been an instance of major fire accident which completely destroyed the physical Data Processing Equipment, including Computers & Servers. However, the Company could retrieve the lost data from the Back up Systems and, after the year end and before the date of Audit Report, had replenished the physical systems and accordingly, we are of the opinion that the impairment during the financial year will not affect the Going Concern status of the Company due to the steps taken by the Company.
2. As per the information and explanation given to us, as the Company's business does not involve maintenance of inventories viz. Finished, Stores, Spares 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. According to the information and explanations furnished to us, the company has granted interest free unsecured loan to two parties covered in the register maintained under section 301 of the Act, the balance outstanding as at the year end was Rs. 124.51 lakhs and the maximum balance outstanding during the year was Rs. 127.18 lakhs. The terms and conditions of this advance, being temporary in nature, is not prejudicial to the interest of the company.
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 nature of its Business with regard to purchase of fixed assets and services rendered. During the course of our audit, we have not come across any major weakness in internal control system.
5. a According to the information and explanations given to us , we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- b. In our opinion and according to the information and explanations given to us, these transactions were made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. As the Company has not accepted any deposits from Public covered under section 58A of the Act, the provisions of Clause 4(vi) of the Order are not applicable to the Company for the current year.
7. In our opinion and according to information and explanations given to us, the Company has an internal audit system commensurate with its size and nature of its business.
8. As the provisions of maintenance of cost records are not applicable to the Company, the provisions of Clause 4(viii) are not applicable to the Company.
9. a. As per the records and according to information and explanations given to us, the company is not liable for depositing statutory dues of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess with appropriate authorities during the year and **the Company had delayed in depositing the dues of income tax (both regular tax as well as in the nature of TDS)** and other material statutory dues applicable to the Company and in respect of these dues, there are no outstanding dues as on 31.3.2014 which are outstanding for a period of more than six months from the date they became payable .



- b. As per the records and according to information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess, which have not been deposited on account of any dispute as on 31.3.2014.
10. The Company does not have any accumulated losses. Further, the Company had not incurred any Cash loss in the current year as well as in the immediately preceeding financial year.
11. In our opinion and according to the information and explanation furnished, the Company did not avail any loans from Banks or Financial Institutions during the year under review. Accordingly, Clause 4 (xi) of the said Order are not applicable for the current year.
12. According to the information furnished to us, as the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities to any body during the year, the provisions of clause 4(xii) of the order are not applicable to company for the current period under review.
13. In our opinion, as the Company is not a chit fund or a nidhi or mutual benefit fund or society, the provisions of Clause 4 (xiii) of the Order are not applicable to the Company for the current year.
14. According to the information and explanations given to us, the Company is dealing or trading in shares, securities, debentures and other investments and had maintained proper records in respect of transactions and contracts with timely entries made therein; the shares, securities, debentures and other investments are held by the Company in its own name.
15. As per the information and explanations given to us, as the Company has not given any guarantees for loans taken by others from banks or financial institutions, the provisions of Clause 4(xv) of the Order are not applicable to the Company for the current year.
16. According to records of the Company, as the Company has not raised any terms loans, and accordingly, Clause 4 (xvi) of the said Order are not applicable for the year under review.
17. According to records and on an overall examination of the balance sheet of the company, the funds raised on short term basis have not been used for long term investment.
18. As per the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. As the Company has not issued any debentures during the year, which requires creation of security or charge, the provisions of Clause 4(xix) of the Order are 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 Clause 4(xx) of the Order are not applicable to the Company for the current year.
21. During the course of our examination 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 have 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 management.

**For Sarath & Associates
Chartered Accountants
Firm Regn. No.005120S**

**Place: Hyderabad
Date: 30.05.2014**

**P.Sarath Kumar
Partner
M.No.021755**


Balance sheet as at 31 March, 2014

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

	Particulars	Note No.	As at 31 March 2014	As at 31 March 2013
I	EQUITY AND LIABILITIES			
1	Shareholder's funds			
	(a) Share capital	2	210,039,950	206,478,700
	(b) Reserves and surplus	3	13,354,194	(11,097,587)
			223,394,144	195,381,113
2	Current liabilities			
	(a) Margin money from customers		6,756,941	7,677,967
	(b) Other current liabilities	4	2,965,873	9,978,504
	(c) Short-term provisions	5	3,934,020	2,912,681
			13,656,834	20,569,152
	TOTAL		237,050,978	215,950,265
II	ASSETS			
1	Non-current assets			
	(a) Fixed assets	6		
	(i) Tangible assets		2,422,452	7,339,793
	(ii) Intangible assets		46,061,626	66,234,248
			48,484,078	73,574,041
	(b) Non current investments	7	50,099,990	199,980
	(c) Deferred tax asset (net)		18,739,477	12,608,009
2	Current assets			
	(a) Current investments		26,487	33,810
	(b) Cash and bank balances	8	6,029,340	5,376,975
	(c) Short-term loans and advances	9	113,227,610	123,887,396
	(d) Other current assets	10	443,996	270,054
			119,727,433	129,568,235
	TOTAL		237,050,978	215,950,265
III.	Notes forming part of the financial statements	1 to 26		

As per our report attached

 For **Sarath & Associates**
 Chartered Accountants
 Firm's registration no. 005120S

 For and on behalf of the Board of Directors of
Stampede Capital Limited
P. Sarath Kumar
 Partner
 Membership No: 021755

Venkat S. Meenavalli
 Chairman and Managing Director

Dasi Emmanuel
 Executive Director

Kranthi Kiran G.
 Company Secretary

 Place: Hyderabad
 Date : 30.05.2014

 Place: Hyderabad
 Date : 30.05.2014


Statement of Profit and Loss for the Year ended 31 March 2014

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

Particulars	Note No.	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue			
Revenue from operations	11	64,526,309	74,553,825
Other income		575,276	723,651
Total Revenue		65,101,585	75,277,476
Expenses			
Employee benefits expense	12	6,396,673	4,468,539
General, admin and other expenses	13	8,226,302	5,779,242
Finance Cost	14	7,354	1,250,105
Depreciation and amortisation expense	6	22,628,023	22,441,071
Total Expenses		37,258,352	33,938,957
Profit before extraordinary items and tax		27,843,233	41,338,519
Loss on account of fire accident	24 (a)	23,055,670	-
Profit before tax		4,787,563	41,338,519
Tax expense:			
- Current tax		1,021,339	2,912,681
- MAT credit		(1,021,339)	(2,689,073)
- Deferred tax charge/(credit)		(6,131,468)	(12,608,009)
Profit for the year		10,919,031	53,722,920
Earnings per equity share			
Basic / Diluted	23	0.52	2.60
Earnings per equity share (excluding extraordinary items)	23		
Basic / Diluted		1.63	2.60
Notes forming part of the financial statements	1 to 26		

As per our report attached

 For **Sarath & Associates**
 Chartered Accountants
 Firm's registration no. 005120S

P. Sarath Kumar
 Partner
 Membership No: 021755

Venkat S. Meenavalli
 Chairman and Managing Director

Kranthi Kiran G.
 Company Secretary

Dasi Emmanuel
 Executive Director

 Place: Hyderabad
 Date : 30.05.2014

 Place: Hyderabad
 Date : 30.05.2014



Cash Flow Statement for the year ended 31 March, 2014
(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars		Note No.	For the year ended 31 March 2014		For the year ended 31 March 2013	
A.	Cash flow from / (used in) Operating Activities:					
	Net Profit/(Loss) before tax			4,787,563		41,338,519
	<u>Adjustments for:</u>					
	Depreciation		22,628,023		22,441,071	
	Dividend received		(953)		-	
	Loss on account of fire accident		23,055,670		-	
	Interest earned		(574,323)		(723,651)	
	Interest expense		7,354	45,115,771	1,250,105	22,967,525
	Operating profit / (loss) before working capital changes			49,903,334		64,306,044
	Adjustments for working capital changes:					
	(Increase) / Decrease in Other current assets		-		1,628,959	
	Increase / (Decrease) in Current liabilities and provisions		(7,933,656)		(36,340,333)	
	(Increase) / Decrease in Short-term loans and advances		11,681,123	3,747,467	(29,686,032)	(64,397,406)
	Cash generated from / (used in) Operations			53,650,801		(91,362)
	Less: Direct taxes paid			-		-
	Net Cash flow from / (used in) Operating Activities (A)			53,650,801		(91,362)
B.	Cash flow from/ (used in) Investing Activities:					
	(Purchase) / Sale of fixed assets			(20,593,730)		(2,330,000)
	(Purchase) / Sale of Investments			7,324		(33,810)
	Investment in subsidiaries			(50,000,000)		-
	Sale of Investments in subsidiaries			99,990		-
	Interest received			400,381		917,591
	Dividend received			953		-
	Net Cash flow from / (used in) Investing Activities (B)			(70,085,082)		(1,446,219)
C.	Cash flow from (used in) Financing Activities:					
	Proceeds from Issue of shares			17,094,000		-
	Interest Paid			(7,354)		(1,250,105)
	Net Cash flow from / (used in) Financing Activities (C)			17,086,646		(1,250,105)
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)			652,365		(2,787,686)
	Cash and Cash Equivalents at the beginning of the year	8		5,376,975		8,164,661
	Cash and Cash Equivalents at the end of the year	8		6,029,340		5,376,975
D.	Notes forming part of the financial statements	1 to 26				

As per our report attached

For **Sarath & Associates**
Chartered Accountants
Firm's registration no. 005120S

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

P. Sarath Kumar
Partner
Membership No: 021755

Venkat S. Meenavalli
Chairman and Managing Director

Dasi Emmanuel
Executive Director

Kranthi Kiran G.
Company Secretary

Place: Hyderabad
Date : 30.05.2014

Place: Hyderabad
Date : 30.05.2014

**Notes to financial statements for the year ended 31 March 2014**

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

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

Stampede Capital Limited is engaged in the business of Equity and Currency broking and trading activities. The Company is registered as a "Stock Broker" with the Securities and Exchange Board of India ("SEBI"). The company is having Equity Trading and Clearing membership and F&O Trading Membership with National Stock Exchange of India ("NSE") and also having Trading Membership with United Stock Exchange ("USE"), and MCX Stock Exchange ("MCX SX").

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) Current-non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

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

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

Liabilities

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

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

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



Notes to financial statements for the year ended 31 March 2014

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

d) Fixed Assets and Depreciation

- 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. 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.

e) Investments

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

f) Taxes on Income

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

iv. Minimum Alternate Tax (MAT) Credit entitlement:

MAT Credit entitlement represents amounts paid in a year under Section 115 JA of the Income Tax Act, 1961 (IT Act), in excess of the tax payable, computed on the basis of normal provisions of the IT Act.

Such excess amount can be carried forward for set off against future tax payments for ten succeeding years in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Company as a result of past events and there is evidence as at the reporting date the Company will pay normal income tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT Credit entitlement, under "Short Term Loans and Advances" in balance sheet with a corresponding credit to the profit and loss account, as a separate line item.

Such assets are reviewed as at each balance sheet date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

g) Earnings Per Share

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

**Notes to financial statements for the year ended 31 March 2014**

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

h) Revenue Recognition

- i. Revenue from broking activities is accounted on the trade date of transaction.
- ii. Trading of securities and currency are accounted on the trade date of transaction.
- iii. Interest Income is recognized on accrual basis. Dividend income is recognized when the right to receive payment is established.

i) Leases

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

j) Provisions, Contingent Liabilities and Contingent Assets

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

k) Cash and Cash equivalents

Cash and cash equivalents are short-term, highly liquid investments that are readily convertible into cash with original maturities of three months or less. Cash and cash equivalents consist principally of cash on deposits with banks.

l) Cash flow statement

Cash flows are reported using the indirect method, whereby profit or loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

m) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that any assets forming part of its cash generating units may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the reassessed recoverable amount subject to a maximum of depreciated historical cost.

n) Retirement benefits

Gratuity and long term compensated absence, which are defined benefits plan, are determined by independent actuary at the balance sheet date are charged to the statement of profit and loss. All actuarial gains and losses arising during the year are recognized in the statement of profit and loss.

Contributions payable to the recognized provident fund which is defined contribution schemes, is charged to the statement of profit and loss.



Notes to financial statements for the year ended 31 March 2014

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

Note 2 Share Capital

Particulars	As at 31 March 2014	As at 31 March 2013
Authorised:		
Equity shares		
2,50,00,000 equity shares of Rs 10 each (Previous year 2,50,00,000 equity shares @ Rs. 10/- each)	250,000,000	250,000,000
	250,000,000	250,000,000
Issued, subscribed and paid-up:		
Equity shares		
2,10,03,995 equity shares of Rs. 10 each (previous year: 2,06,47,870 equity shares @ Rs. 10/- each)	210,039,950	206,478,700
	210,039,950	206,478,700

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

Particulars	As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	20,647,870	206,478,700	20,647,870	206,478,700
Shares Issued during the year	356,125	3,561,250	-	-
Shares outstanding at the end of the year	21,003,995	210,039,950	20,647,870	206,478,700

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

Name of the Shareholder	As at 31 March 2014		As at 31 March 2013	
	Number of shares	% of Holding	Number of shares	% of Holding
Venkat S Meenavalli	12,260,321	58.37%	13,060,321	63.25%
	12,260,321	58.37%	13,060,321	63.25%

**Notes to financial statements for the year ended 31 March 2014**

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

Note 3 Reserves and Surplus

Particulars	As at 31 March 2014	As at 31 March 2013
Securities Premium Account		
Opening balance	5,135,415	5,135,415
Add: Additions during the year	13,532,750	-
Closing balance	18,668,165	5,135,415
Balance in Profit and Loss account		
Opening balance	(16,233,002)	(69,955,922)
Add: Profit / (Loss) for the year	10,919,031	53,722,920
Closing balance	(5,313,971)	(16,233,002)
	13,354,194	(11,097,587)

Note 4 Other current liabilities

Particulars	As at 31 March 2014	As at 31 March 2013
Employee benefits payable	234,950	488,593
Other current liabilities	1,437,270	8,621,272
Provision for expenses	660,898	659,801
TDS Payables	632,755	208,838
	2,965,873	9,978,504

Note 5 Short-term provisions

Particulars	As at 31 March 2014	As at 31 March 2013
Provision for income tax	3,934,020	2,912,681
	3,934,020	2,912,681



Notes to financial statements for the year ended 31 March 2014

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

Note 6: Fixed Assets

Sl. No.	Description	Gross Block			Depreciation			Net Block	
		As on 01.04.2013	Additions	Deductions	As on 31.03.2014	For the year	Deductions	As on 31.03.2014	As on 31.03.2013
i	Tangible Assets								
1	Data processing equipments	13,278,912	20,561,730	33,840,642	-	2,137,865	10,784,972	-	4,631,805
2	Furniture and fixtures	1,405,845	-	-	1,405,845	88,990	-	1,196,427	298,408
3	Office equipments	508,332	32,000	-	540,332	24,296	-	240,592	292,036
4	Vehicles	2,150,000	-	-	2,150,000	204,250	-	236,706	2,117,544
	Total	17,343,089	20,593,730	33,840,642	4,096,177	2,455,401	10,784,972	1,673,725	7,339,793
ii	Intangible Assets								
1	Computer software	180,000	-	-	180,000	36,000	-	42,345	173,655
2	Goodwill	100,541,210	-	-	100,541,210	20,108,242	-	54,650,346	65,999,106
3	Copy rights	141,900	-	-	141,900	28,380	-	108,793	61,487
	Total	100,863,110	-	-	100,863,110	20,172,622	-	54,801,484	66,234,248
	Total Fixed Assets	118,206,199	20,593,730	33,840,642	104,959,287	22,628,023	10,784,972	56,475,209	73,574,041
	Previous Year	199,242,861	2,330,000	83,366,662	118,206,199	22,441,071	48,966,133	44,632,158	128,085,641

Note 1 : On 10th February, 2014 a Fire Accident occurred at the Company's the then Registered office. On account of fire accident loss has been occurred to the company's fixed assets viz. Data processing equipments but company is able to retrieve all the data. The fire accident is not affected the going concern of the company.

Note 2 : Deductions to Gross Block and Depreciation of Rs.3,38,40,642/- and Rs.1,07,84,972/- respectively on account of loss of Data processing equipments includes Computers and Servers due to the fire accident occurred at the company's the then registered office on 10th February, 2014.

**Notes to financial statements for the year ended 31 March 2014**

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

Note 7 Non Current Investment

Particulars	As at 31 March 2014	As at 31 March 2013
Investment in Subsidiaries		
- Investment in Stampede Cloud Services Private Limited 50,09,999 shares @ Rs. 10/- each (Previous year 9,999 shares @ Rs.10/- each)	50,099,990	99,990
- Investment in Stampede Infra and Properties Private Limited on 9,999 shares @ Rs. 10/- each	-	99,990
	50,099,990	199,980

Note: During the year the Company has sold its entire investments in its wholly owned subsidiary M/s. Stampede Infra and Properties Private Limited. Consequently the company's holding in M/s. Stampede Infra and Properties Private Limited reduced to NIL. Accordingly, it has ceased to be a subsidiary.

Note 8 Cash and bank balances

Particulars	As at 31 March 2014	As at 31 March 2013
Cash on hand	7,744	1,173
Balance with banks		
- in current accounts	1,921,596	1,203,191
Other Bank balances		
- Bank deposits with less than 12 months maturity	4,100,000	4,172,611
	6,029,340	5,376,975

Note 9 Short-term loans and advances

Particulars	As at 31 March 2014	As at 31 March 2013
Unsecured, considered good:		
Money paid towards share application	54,992,110	99,721,531
Other loans and advances	38,298,267	5,917,495
Secured, considered good:		
TDS receivable	215,436	294,144
Service tax receivable	484,476	178,058
Security deposits	15,526,909	15,087,095
MAT Credit	3,710,412	2,689,073
	113,227,610	123,887,396

Note 10 Other current assets

Particulars	As at 31 March 2014	As at 31 March 2013
Interest receivable	443,996	270,054
	443,996	270,054



Notes to financial statements for the year ended 31 March 2014

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

Note 11 Revenue from operations

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Income from Underwriting/Trading	64,526,309	74,553,825
	64,526,309	74,553,825

Note 12 Employee benefits expense

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Salaries and allowances	6,093,482	4,301,309
Contribution to provident fund	99,216	86,974
Staff welfare expenses	203,975	80,256
	6,396,673	4,468,539

Note 13 General, admin and other expenses

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Travelling and conveyance	630,908	135,747
Rates and taxes	36,830	41,938
Legal and professional charges	138,500	93,500
Rent	799,447	270,000
Auditors' Remuneration:		
- Audit Fee	140,000	140,000
- Tax Audit Fee	50,000	50,000
Communication expenses	1,047,241	792,831
Trading Expenses	440,672	699,077
Electricity Charges and Maintenance	767,569	661,113
Printing and stationery	46,042	39,787
Subscription charges	67,779	117,041
General Expenses	703,400	835,041
Clearing charges	879,433	1,709,665
Office Maintenance	441,258	131,525
Vehicle Maintenance	68,068	43,027
Repairs and Maintenance	-	18,950
Loss on Trading	1,044,155	-
Rent Deposit written off	925,000	-
	8,226,302	5,779,242

**Notes to financial statements for the year ended 31 March 2014**

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

Note 14 Interest

Particulars	As at 31 March 2014	As at 31 March 2013
Interest Expense	-	1,250,105
	-	1,250,105

Note 15 Contingent Liabilities and Capital Commitments

Particulars	For the Year ended 31 March 2014	For the Year ended 31 March 2013
Contingent Liabilities	Nil	Nil
Capital Commitments	Nil	Nil

Note 16 Segment Information

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

Note 17 Employee Benefits

- 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.

Note 18 Tax Expense

Deferred tax is provided on timing differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The deferred tax assets / (liability), net as on 31 March, 2014 comprises of:

	As at 31 March, 2014	As at 31 March, 2013
Deferred tax asset / (liability):		
- On Carry forward losses	15,269,680	17,245,658
- On Excess/(short) of depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	3,469,797	(4,637,649)
Deferred tax asset / (liability), net	18,739,477	12,608,009



Notes to financial statements for the year ended 31 March 2014

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

Note 19 Leases

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

Note 20 Amounts payable to Micro, Small and Medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March, 2014 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
The amount of interest accrued and remaining unpaid at the end of the year, and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

Note 21 Related Party Disclosures

A. List of related parties

- | | |
|---|---|
| i) Subsidiaries | 1. Stampede Cloud Services Private Limited
2. Stampede Infra and Properties Private Limited (till 14.04.2013) |
| ii) Associate Companies | 1. Green Fire Agri Commodities Limited
2. Kling Holdings Limited (formerly Stampede Holdings Ltd.)
3. Bio Ethanol Agro Industries Limited (till 12.05.2013)
4. Northgate Com Tech Limited
5. Social Media India Limited |
| iii) Key Managerial Personnel | 1. Mr. Venkat S. Meenavalli, CMD
2. Mr. Dasi Emmanuel, Executive Director
3. Mr. Shaik Gouse, Whole Time Director |
| iv) Persons having Substantial Interest in Voting Power | Mr. Venkat S Meenavalli |


Notes to financial statements for the year ended 31 March 2014

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

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

Name of the personnel	Relationship
Mr. A. Veerabhadra Rao	Independent Director
Mr. D.V.S.S. Lakshminarayana	Independent Director
Mr. R. Vivek Kumar	Independent Director

C. Details of transactions with Related Parties

Name of the Related party	Nature of the Transactions	2013-14		2012-13	
		Amount	Balance outstanding as on 31.03.2014	Amount	Balance outstanding as on 31.03.2013
Stampede Cloud Services Private Limited	Un Secured loan repaid	-	-	5,378,011	-
	Transfer of Assets	-	-	34,400,529	-
	Share Application Money paid (net)	51,623,560	54,992,110	53,368,550	53,368,550
	Allotment of Share Capital	50,000,000	-	-	-
Stampede Infra and Properties Private Limited	Un Secured loan repaid	-	-	23,169,301	-
	Share Application Money paid (net)	10,647,019	-	46,352,981	46,352,981
Bio Ethanol Agro Industries Limited	Unsecured Loan received	-	-	237,378	-
	Unsecured Loan repaid	-	-	237,378	-
Kling Holdings Limited	<u>Client Transactions:</u>				
	Margin Money Received	482,324	788,000	-	798,223
	Margin Money Returned	492,548	-	200,000	-
	Brokerage / Commission earned	-	-	1,787	-
	<u>Other Transactions:</u>				
	Un Secured loan given	560,000	4,490,070	5,502,098	4,374,070
Green Fire Agri Commodities Limited	Un Secured loan returned	444,000	-	-	-
	<u>Client Transactions:</u>				
	Margin Money Received	13,394,974	191,899	51,885,147	8,404,561
	Margin Money Returned	21,607,636	-	-	-
	Income from Brokerage and options underwriting	82,246	-	34,253,950	-
	<u>Other Transactions:</u>				
Venkat S. Meenavalli	Un Secured loan given	20,443,218	7,961,469	-	-
	Un Secured loan returned	12,481,749	-	24,626,530	-
Venkat S. Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	1,089,633	478,160	-	23,773
	Margin Money Returned	611,474	-	-	-
	Brokerage / Commission earned	228	-	-	-



Notes to financial statements for the year ended 31 March 2014

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

Note 22 Employee Stock Option Plan

The Company has instituted the following employee stock option plan for all eligible employees, in pursuance to the respective special resolution approved by the shareholders. All the plan options shall be administered by the compensation committee, which shall determine the employees eligible for receiving options, the number of options to be granted, the exercise price, the vesting period and the exercise period. The vesting period is determined for the options issued on the date of the grant.

Plan	Shareholder's special resolution date	No. of Options Granted	Vesting Period	Vesting Pattern
2011 ESOP Plan	29th September, 2011	1,492,400	4 Years	25% at the end of first year 25% at the end of second year 25% at the end of third year 25% at the end of fourth year

The exercise price of the options granted under the ESOP Plan is defined as the closing market price of the underlying equity share, preceding the date of grant of options on the stock exchange having the highest trading volume of such shares.

In the case of termination of the employment, all non-vested options would stand cancelled. Options that have vested but have not been exercised can be exercised within the time prescribed under each option agreement approved by the compensation committee, which shall not be beyond the initial exercise period, failing which they would stand cancelled.

A summary of activity under the above employee stock option plan for the years ended 31 March, 2014 and 31 March, 2013 are given below:

Particulars	As at 31 March 2014	As at 31 March 2013
	2011 ESOP Plan	2011 ESOP Plan
Options Outstanding at the beginning of the year	1,492,400	1,492,400
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	356,125	-
Options Expired during the year	107,500	-
Options Outstanding at the end of the year	1,028,775	1,492,400
Options Exercisable at the end of the year	352,575	373,100

Note 23 Earnings Per Share

Particulars	As at 31 March 2014	As at 31 March 2013
Profit after tax	10,919,031	53,722,920
Profit after tax (excluding extraordinary items)	33,974,701	53,722,920
Weighted average number of Equity shares outstanding during the year	20,899,597	20,647,870
Nominal value of Equity share	10	10
Earnings per share	0.52	2.60
Earnings per share (excluding extraordinary items)	1.63	2.60

**Notes to financial statements for the year ended 31 March 2014**

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

Note 24

- a. There was an incident of Fire Accident at the then Registered Office of the Company on 10th February, 2014 wherein extensive damage took place to the Data Processing Equipments Records and Vouchers. The company has a system of maintaining records including agreements etc. in soft copies. Further, the company has a disaster recovery policy accordingly maintains off-site backup of system data. The company has commenced its operation normally through recovery of application software, database and soft copies from off-site. The company is of the view that this incident does not affect the recoverability of sums/us obligations and accordingly does not affect the going concern concept.
- b. Letters have been issued to parties for confirmation of balances with the request to confirm or send comment by the stipulated date failing which the balance as indicated in the letter would be taken as confirmed. Further letters were issued to parties to confirm major transactions of income and expenses considering the fire accident referred to in note 24 (a). Confirmation letters have not been received in few cases. However, no adverse communication received from any party.
- c. There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2014.

Note 25

Additional information as required under Part - II of Schedule VI of the Companies Act, 1956

Particulars	As at 31 March 2014	As at 31 March 2013
A. Earnings in foreign Currency	-	-
B. Expenditure in foreign Currency	-	-
C. The Other Particulars as required under Part - II of Schedule VI of the Companies Act, 1956 are not given as the same are not applicable to the company for this year		

Note 26 Previous year figures

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

As per our report attached

For **Sarath & Associates**

Chartered Accountants

Firm's registration no. 005120S

For and on behalf of the Board of Directors of

Stampede Capital Limited**P. Sarath Kumar**

Partner

Membership No: 021755

Venkat S. Meenavalli

Chairman and Managing Director

Dasi Emmanuel

Executive Director

Kranthi Kiran G.

Company Secretary

Place: Hyderabad

Date : 30.05.2014

Place: Hyderabad

Date : 30.05.2014

**FORM AOC-I**

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

**Statement containing salient features of the financial statement of
subsidiaries/associate companies/joint ventures**

Part "A": Subsidiaries

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

1	Sl. No.	1
2	Name of the Subsidiary	STAMPEDE CLOUD SERVICES PRIVATE LIMITED
3	Reporting period for subsidiary concerned, if different from the holding company's reporting period	NA
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
5	Share capital	50,100,000
6	Reserves & Surplus	20,533,783
7	Total assets	249,472,234
8	Total liabilities	249,472,234
9	Investments	-
10	Turnover	175,156,241
11	Profit before taxation	(14,976,314)
12	Provision for taxation	(2,565,156)
13	Profit after taxation	(12,411,158)
14	Proposed Dividend	-
15	% of Shareholding	100%

**Stampede Capital Limited****PROXY FORM MGT 11**

Registered Office: H.No. 8-2-686/8/B/1, GAMUT SQUARE, Third Floor, Road No. 12, Banjara Hills,
Hyderabad-500034 Telangana. **CIN: L67120TG1995PLC020170** www.stampedecap.com

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Member (s) :

Registered Address :

E-mail id :

Folio No. / Client Id :

DP ID :

I / We, being the member(s) of _____ Equity Shares of Stampede Capital Limited, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

3. Name : _____

Address: _____

E-mail Id: _____

Signature: _____



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 19th Annual General Meeting of the Company, to be held on the 11th day of August 2014 at 10.30 A. M at the Kalinga Cultural Trust, Plot No. 1269, Road No. 12, Banjara Hills, Hyderabad - 500 034 Telangana and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

RESOLUTIONS	FOR	AGAINST
1. Adoption of Financial Statements		
2. Appointment of Director		
3. Appointment of Auditor		
4. Appointment of Mr Vivek Kumar Ratakonda (DIN: 02090966) as an Independent Director		
5. Appointment of Mr. Venkata Surya Subrahmanya Lakshminarayana Dronamraju (DIN 01683611) as an Independent Director		
6. Appointment of Mr. Arumilli Veerabhadra Rao (DIN 00155543) as an Independent Director		
7. Increase in Authorized Share Capital		
8. Amendment of Memorandum of Association		
9. Sub-Division of Shares		
10. Alteration of Memorandum of Association		
11. Raising of Further Capital		

Signed this day of 2014

Signature of Shareholder

Signature of Proxy Holder(s)

Revenue
Stamp

Note: The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.



Stampede Capital Limited

Registered Office: H.No. 8-2-686/8/B/1, GAMUT SQUARE, Third Floor, Road No. 12, Banjara Hills,
Hyderabad-500034 Telangana. **CIN: L67120TG1995PLC020170**

ATTENDANCE SLIP

(to be handed over at the Registration Counter Joint holder may obtain additional slip at the venue)

DP ID		Folio No	
Client ID		No. of Shares	

I/We hereby record my/our presence at the 19th Annual General Meeting of the Company being held on 11th day of August 2014 at 10.30 AM at Kalinga Cultural Trust, Plot No. 1269, Road No. 12, Banjara Hills, Hyderabad - 500 034 Telangana.

Signature of the Member/Proxy

BOOK-POST

If undelivered, please return to:

Stampede Capital Limited

#8-2-686/8/B/1, 3rd Floor,
GAMUT Square, Road No 12, Banjara Hills,
Hyderabad - 500034. Telangana, India.

CIN: L67120TG1995PLC020170

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Annual Report 2013-14

