



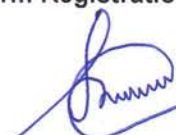







FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	Stampede Capital Limited
2.	Annual financial statements for the year ended	31.03.2015
3.	Type of Audit observation	Un-Qualified
4.	Frequency of observation	N.A
5.	To be signed by-	
	<ul style="list-style-type: none">Executive Director	<p>For Stampede Capital Limited</p> <p> Emmanuel Dasi Executive Director</p> <p></p>
	<ul style="list-style-type: none">CFO	<p>For Stampede Capital Limited</p> <p> Emmanuel Dasi Executive Director</p> <p></p>
	<ul style="list-style-type: none">Auditor of the Company	<p>For SARATH AND ASSOCIATES CHARTERED ACCOUNTANTS Firm Registration No: 005120S</p> <p> P.SARATH KUMAR Partner Membership No: 021755</p> <p></p>
	<ul style="list-style-type: none">Audit Committee Chairman	<p>For Stampede Capital Limited</p> <p> R.Vivek Kumar Chairman of Audit Committee</p> <p></p>

STAMPEDE CAPITAL Limited

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

Ph: +91 40 2354 0764/65, +91 40 2354 7775, Fax: +91 40 2354 0763. CIN: L67120TG1995PLC020170

www.stampedecap.com | info@stampedecap.com



STAMPEDE

Race to Time Zero

Global Flow Traders across exchanges.

 **NSE**

SGX
SINGAPORE EXCHANGE

DGCX
Dubai Gold
& Commodities Exchange



BSE

 **CME Group**
A CME/Chicago Board of Trade/NYMEX Company

20th ANNUAL REPORT
2014 - 15

Stampede Capital Limited

The Compounded Impact of Post-Lehman New Regulations



The new reality of Stampede to develop a new vision.

Basle 3

- Reduced risk appetite
- Shrinking inventories
- Exit/Downsize/Reengineer

Volcker Rule

- Expected impact on liquidity is as a result of prop trading Limitations
- Forcing banks to reduce proprietary trading

Dodd Frank on OTC derivatives trading / clearing / reporting

- New role for non-banks
- Exchanges are the new leaders
- Electrification is on the back of standardization
- Market fragmentation

Banks cost of trading will go up by 50-70 Bps

Treasury operations of OTC markets will float the exchanges.

Optimize cash collateral management

Serve the best clients and Retain the best products









Adjust the evolution of the relationships with the buy side

Test the new market models/venues Manage market fragmentation







What is meant for Stampede (DMM)

- As a DMM, Stampede will provide critical function of price discoveries from the exchanges.
- Huge opportunity of capturing the OTC flows into the exchanges.
- With Colocation and Reduction in transaction cost, trading cost will drop to 4 - 5 bps per trade.
- Huge innovation in trading the basic / yield curves with the combination of State-of-the-art technology.
- Huge opportunity of aggregating the Bank flows into exchanges.

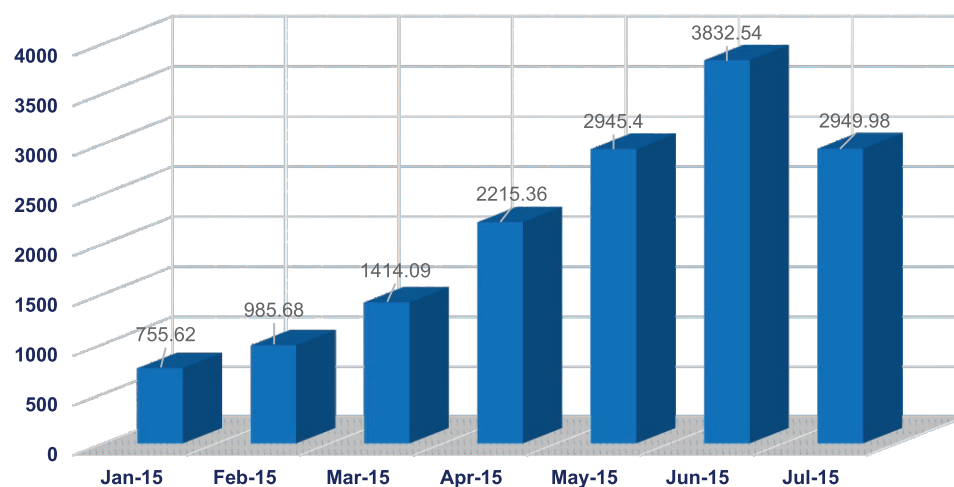
Stampede's Achievements

Exchange	Connectivity	Products
	DMM for SGX with trader license. Co-located in Singapore.	CNH, INR, THB, MSCI, IRONORE, NIFTY Options and more products in pipeline like Rubber, Coal, HKA Shares etc.,
	Liquidity provider in INR, CNH. Co-located in Chicago.	Brent Crude and Gold are in Pipeline.
	Liquidity provider in INR/USD, MSCI, BSE Sensex, FIX Connectivity.	G7 Currencies, Gold and Single Stock Futures are in pipeline.
	Connectivity in progress. Co-located with the exchange.	LP / DMM for Base Metals, HANGSENG Options, CNH, A Shares and Latency.
	Connectivity in progress.	LP DMM for Base Metals and Gold.
	Co-located in NSE, Latency.	ETFs, USD – INR, Nifty, NIFTY Options.
	Co-located through Net Magic, Latency.	USD – INR, Currency Options.
	Colocation is in progress at Frankfurt.	LP / DMM for INR, CNH, THB, LIRA and other emerging currencies.

Stampede's Achievements

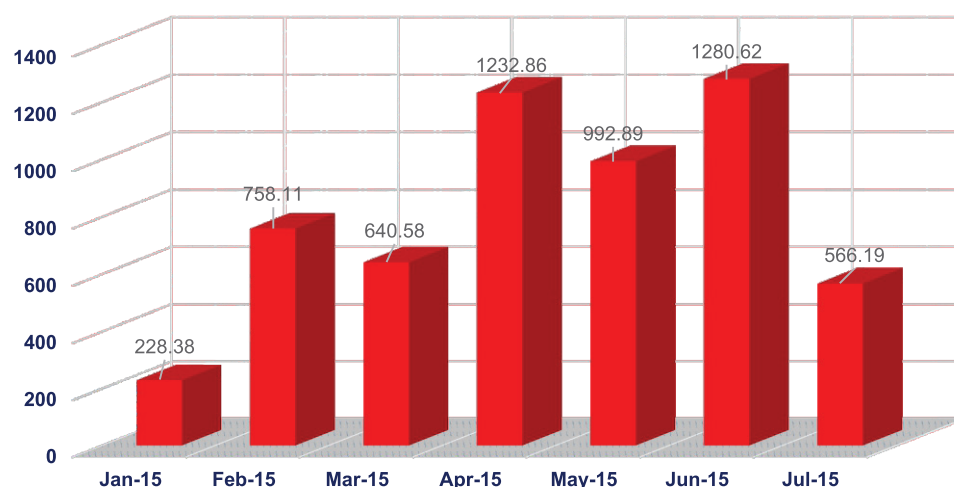
Exchange	Connectivity	Products
	Co-located with the Exchange. Connectivity in Progress.	LP IR Futures, ETF.
	Connectivity in progress.	LP / DMM liquidity provider for CNY, LIRA, Gold, Single Stock Futures, Dollar Index.
	FIX Connectivity. Connectivity is going live by end of 2015.	Commodity Products.
	FIX connectivity. Connectivity is going live by end of 2015.	Spot Gold.
	FIX Connectivity. Currently testing the environment.	Iron Ore, Coal.
	Co-location at LD4. Currently integrating StateStreet core API. Connectivity to LD4.	Straight-through Processing from 60 Banks. G7 Currencies and precious metals.

Exchanges Turnover



Turnover made in Global exchanges

Numbers in US \$ millions



Turnover made in Indian exchanges

Numbers in INR Crores

BOARD OF DIRECTORS

Mr. Venkat Srinivas Meenavalli
Mr. Emmanuel Dasi
Mr. Lakshminarayana D V S S
Mr. Vivek Kumar Ratakonda
Mr. Parthasarathi Prathipati
Mr. Avinash Karingam
Mrs. Minavalli Venkat Laxmi
Mrs. Meenavalli Usha Rani
Mr. Avilash Delhiwala

Mr. Y. Srikanth Reddy

Chairman and Non-Executive Director (Up to 5-8-2015)
Executive Director
Independent Director
Independent Director
Additional Director (w.e.f. 14-08-2014)
Additional Director (w.e.f. 25-03-2015)
Additional Director (w.e.f. 31-03-2015)
Chairperson (w.e.f. 05-08-2015)
Executive Director (w.e.f. 05-08-2015)

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

STATUTORY AUDITORS

M/s Sarath and Associates
Chartered Accountants
4th Floor, Maas Heights, 8-2-577/B,
Road No.8, Banjara Hills, Hyderabad – 500 018

SECRETARIAL AUDITORS

ALB & CO
Company Secretaries
Plot 240, 1st Floor, Kalyan Nagar,
Beside ICICI Bank,
Hyderabad - 500038

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

INTERNAL AUDITORS

M/S A S NAIDU & Co.,
Chartered Accountants
Off: SRT 453, Sanath Nagar
Hyderabad – 500 018

BANKERS

1. HDFC BANK LIMITED

6-1-73 Saeed Plaza, Lakdikapul
Hyderabad – 500004, Telangana

2. BANK OF BARODA

291/14/G/1, Bhaskar Empire
Hyderabad – 500084, Telangana

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the Members of Stampede Capital Limited (CIN: L67120TG1995PLC020170) will be held on Monday, the 28th day of September, 2015 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, 2015 and the Audited Profit and Loss Account for the year ended as on that date together with the Reports of the Auditors and the Board of Directors thereon.

2. Appointment of Director

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

3. Re-appointment of Auditor

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013 the reappointment of the statutory auditors of company M/s. Sarath & Associates, Chartered Accountants (Regn. No. 005120S) Hyderabad be and are hereby ratified by the members of the company for the financial year 2015-16 at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To appoint Mr. Parthasarathi Prathipati (DIN: 00004936) as an Independent Director and in this regard to consider and if thought fit, to pass 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. Parthasarathi Prathipati (DIN: 00004936), who was appointed as an Additional Director 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, not liable to retire by rotation and to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 25th Annual General Meeting of the Company in the calendar year 2020.”

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. To appoint Mr. Avinash Karingam (DIN: 02599266) as an Independent Director and in this regard to consider and if thought fit, to pass 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. Avinash Karingam (DIN: 02599266), who was appointed as an Additional Director and whose term of office 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, not liable to retire by rotation and to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 25th Annual General Meeting of the Company in the calendar year 2020."

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. **To appoint Mrs. Minavalli Venkat Laxmi (DIN:07169139) as Non-executive Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs. Minavalli Venkat Laxmi (DIN: 07169139) , who has given her consent to act as director and is not disqualified from being appointed as the director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms.M.V.Laxmi as a candidate for the office of director of the Company, be and is hereby appointed as a Non Executive Director of the Company whose term of office is liable to retire by rotation."

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. **To appoint Mr.Emmanuel Dasi (DIN:02598270) as Whole time Director of the company designated as Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby approves the appointment and terms of remuneration of Mr. Emmanuel Dasi as the Executive Director of the Company for the period from April 01, 2015 to March 31, 2018, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. Emmanuel Dasi.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

8. **To appoint Mr.Avilash Delhiwala (DIN:07261807) as Director of the company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT Mr.Avilash Delhiwala, who was appointed by the Board of Directors of the Company as an

Additional Director of the Company with effect from August 05, 2015 and who holds Office upto the forthcoming Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his Candidature for the Office of the Director of the Company be and is hereby appointed as Director of the Company".

9. **To appoint Mr.Avilash Delhiwala (DIN:07261807) as Whole time Director of the company designated as Joint Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby approves the appointment and terms of remuneration of Mr. Avilash Delhiwala as Joint Executive Director of the Company for the period from August 05, 2015 to August 04, 2018, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Avilash Delhiwala.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

10. **To appoint Mrs.M.Usha Rani (DIN:01689179) as Director of the company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT Mrs.M.Usha Rani, who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from August 05, 2015 and who holds Office up to the forthcoming Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her Candidature for the Office of the Director of the Company be and is hereby appointed as Director of the Company".

11. **To appoint Mrs.M.Usha Rani (DIN:01689179) as Chairperson and Whole time Director of the company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby approves the appointment and terms of remuneration of Mrs.M.Usha Rani as the Chairperson and Whole time Director of the Company for the period from August 05, 2015 to August 04, 2018, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mrs. M.Usha Rani.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and

is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

12. To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 ("the Act"), Schedule I made thereunder read with Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing set of Articles of Association of the company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in the place and in exclusion and in substitution of the existing Articles of Association of the company.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

13. To approve material related party transaction and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable laws/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) for entering into related party transactions by the company by way of investment / disinvestment / providing any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or provide inter corporate loan(s) or a combination thereof, up to an amount of Rs.100 Crores (Rupees One Hundred Crores only) to subsidiary companies viz., Stampede Cloud Services Private Limited, Stampede Technologies Pte. Ltd., Stampede Financials Pte. Ltd., and Associate Companies viz., Kling Holdings Limited, Green Fire Agri Commodities Limited and any other related parties".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investment / disinvestment / loan(s) / guarantee(s) / security(ies) including the timing, the amount and other terms and conditions of such investment / disinvestment / loan(s) / guarantee(s) / security(ies) and further including variation of such timing, amount, terms, conditions etc. as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution".

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

Regd Office:

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

Date: 03-09-2015

**Y.Srikanth Reddy
Company Secretary**

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto.

2. PROXIES

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES (WHETHER MEMBER OR NOT) TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
- b. 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 proxy for any other person or shareholder.
- c. Members' voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
- d. This notice ("**AGM Notice**") is being sent to all the members, whose names appear in the Register of Members as on August 28, 2015.
- 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 their questions so as to reach the Registered Office of the Company at least Seven (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 the permitted mode. 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. to 01:00 p.m. on all working days (except Saturdays, Sundays and public holidays) up to the date of AGM.
- l. The Company has notified closure of Register of Members and Share Transfer Books from 22-9-2015 to 28-9-2015 (both days inclusive).

- m. The business 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 28-9-2015.
- n. The voting through an electronic means will commence on September 25, 2015 at 09.00 a.m. and will end on September 27, 2015 at 05.00 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 M/s. A.S.Naidu & Co, Chartered Accountants (FRN:008549S) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- p. **The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on September 25, 2015 at 09.00 a.m. and will end on September 27, 2015 at 05.00 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 September 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.

- q. 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 you are not eligible for physical voting. However, once the vote on resolution is cast by the shareholder by e-voting, he shall not be allowed to change it subsequently at the physical meeting.
- r. 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 Resolutions at the meeting shall be announced by the Chairman on September 28, 2015. 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 September 28, 2015.

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

Regd Office:

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

Date: 03-09-2015

**Y.Srikanth Reddy
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4 & 5: Appointment of Shri Parthasarathi Prathipati (DIN:00004936) and Shri Avinash Karingam (DIN:02599266) as Independent Directors of the Company:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

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, therefore, proposed to appoint Shri Parthasarathi Prathipati (DIN:00004936) and Shri Avinash Karingam (DIN:02599266) 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 25th Annual General Meeting of the Company in the calendar year 2020.

The Company has received notices in writing from members' along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Shri Parthasarathi Prathipati and Shri Avinash Karingam for the office of Directors of the Company.

The Company has also received declaration from Shri Parthasarathi Prathipati and Shri Avinash Karingam 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 Parthasarathi Prathipati and Shri Avinash Karingam fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Parthasarathi Prathipati and Shri Avinash Karingam are independent of the management. Copy of the draft letters for respective appointments of Shri Parthasarathi Prathipati and Shri Avinash Karingam 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 Parthasarathi Prathipati and Shri Avinash Karingam and their relatives are interested in the respective resolutions as set out in Item Nos. 4 and 5, of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the resolutions as set out in Item Nos.4 and 5 of the Notice.

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

Item No.6 : Appointment of Mrs.M.V.Laxmi as Woman Director :

Mrs. M V Laxmi (DIN: 07169139) was appointed by the board at its meeting held on 31.03.2015 as an additional director (woman director). The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. M. V. Laxmi as Woman Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. Mrs. M. V. Laxmi possesses business experience of more than 20 years.

Save and except Mrs. M V Laxmi and Mrs.M.Usha Rani none of the other Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the resolution as set out in Item No.6 of the Notice.

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

Item No.7: Appointment of Mr. Emmanuel Dasi as Executive Director (ED):

Mr. Emmanuel Dasi holds Masters Degree in Maths, Statistics and Computer Applications from Osmania University, Hyderabad. He has over 20 years of experience in the Research and Statistical Department. His work areas mostly concentrated on HFT, EMM Algorithms and integrated reinforcement learning algorithms on HFT systems. Mr. Emmanuel Dasi was a key architect in implementing state space modeling. He was involved in Design and implementation of algorithms for relative value arbitrage based on CAPM and Arbitrage Pricing Theory (APT) for national and international-pairs. Presently in Stampede Capital Limited Mr Emmanuel Dasi supervises and coordinates trading strategies for the Statistical Arbitrage Models, VWAP and Equity and Derivative markets. The main terms and conditions of appointment of Mr. Emmanuel Dasi are given below:

A. Tenure of Appointment:

The appointment is for a period of 3 (Three) years with effect from April 01, 2015 to March 31, 2018.

B. Nature of Duties:

The ED shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board and exercise such powers as may be assigned to him, subject to the Superintendence, Control and Directions of the Board in connection with and in the best interests of the Business of the Company and the business of any one or more of its Associate Companies and/or Subsidiaries including performing duties as assigned by the Board from time to time by serving on the Boards of such Associate Companies/Subsidiaries or any other Executive Body or a Committee of such Companies.

C. Remuneration:

The ED shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013 ("the Act")

1. Remuneration: (a) Basic Salary upto a Maximum of Rs.3,00,000 per Month, with authority to the Board or a Committee thereof to fix his Basic Salary within the said Maximum amount; (b) Commission and/or Incentive Remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.
2. Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any Financial Year during the currency of the tenure of ED the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.

D. Other terms and conditions of the appointment of the ED are set out in the Appointment deed signed between the Company and Mr Emmanuel Dasi:

In compliance with the applicable provisions of the Companies Act, 2013, read with Schedule V of the Act, the terms and conditions of the appointment of Mr Emmanuel Dasi as specified above, are now placed before the members for their approval. Other than Mr Emmanuel Dasi, none of the Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the Resolution at Item No.7 of the Notice.

The Board commends the Special Resolution set out at Item No.7, of the Notice for approval by the shareholders.

Item No.8 & 9: Appointment of Mr.Avilash Delhiwala as Executive Director:

Mr. Avilash Delhiwala was appointed as an Additional Director of the Company with effect from August 05, 2015 by the

Board of Directors under Section 161 of the Act. In terms of Section 161 of the Act, Mr. Avilash Delhiwala holds office only up to the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160 of the Act has been received from a member signifying his intention to propose Mr. Avilash Delhiwala's appointment as a Director. The Board also appointed Mr. Avilash Delhiwala as the Executive Director of the Company for the period from August 05, 2015 to August 04, 2018, subject to approval of the Members.

Mr. Avilash, aged 40 Years holding Distinction in Master of Computer Applications having an experience of more than 15 years in areas of Datacenter Operations, Cloud Services. An engineer by trade played an active role in the evolution and evangelism of Stampede's cloud-computing strategy and cloud products, Managing of Stampede's global infrastructure and associated services such as Global Exchanges connectivity's, Data Center Engineering & Operations, Hardware Design & Configuration, Networking and Infrastructure Services (Storage, Backup and Data Protection). He got vast knowledge on the future of cloud computing, enterprise cloud adoption, data center efficiency, green data center best practices.

A. Tenure of Appointment:

The appointment is for a period of 3 (Three) years with effect from August 05, 2015 to August 04, 2018.

B. Nature of Duties:

The ED shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board and exercise such powers as may be assigned to him, subject to the Superintendence, Control and Directions of the Board in connection with and in the best interests of the Business of the Company and the business of any one or more of its Associate Companies and/or Subsidiaries including performing duties as assigned by the Board from time to time by serving on the Boards of such Associate Companies/Subsidiaries or any other Executive Body or a Committee of such a Company.

C. Remuneration:

The ED shall be entitled to Remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013 ("the Act")

1. Remuneration: (a) Basic Salary upto a Maximum of Rs.3,00,000 per Month, with authority to the Board or a Committee thereof to fix his Basic Salary within the said Maximum amount; (b) Commission and/or Incentive Remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.
2. Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any Financial Year during the currency of the tenure of ED the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.

D. Other terms and conditions of the appointment of the ED are set out in the Appointment deed signed between the Company and Mr Avilash Delhiwala:

In compliance with the applicable provisions of the Companies Act, 2013, read with Schedule V of the Act, the terms and conditions of the appointment of Mr Avilash Delhiwala as specified above, are now placed before the members for their approval.

Other than Mr Avilash Delhiwala, none of the Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the Resolution at Item No.8 & 9 of the accompanying Notice.

The Board commends the Special Resolutions set out at Item No.8 & 9, of the Notice for approval by the shareholders.

Item No:10 & 11. Appointment of Mrs. M. Usha Rani as Chairperson and Wholetime Director:

Mrs. M.Usha Rani, a science graduate from Andhra University and having more than 15 years of business experience was appointed as an Additional Director of the Company with effect from August 05, 2015 by the Board of Directors under Section 161 of the Act. In terms of Section 161 of the Act, Mrs. M.Usha Rani holds office only up to the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160 of the Act has been received from a Member signifying his intention to propose Mrs. M.Usha Rani's appointment as a Director. The Board also appointed Mrs. M.Usha Rani as the Chairperson of the Company for the period from August 05, 2015 to August 04, 2018, subject to approval of the Members.

A. Tenure of Appointment:

The appointment is for a period of 3 (Three) years with effect from August 05, 2015 to August 04, 2018.

B. Nature of Duties:

The Chairperson shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board and exercise such powers as may be assigned to her, subject to the Superintendence, Control and Directions of the Board in connection with and in the best interests of the Business of the Company and the business of any one or more of its Associate Companies and/or Subsidiaries including performing duties as assigned by the Board from time to time by serving on the Boards of such Associate Companies/Subsidiaries or any other Executive Body or a Committee of such a Company.

C. Remuneration:

The Chairperson shall be entitled to Remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013 ("the Act")

1. Remuneration: (a) Basic Salary up to a Maximum of Rs.3,00,000 per Month, with authority to the Board or a Committee thereof to fix her Basic Salary within the said Maximum amount; (b) Commission and/or Incentive Remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.
2. Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any Financial Year during the currency of the tenure of Chairperson the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act.

D. Other terms and conditions of the appointment of the Chairperson are set out in the Appointment deed signed between the Company and Mrs M.Usha Rani:

In compliance with the applicable provisions of the Companies Act, 2013, read with Schedule V of the Act, the terms and conditions of the appointment of Mrs M.Usha Rani as specified above, are now placed before the members for their approval.

Other than Mrs M.Usha Rani and Mrs. M V Laxmi, none of the Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the Resolution at Item No.10 & 11 of the accompanying Notice.

The Board commends the Special Resolutions set out at Item No.10 & 11, of the Notice for approval by the shareholders.

Item No.12: Adoption of new set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the company require alteration and/or deletion. Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AoA is available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12 of the Notice.

The Board commends the Special Resolution set out at Item No. 12 of the Notice for approval by the shareholders.

Item No. 13: Transactions with Related parties under Section 188 of the Companies Act, 2013:

The provisions of Section 188 of the Companies Act, 2013 that govern the related party transactions require a company to obtain prior approval of the Board of Directors and in case the paid up share capital of the Company is Rs.10 Crore or more, the prior approval of shareholders by way of special resolution.

Since the proposed transactions are between the holding and subsidiary company and Associate companies which fall under the ambit of related party as per Section 2(76) of the Companies Act, 2013 and therefore require your approval.

Your Company being a holding/associate company of the companies referred to in resolution at item no.13 and hence a related party and therefore may be deemed to be concerned in the said resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the said Subsidiary/Associate companies.

Regd Office:

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

Date: 03-09-2015

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

**Y.Srikanth Reddy
Company Secretary**

EXPLANATORY STATEMENT AS PER CLAUSE 49 OF LISTING AGREEMENT

Name of the Director	Mr. Parthasarathi Prathipati
DIN	00004936
Date of Birth	27-10-1948
Type of appointment	Director not liable to retire by rotation
Date of Appointment/ Re-appointment	14/08/2014
Areas of Specialization	Finance & Accounts
Qualifications	B.Com; CAIIB
No. of Shares Held in the Company	450
List of Directorships held in outside Public Limited Companies	01. Northgate Com Tech Limited 02. Green Fire Agri Commodities Limited 03. Social Media India Limited 04. Citi Port Financial Services Limited
Chairman/member of the Committee of the Board of Directors of this Company	a) Member of Audit Committee b) Member of Compensation/Remuneration Committee
Chairman/member of the Committee of the Board of Directors of other Companies	Chairman-4; Member-4
Relation with Key Managerial Personnel and Directors	NA
Justification for appointment	His wide expertise in finance and accounting will be utilized to the utmost

Name of the Director	Mr . Avinash Karingam
DIN	02599266
Date of Birth	14/05/1976
Type of appointment	Director not liable to retire by rotation
Date of Appointment/ Re-appointment	25/03/2015
Areas of Specialization	Expert in Business matters
Qualifications	M.Sc. Ph.D.
No. of Shares Held in the Company	39
List of Directorship held in outside Public Limited Companies	Nil
Chairman/member of the Committee of the Board of Directors of this Company	Member of Audit Committee
Chairman/member of the Committee of the Board of Directors of other Companies	NA
Relation with Key Managerial Personnel and Directors	NA
Justification for appointment	His expertise in company's Business model will be utilized for the business development of the Company

Name of the Director	Mrs. Minavalli Venkat Laxmi
DIN	07169139
Date of Birth	16/03/1940
Type of appointment	Director liable to retire by rotation
Date of Appointment/ Re-appointment	31/03/2015

Areas of Specialization	Expert in Business matters
Qualifications	Under Graduate
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	Nil
Chairman/member of the Committee of the Board of Directors of this Company	No
Chairman/member of the Committee of the Board of Directors of other Companies	No
Relation with Key Managerial Personnel and Directors	Mother in law of Mrs. M. Usha Rani, Chair Person
Justification for appointment	Her Business expertise to be used for the overall business development of the company

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

Name of the Director	Mr. Avilash Delhiwala
DIN	07261807
Date of Birth	23/07/1975
Type of appointment	Director liable to retire by rotation
Date of Appointment/ Re-appointment	05/08/2015
Areas of Specialization	IT
Qualifications	M.C.A.
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	Nil
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	No
Relation with Key Managerial Personnel and Directors	NA
Justification for appointment	Member of Core Team in Research & Development

Name of the Director	Mrs. M.Usha Rani
DIN	01689179
Date of Birth	20/06/1967
Type of appointment	Director liable to retire by rotation
Date of Appointment/ Re-appointment	05/08/2015
Areas of Specialization	Expert in Business matters
Qualifications	B.Sc.,
No. of Shares Held in the Company	11560000
List of Directorship held in outside Public Limited Companies	Nil
Chairman/member of the Committee of the Board of Directors of this Company	No
Chairman/member of the Committee of the Board of Directors of other Companies	No
Relation with Key Managerial Personnel and Directors	Promoter
Justification for appointment	Her Business expertise to be used for the overall business development of the company

Attention of the Members:

- 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:

- 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

**TO
THE MEMBERS OF
STAMPEDE CAPITAL LIMITED**

Your Directors have pleasure in presenting the Twentieth Annual Report together with the Audited Accounts for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS:

	(Rs.)	(Rs.)
Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Revenue		
Revenue from operations	741,728,597	239,682,551
Other income	5,052,161	7,847,587
Total Revenue	746,780,758	247,530,138
Expenses		
Cost of operations	385,403,089	98,908,364
Employee benefits expense	20,317,863	21,670,737
Finance Cost	44,605	7,354
Depreciation and amortisation expense	47,607,173	32,096,011
Other expenses	129,317,014	46,522,869
Total Expenses	582,689,744	199,205,335
Profit / (loss) before extraordinary items and tax	164,091,014	48,324,803
Loss on account of fire accident	-	58,513,552
Profit / (loss) before tax	164,091,014	(10,188,749)
Tax expense:		
- Current tax	6,146,688	1,021,339
- MAT Credit	(5,829,720)	(1,021,339)
- Deferred tax charge/(credit)	18,502,517	(8,696,624)
Profit / (Loss) for the year before Minority Interest	145,271,529	(1,492,125)
Less: Minority Interest	2	(2)
Net Profit / (Loss) for the year	145,271,527	(1,492,123)
Earnings per equity share – Basic / Diluted	6.82	(0.07)

REVIEW OF OPERATIONS:

For the financial year ended March 31, 2015, your Company had reported consolidated total income of Rs. 7417.29 Lakhs as against Rs. 2396.83 Lakhs during the previous financial year. The company recorded a net profit of Rs. 1452.72 lakhs as against net loss of Rs. 14.92 lakhs during the previous financial year.

SHARE CAPITAL:

The paid up Equity Share Capital as on March 31, 2015 was Rs.2,281.36 Lakhs as against previous year Paid up Equity share Capital of Rs.2100.40. The company on March 25, 2015 through Preferential allotment has issued and allotted 15,41,000 Equity shares of Rs.10/- each at a premium of Rs.197/- per share. Further, the company also allotted 268,625 Equity Shares of Rs.10/- at a premium of Rs. 38/- per share, on April 21, 2014 to the employees under Employee Stock Option Plan 2011.

DIVIDEND:

During the year under review the company has not declared any dividend.

BORROWINGS:

The company has not borrowed any amounts during the year and it has no outstanding loans for the year ended March 31, 2015.

DIRECTORS:

In accordance with Section 149, 150, 152 & other applicable provisions if any of the Companies Act, 2013 Mr. Emmanuel Dasi, Director of the company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. He was also proposed to be appointed as Executive Director of the company for a period of 3 (three) years from April 01, 2015 to March 31, 2018.

Mr.A.Veerabhadra Rao, Independent Director resigned during the FY 2014-15. Mr. P.Parthasarathi, Mr. Avinash Karingam, Mrs. Minavalli Venkat Laxmi, were appointed as Additional Directors of the Company during the FY 2014-15. The appointment of Mr. Parthasarathi Prathipati and Mr. Avinash Karingam as Independent Directors for a period of block of 5 years not liable to retire by rotation is being sought from the members of the company at the ensuing Annual General Meeting.

Mrs. M V Laxmi was appointed as Additional Director and Non-Executive Woman Director to hold the office until the date of ensuing Annual General Meeting and being eligible offers herself for appointment. The appointment of Mrs. M V Laxmi as director liable to retire by rotation is being sought from the members of the company at the ensuing Annual General Meeting.

The approval for appointment of Mr.Avilash Delhiwala as Joint Executive Director and Mrs.Usha Rani Meenavalli as Chairperson and Wholetime Director liable to retire by rotation from August 05, 2015 to August 04, 2018 is being sought from the members of the company at the ensuing Annual General Meeting.

Mr.Venkat S. Meenavalli stepped down as Director of the Company in August, 2015. However, he will act as the Chief Mentor and lead all Global Operations of Exchanges as well as CIO for the Stampede Global Asset Management.

AUDITORS:**Statutory Auditors:**

The Statutory Auditors, M/s Sarath and Associates, Chartered Accountants, have been appointed as statutory auditors of the company at the last Annual General Meeting held on August 11, 2014 for a period of Four years subject to ratification

by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing Annual General Meeting.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s ALB & CO., Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure 1'.

Internal Auditors

M/s A.S.Naidu & Co. Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time. The internal auditors monitor and evaluate the efficacy and adequacy of Internal Control System in the company, its compliance with operating systems, accounting procedures and policies of the company. The company has an internal control system commensurate with the size, scale and complexity of its operations.

PUBLIC DEPOSITS:

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

VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.stampedecap.com

PREVENTION OF INSIDER TRADING:

The company has adopted a code of conduct for prevention of Insider Trading with a view to regulate trading in securities by the directors, KMPs and designated employees of the company. The code requires pre-clearance for dealing in the companies securities and prohibits the dealing in securities of the company while in possession of unpublished price sensitive information in relation to the company. The Board and the designated employees have confirmed compliance with the code.

RELATED PARTY TRANSACTIONS:

There were no contracts or arrangements entered into by the company in accordance with provisions of Section 188 of the Companies Act, 2013. However, there were material related party transactions in terms of clause 49 of the listing agreement. All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

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

Subsidiary Companies as per the provisions of Section 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the subsidiary Company is prepared in Form AOC-1 and same is enclosed to this Report as Annexure-A.

Your Company has one wholly owned Indian subsidiary namely Stampede Cloud Services Private Limited and one Wholly owned foreign subsidiary namely Stampede Financials Pte. Ltd in Singapore. Further the Company has step down wholly owned subsidiary of Stampede Cloud Services Private Limited namely Stampede Technologies Pte. Ltd. In Singapore.

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 'B' 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 2015-16 has already been paid to the BSE.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORTS:

The Corporate Governance and Management Discussion and Analysis report, which form an integral part of this report are set out as separate annexures. 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.

CORPORATE SOCIAL RESPONSIBILITY:

During the year 2014-15 the company earned a Net Profit of Rs.14.52 Crores. As per the provisions of Section 135 of the Companies Act, 2013 the company constituted CSR Committee with the following Directors as members:

Mrs.M.Usha Rani	– Chaiperson
Mr. D.Emmanuel	- Director
Mr. R.Vivek Kumar	- Director

DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- the directors had prepared the annual accounts on a going concern basis; and
- 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;
- 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 EARNINGS 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 as under:

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 projects.

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, 2015	As at March 31, 2014
Foreign Exchange Earnings	118,506,008	17,51,56,241
Foreign Exchange outgo	Nil	Nil

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as “Annexure 2”.

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
for Stampede Capital Limited**

Place : Hyderabad
Date : 03-09-2015

M Usha Rani
Chairperson

ANNEXURE-A

AOC-1

(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

Particulars			
Name of the Subsidiary	Stampede Cloud Services Private Limited	Stampede Financials Pte Ltd	Stampede Technologies Pte Ltd *
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-04-2014 to 31-03-2015	01-04-2014 to 31-03-2015	01-04-2014 to 31-03-2015
Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	USD	USD
Share capital	50100000	2735000	1307910
Reserves & Surplus	27075982	677743	1461303
Total Assets	240305134	3837571	3018177
Total Liabilities	240305134	3837571	3018177
Investments	81208452	0	0
Turnover	118506008	1177169	8455933
Profit before taxation	18547348	677743	1461303
Provision for taxation	11989323	0	0
Profit after taxation	6558025	677743	1461303
Proposed Dividend	0	0	0
% of share holding	100%	100%	100%

*** Wholly owned subsidiary of Stampede Cloud Services Private Limited**

Notes: the following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations - Nil
- Name of subsidiaries which have been liquidated or sold during the year - Nil

Part-B :Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associates Companies and Joint Ventures

Name of associates/joint ventures	Kling Holdings Limited	Green Fire Agri Commodities Limited	Northgate Com Tech Limited	Social Media India Limited
1. Latest audited Balance sheet date	31-03-2015	31-03-2015	31-03-2015	31-03-2015
2. Shares of Associate/Joint Ventures held by the company on the year end	NIL	NIL	NIL	NIL
No.				
Amount of Investment in Associates/Joint Ventures extend of Holding%	NIL	NIL	NIL	NIL
3. Description of how there is significant influence	Common Promoters	Common Promoters	Common Promoters	Common Promoters
4. Reason why the associate/joint venture is not consolidated	No Shareholding	No Shareholding	No Shareholding	No Shareholding
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NIL	NIL	NIL	NIL
6 Profit/Loss for the year				
i. Considered in Consolidation	NIL	NIL	NIL	NIL
ii. Not considered in consolidation	NIL	NIL	NIL	NIL

Note: This Form is to be certified in the same manner in which the Balance sheet is to be certified.

ANNEXURE – B

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	10,28,775 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, 2015	3,91,550
d.	Options exercised	2,68,625
e.	Total number of equity shares arising as a result of exercise of options	2,68,625
F	Options lapsed during the year	2,49,500
g.	Variation in terms of options	Nil
h.	Money realized on exercise of options	Rs 1,28,94,000
i.	Total number of options in force	5,10,650
j.	Employee wise options granted to: <ul style="list-style-type: none"> • Senior Management • any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year. • 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 Nil 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. 0.24
n.	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-1

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Stampede Capital Limited
H.No. 8-2-686/8/B/1,
GAMUT SQUARE, Third Floor,
Road No. 12, Banjara Hills
Hyderabad - 500034

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Stampede Capital Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Stampede Capital Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Stampede Capital Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013 and
- b) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited;

During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, and to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations ;

Observations:

- (a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that the provisions Section 203 (1) of the Companies Act, 2013 and Rule-8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for appointment of Chief Executive Officer and Chief Financial Officer has not been complied with.
- (b) We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period the company has

- i. Issued 1541000 Equity Shares of Rs. 10 each at a premium of Rs.197 per share to Non-Promoters on Preferential basis and allotted 268,625 Equity Shares of Rs.10 each at a premium of Rs. 38 per share to the employees of the company under Employees Stock Option Plan, 2011 during the year.

- ii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For ALB & CO
Company Secretaries

CS. L. BABU ARE
CP No.12976
ACS No. 19447

Date: 03-09-2015
Place: Hyderabad

This report is to be read with our letter of even date which is annexed as 'Annexure 1A' and forms an integral part of this report.

ANNEXURE-1A

To,
The Members,
Stampede Capital Limited
H.No. 8-2-686/8/B/1,
GAMUT SQUARE, Third Floor,
Road No. 12, Banjara Hills
Hyderabad - 500034

Our report of even date is to be read along with this letter.

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

For ALB & CO
Company Secretaries

CS. L. BABU ARE
CP No.12976
ACS No. 19447

Date: 03-09-2015
Place: Hyderabad

ANNEXURE-2
**EXTRACT OF ANNUAL RETURN
FORM MGT 9**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and
Rule 12(1) of the Company (Management & Administration) Rules, 2014)
Financial Year ended on 31.03.2015

I. REGISTRATION & OTHER DETAILS :

i	CIN	L67120TG1995PLC020170
ii	Registration Date	28-04-1995
lii	Name of the Company	STAMPEDE CAPITAL LIMITED
iv	Category/Sub-category of the Company	STOCK BROKING
v	Address of the Registered office & contact details	H.No. 8-2-686/8/B/1, GAMUT SQUARE, Third Floor, Road No. 12, Banjara Hills Hyderabad – 500034 T:040-23540764/65 F:040-23540763
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Venture Capital And Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad, 500018, Telangana Ph: 040-23818475/23818476/23868023 Email: info@vccipl.com

II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S.No.	Name & Description of main Products/Services	NIC Code of the Product/ Service	% to total turnover of the company
1	Stock Broking	6612	100%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES :

S.No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Stampede Cloud Services Private Limited	U72200TG2011PTC078172	Subsidiary	100	2(87)(ii)
2	Stampede Financials Pte Ltd		Subsidiary	100	2(87)(ii)
3	Stampede Technologies Pte Ltd		Subsidiary	100	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A.Promoters									
1) Indian									
a) Individual/HUF	12648519	-	12648519	60.22	11648519	-	11648519	51.06	-9.16
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) any others	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	12648519	-	12648519	60.22	11648519	-	11648519	51.06	-9.16
2) Foreign									
a) NRIs- Individulas	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) any others	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1) +(A) (2)	12648519	-	12648519	60.22	11648519	-	11648519	51.06	-9.16
B.Public Shareholding									
1) Institutions									
a) Mutual Funds	-	9700	9700	0.05	-	9700	9700	0.04	-0.01
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	137000	-	137000	0.65	38000	631000	669000	2.93	+2.28
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	137000	9700	146700	0.70	38000	640700	678700	2.97	+2.27

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
2) Non-Institutions									
a) Bodies Corp.									
i) Indian	2816374	2300	2818674	13.42	2461894	302300	2764194	12.11	-1.31
ii) Overseas-FPI-Corporate	0	0	0	0.00	1514400	610000	2124400	9.31	+9.31
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakhs	854287	68706	922993	4.39	1103525	66506	1170031	5.14	+0.75
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3794205	0	3794205	18.06	3931712	0	3931712	17.23	-0.83
c) Others (Specify)									
NRIs	101179	0	101179	0.48	123144	0	123144	0.54	+0.06
Trusts Custodians/Clearing members	571725	0	571725	2.72	372920	0	372920	1.63	-1.09
Sub-total(B)(2)	8137770	71006	8208776	39.08	9507595	978806	10486401	45.97	+6.89
Total Public Shareholding (B)=(B)(1)+(B)(2)	8274770	80706	8355476	39.78	9545595	1619506	11165101	48.94	9.16
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	20923289	80706	21003995	100.00	21194114	1619506	22813620	100.00	0.00

(ii) Shareholding of Promoters

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1	Venkat Srinivas Meenavalli	12260321	58.37	0.00	60321	0.26	0.00	-58.11
2	M.Usha Rani	388198	1.85	0.00	11588198	50.80	0.00	+48.95

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	%of total shares of the company
At the beginning of the year		3186568	3.32	-	-
1	on 03-4-2014 Gift to M.Usha Rani by Venkat Srinivas Meenavalli	6000000	28.57	12648519	60.22
2	Sale on 11-4-2014	680000	3.24	11968519	56.98
3	Sale on 21-4-2014	320000	1.52	11648519	54.76*
4	on 03-9-2014 Gift to M.Usha Rani by Venkat Srinivas Meenavalli	5200000	5200000	11648519	51.06 **
At the end of the year		-	-	11648519	51.06
	Data wise increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g allotment/transfer/bonus/seat/ equity etc.)				

* The company issued 268,625 Equity Shares under ESOP 2011 on 21-4-2014

** The company issued 15,41,000 Equity Shares to 3 Non-Promoter Investors on 25-3-2015

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters)

S.No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of the total shares of the company
I	P.Venkayamma - NSDL	500000	2.38		
	At the end of the year			500000	2.19

II	ARCADIA SHARE & STOCK BROKERS PVT LTD-CDSL	443691	2.10		
	Sale on 4-4-2014	-1997	-0.00	441694	2.10
	Sale on 11-4-2014	-851	-0.00	440843	2.10
	Buy on 18-4-2014	110600	0.53	551443	2.62
	Sale on 25-4-2014	-2720	-0.01	548723	2.58
	Buy on 2-5-2014	149000	0.70	697723	3.28
	Sale on 9-5-2014	-1000	-0.00	696723	3.27
	Sale on 16-5-2014	-58193	-0.27	638530	3.00
	Sale on 23-5-2014	-7500	-0.03	631030	2.97
	Sale on 6-6-2014	-80000	-0.37	551030	2.59
	Sale on 1-8-2014	-130010	-0.61	421020	1.98
	Buy on 15-8-2014	52750	0.25	473770	2.22
	Buy on 12-9-2014	49010	0.23	522780	2.45
	Buy on 19-9-2014	10000	0.04	532780	2.50
	Sale on 30-9-2014	-3500	-0.01	529280	2.49
	Sale on 10-10-2014	-4500	-0.02	524780	2.46
	Sale on 17-10-2014	-12000	-0.05	512780	2.41
	Sale on 24-10-2014	-5000	-0.02	507780	2.38
	Sale on 14-11-2014	-3000	-0.01	504780	2.37
	Sale on 12-12-2014	-39750	-0.18	465030	2.18
	Sale on 19-12-2014	-14211	-0.07	450819	2.12
	Sale on 31-12-2014	-46539	-0.21	404280	1.90
	Sale on 30-01-2015	-40000	-0.18	364280	1.71
	Sale on 27-02-2015	-8000	-0.03	356280	1.67
	Sale on 06-3-2015	-15057	-0.07	341223	1.60
	Sale on 13-3-2015	-40820	-0.19	300403	1.41
	Sale on 27-3-2015	-1000	-0.00	299403	1.31
	Sale on 31-3-2015	-33	-0.00	299370	1.31
	At the end of the year			299370	1.31

III	M R SHARE BROKING PVT LTD - CDSL	345400	1.64		
	Buy on 4-4-2014	175000	0.83	520400	2.48
	Sale on 11-4-2014	-520000	-2.48	400	0.00
	Sale on 9-5-2014	-250	-0.00	150	0.00
	Buy on 19-9-2014	179850	0.84	180000	0.84
	Sale on 30-1-2015	-70000	-0.33	110000	0.51
	Sale on 6-2-2015	-75000	-0.35	35000	0.16
	Buy on 13-3-2015	10000	0.04	45000	0.21
	At the end of the year			45000	0.20

IV	VSS METALS PRIVATE LIMITED – NSDL	250000	1.19		
1	Sale on 15-8-2014	-27316	-0.13	222684	1.04
2	Sale on 22-8-2014	-22316	-0.10	199368	0.93
3	Sale on 29-8-2014	-6264	-0.03	193104	0.90
4	Sale on 05-9-2014	-23781	-0.11	169323	0.79
5	Sale on 12-9-2014	-69323	-0.32	100000	0.47
6	Sale on 30-9-2014	-15000	-0.07	85000	0.40
7	Sale on 28-11-2014	-20000	-0.09	65000	0.30
8	Sale on 05-12-2014	-35984	-0.17	29016	0.13
	At the end of the year			29016	0.12

V	SIHL FINCAP LTD – NSDL	237832	1.13		
1	Sale on 06-6-2014	-330	-0.00	237502	1.11
2	Buy on 13-6-2014	330	0.00	237832	1.12
	At the end of the year			237832	1.04

VI	SENATOR COMMODITIES PRIVATE LIMITED - CDSL	214875	1.02		
1	Sale on 30-6-2014	-94875	-0.45	120000	0.56
	At the end of the year			120000	0.52

VII	KOTHARI PRODUCTSLIMITED – NSDL	200000	0.95		
1	Sale on 06-6-2014	-25000	-0.11	175000	0.82
2	Sale on 13-6-2014	-40000	-0.18	135000	0.63
3	Sale on 07-8-2014	-2000	-0.01	133000	0.62
4	Sale on 10-10-2014	-10000	-0.04	123000	0.57
5	Sale on 07-10-2014	-1000	-0.00	122000	0.57
6	Sale on 12-12-2014	-17000	-0.08	105000	0.49
7	Sale on 06-02-2015	-5000	-0.02	100000	0.47
8	Sale on 27-02-2015	-5000	-0.02	95000	0.44
	At the end of the year			95000	0.41

VIII	ANOOP JAIN - NSDL	180000	0.86		
1	Buy on 18-4-2014	20000	0.09	200000	0.95
	At the end of the year			200000	0.87

IX	AMITABH HARIIVANSH RAI BACHCHAN – CDSL	176500	0.84		
1	Buy on 09-5-2014	35000	0.16	211500	0.99
2	Buy on 16-5-2014	205000	0.96	416500	1.95
3	Buy on 30-5-2014	170000	0.80	586500	2.75
4	Buy on 13-6-2014	135000	0.63	721500	3.39
5	Buy on 11-7-2014	115500	0.54	837000	3.93
6	Sale on 21-11-2014	-10000	-0.04	827000	3.88
7	Sale on 31-12-2014	20500	-0.10	847500	3.98
8	Sale on 20-02-2015	5000	-0.02	852500	4.00
9	Sale on 06-3-2015	-75000	-0.35	777500	3.65
10	Buy on 27-3-2015	589	0.00	778089	3.41
	At the end of the year			778089	3.41

X	MD NILOFER - NSDL	162170	0.77		
1	Sale on 16-5-2014	40000	-0.18	122170	0.57
2	Sale on 23-5-2014	2170	-0.01	120000	0.56
3	Sale on 31-3-2015	20000	-0.08	100000	0.43
	At the end of the year			100000	0.43

(v) Shareholding of Directors and Key Managerial Personnel:

S.No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Venkat Srinivas Meenavalli – Chairman				
	At the beginning of the year	12260321	58.37	-	-
	Increase/decrease in Directors shareholding during the year	-12200000	58.08	-	-
	At the end of the year	60321	0.26	60321	0.26
2	Emmanuel Dasi – Executive Director				
	At the beginning of the year	50000	0.23	-	-
	Increase/decrease in Directors shareholding during the year	-	-	-	-
	At the end of the year	50000	0.23	50000	0.22

3	D.V.S.S.Lakshminarayana – Independent Director				
	At the beginning of the year	148320	0.70	-	-
	Increase/decrease in Directors shareholding during the year	0	0.00	-	-
	At the end of the year	148320	0.65	148320	0.65
4	A.Veerabhadra Rao – Independent Director (up to 14-8-2014)				
	At the beginning of the year	0	0.00	-	-
	Increase/decrease in Directors shareholding during the year	0	0.00	-	-
	At the end of the year	0	0.00	0	0.00
5	Gouse Shaik-Director (up to 13-2-2015)				
	At the beginning of the year	0	0.00	-	-
	Increase/decrease in Directors shareholding during the year	0	0.00	-	-
	At the end of the year	0	0.00	0	0.00
6	R.Vivek Kumar – Independent Director				
	At the beginning of the year	0	0.00	-	-
	Increase/decrease in Directors shareholding during the year	0	0.00	-	-
	At the end of the year	0	0.00	0	0.00
7	Prattipati Parthasarathi – Independent Director (w.e.f. 14-08-2014)				
	At the beginning of the year	8550	0.04	-	-
	Increase/decrease in Directors shareholding during the year	8100	0.03	-	-
	At the end of the year	450	0.00	450	0.00
8	Avinash Karingam – Independent Director (w.e.f. 25-3-2014)				
	At the beginning of the year	0	0.00	-	0.00
	Increase/decrease in Directors shareholding during the year	39	0.00	-	0.00
	At the end of the year	39	0.00	39	0.00
9	M.V.Laxmi – Woman Director (w.e.f. 31-3-2014)				
	At the beginning of the year	0	0.00	-	-
	Increase/decrease in Directors shareholding during the year	0	0.00	-	-
	At the end of the year	0	0.00	0	0.00

10	G.Kranthi Kiran – Company Secretary (up to 14-10-2014)				
	At the beginning of the year	0	0.00	-	-
	Increase/decrease in Directors shareholding during the year	0	0.00	-	-
	At the end of the year	0	0.00	0	0.00
11	Y.Srikanth Reddy – Company Secretary (w.e.f. 13-11-2014)				
	At the beginning of the year	0	0.00	-	-
	Increase/decrease in Directors shareholding during the year	0	0.00	-	-
	At the end of the year	0	0.00	0	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

Particulars	Secured loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i)Principal Amount	-	-	-	-
ii)Interest due but not paid	-	-	-	-
iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	32460000	-	-
*Addition*Reduction	-	3274944	-	-
Net Change	-	29185056	-	-
Indebtedness at the end of the financial year	-	29185056	-	29185056
i)Principal Amount	-	0	-	0
ii) Interest due but not paid	-	0	-	0
iii) interest accrued but not due	-	0	-	0
Total (i+ii+iii)	-	29185056	-	29185056

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(Rs. In Lakhs)

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rs)
		Venkat Srinivas Meenavalli	D. Emmanuel	
1	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s 17(2) Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission -as % of profit -others, specify....	- -	- -	- -
5	Others, Please specify	-	-	-
	Total (A)	Nil	Nil	Nil
	Ceiling as per the Act	42 Lakhs	42 Lakhs	42 Lakhs

B. Remuneration to other Directors:

(Rs. In Lakhs)

S.No.	Particulars of Remuneration	Name of the Director							Total Amount (Rs)
		DVSS Lakshmi Narayana	A.Veera Bhadra Rao	R.Vivek Kumar	Gouse Shaik	P.Partha Sarthi	Avinash Karingam	M.V. Laxmi	
1	Independent Directors: • Fee for attending board committee meetings • Commission • Others, Pls specify	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
	TOTAL (1)	-	-	-	-	-	-	-	-

2	Other Non- Executive Directors								
	• Fee of attending board committee meetings	-	-	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-	-	-
	• Others, Pls specify								
	TOTAL (2)	-	-	-	-	-	-	-	-
	TOTAL = (1+2)	-	-	-	-	-	-	-	-

C) Remuneration To Key Managerial Personnel Other Than MD/Manager/WTB

(Rs. In Lakhs)

S.No.	Particulars of Remuneration	Name of the Key Managerial Personnel		Total Amount (Rs)
		G. Kranthi Kiran	Y. Srikanth Reddy	
1	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2.43	2.68	5.12
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NA	NA	NA
	c) Profits in lieu of salary under section 17 (3) Income Tax Act, 1961	NA	NA	NA
2	Sweat Equity	NA	NA	NA
3	Stock Options	NA	NA	NA
4	Commission			
	• As % of profit	NA	NA	NA
	• Others , specify	NA	NA	NA
5	Others, Please specify	NA	NA	NA
	TOTAL	2.43	2.68	5.12

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

TYPE	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment Compounding Fees imposed	Authority RD/ NCLT/Court	Appeals made if any (give details)
A.Company					
Penalty Punishment Compounding					
B.Directors					
Penalty Punishment Compounding					
C.Other Officers in Default					
Penalty Punishment Compounding					

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 Independent and Non-Executive Directors.

a) Composition and Category of Board of Directors

Category	No. of Directors	% of Total Board
Promoter and Non-Executive Director	01	14%
Whole Time Executive Directors	01	14%
Non-Executive and Independent Director	04	57%
Non-Executive and Non-Independent Director	01	15%
Total	07	100%

b) Attendance of each Director at the Board Meetings held during year 2014-15 and at the Last Annual General Meeting;

Sl. No.	Name and Designation of the Director	Board Meetings held during the year	Board Meetings Attended during the year	Attendance at Last AGM (Yes/No)
1.	Mr Venkat Srinivas Meenavalli	9	9	Yes
2.	Mr A Veerabhadra Rao (Upto 14.08.2014)	9	3	Yes
3.	Mr Emmanuel Dasi	9	9	Yes
4.	Mr Shaik Gouse (Upto 13.02.2015)	9	6	Yes
5.	Mr Vivek Kumar Ratakonda	9	9	Yes
6.	Mr D V S S Lakshminarayana	9	9	Yes
7.	Mr. Parthasarathi Prathipati (from 14.08.2014)	9	6	No
8.	Mr. Avinash Karingam (from 25.03.2015)	9	2	No
9.	Mrs. Minavalli Venkat Laxmi (from 31.03.2015)	9	1	No

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	4	1	Nil	Nil
Mr A Veerabhadra Rao	Nil	1	Nil	3
Mr Emmanuel Dasi	Nil	2	Nil	Nil
Mr Shaik Gouse	Nil	2	Nil	Nil
Mr Vivek Kumar Ratakonda	Nil	2	Nil	3
Mr D V S S Lakshminarayana	Nil	7	Nil	3
Mr. Parthasarathi Prathipati	3	7	4	3
Mr. Avinash Karingam	Nil	Nil	Nil	Nil
Mrs. Minavalli Venkat Laxmi	Nil	Nil	Nil	Nil

@Directorships in Foreign Companies, if any, are excluded

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

The Board of Directors met 9 (Nine) times during the year 2014-15 on 24.04.2014, 30.05.2014, 12.07.2014, 14.08.2014, 14.11.2014, 10.02.2014, 13.02.2015, 25.03.2015 and 31.03.2015

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 (Upto 14.08.2014)
3. Mr D V S S Lakshminarayana	Member
4. Mr. Parthasarathi Prathipati	Member (from 14.08.2014)
5. Mr. Avinash Karingam	Member (from 25.03.2015)

iii. Audit Committee Meetings during the year

During the Financial Year 2014-15, the Audit Committee met 4 (Four) times on the following dates:
 30th May 2014, 14th August 2014, 14th November 2014 and 13th February 2015.

4. REMUNERATION AND COMPENSATION 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 (Upto 14.08.2014)
4. Mr. Parthasarathi Prathipati	Member (from 14.08.2014)

(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 composition of Stakeholders Relationship Committee as per the provisions of Section 178 read Rules if any made there under and the Listing Agreement is as follows:

1. Mr D V S S Lakshminarayana	Chairman
2. Mr Shaik Gouse	Member (up to 13.02.2015)
3. Mr Emmanuel Dasi	Member
4. Mr A Veerabhadra Rao	Member (up to 14.08.2014)
5. Mr. Parthasarathi Prathipati	Member (from 14.08.2014)

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.

The details of investor's complaints received and resolved during the financial year 2014-15 is as under.

No. of Investor's Complaints received during the financial year 2014-15	No. of Investor's Complaints resolved during the financial year 2014-15	Investor Complaints pending at the end of financial year 2014-15
1	1	Nil

6. GENERAL BODY MEETING

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

<i>Financial year ended</i>	<i>Date</i>	<i>Venue</i>	<i>Time</i>
March 31, 2014	11.08.2014	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	10.30 A.M
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

The Company passed Special resolutions in the last year through postal ballot on 17th March, 2015 for Preferential Issue of equity shares, for making investment in subsidiaries and to increase the investment limits of Registered FIIs from 24% to 49% of the Paid up of capital of the Company.

7. DISCLOSURES

- The summary of the materially significant relating party transactions is given in the Notes to the Accounts appearing in this Annual Report. However, none of the related party transactions have potential conflict with the interests of the Company at large, as all the transactions were entered into on an arms-length basis.
- The Company has complied with all the requirements of the Listing Agreement of the Stock exchanges as well as regulations and guidelines of SEBI. No penalties have been levied or strictures have been passed by SEBI, Stock Exchanges or any other Statutory Authority on matters relating to capital markets, in the last three years. There were no non-compliances by the company, penalties, strictures imposed on the company by Stock Exchanges or SEBI or any statutory authority, on any matter related to Capital Market during the last three financial years.
- The Company has complied with the requirements relating to Corporate Governance as mandated by Listing Agreements with the Stock Exchanges and also with the non-mandatory 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), "Business Standard" (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 : September 28, 2015
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 : September 22, 2015 to September 28, 2015 (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 2014-15 and performance in comparison

Month & Year	BSE (in Rs.)		Sensex	
	High	Low	High	Low
April 2014	84.95	65.95	22,939.31	22,197.51
May 2014	130.00	78.75	25,375.63	22,277.04
June 2014	132.90	111.10	25,725.12	24,270.20
July 2014	133.00	115.10	26,300.17	24,892.00
August 2014	140.05	105.75	26,674.38	25,232.82
September 2014	136.65	106.50	27,354.99	26,220.49
October 2014	154.00	114.05	27,894.32	25,910.77
November 2014	148.60	124.00	28,822.37	27,739.56
December 2014	197.00	131.25	28,809.64	26,469.42
January 2015	207.00	165.10	29,844.16	26,776.12
February 2015	235.00	190.10	29,560.32	28,044.49
March 2015	224.00	160.00	30,024.74	27,248.45

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

vii. 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.

viii. **Distribution of shareholding (as on 31-March-2015):**

Category	Number of Members	(%) of Total Members	Number of Equity Shares	(%) of Total Shareholding
0-500	1555	73.91	220262	0.97
501-1000	160	7.60	130009	0.57
1001-2000	100	4.75	158039	0.69
2001-3000	54	2.57	136368	0.59
3001-4000	39	1.85	137561	0.60
4001-5000	35	1.67	165416	0.73
5001-10000	56	2.66	446767	1.96
10001-above	105	4.99	21419198	93.89
Total	2104	100.00	22813620	100

ix. **Dematerialization of shares and Liquidity:**

As on 31st March 2015, 92.90% 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

x. **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
 Fax : 91-40-2354 0763
 e-mail : cs@stampedecap.com

CEO/CFO Certificate

I, **Emmanuel Dasi** , **Executive 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 : 03-09-2015

Emmanuel Dasi
Executive Director

DECLARATION ON CODE OF CONDUCT UNDER CLAUSE 49(1)(D) BY EXECUTIVE 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**

Place: Hyderabad

Date: 03-09-2015

Emmanuel Dasi

Executive Director

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, 2015, 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.

For ALB & CO
Company Secretaries

CS. L. BABU ARE
CP No.12976
ACS No. 19447

Date : 03-09-2015

Place : Hyderabad

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We are a global Fintech house and trade digital flows across the global exchanges in nano seconds.

Stampede Vision – 2020 : To be the most valued Global Fintech House with all our Shareholders, Investors, Trading Advisors and service providers.

Goals to Achieve:

- global leader in EMM
- Best liquidity flow trader across exchanges
- Build a high-tech reliable process driven environment
- Share the platform of top leaders in Quant & Technology World
- Create outstanding technology wealth management division with operational excellence

Five Core Strengths of Stampede

1. Aggregating the Data Flows is with the **lowest latencies**.
2. Global connectivity is in Order Routing with the **shortest path routing**.
3. In-house SDE's [Stochastic Differential Equations] for **controlling Asymmetric flows**. [Inventory Control].
4. Parallel processing of the flows is into a Giant Global Vector Matrix. **[GPU and Parallel Processing Power]**.
5. Combining the expertise of SDE's by creating the world's best **Actuaries / Quant World Integration**.

Ongoing Investments in Distinctive Technology

Global Electronic Cloud Real-time Platform

- Currently we are offering Fintech Cloud services
- Launching is a new trading platform where feeds are aggregated from 60 banks
- Partnered with the key liquidity providers

Proprietary Technology

- Markets leading proprietary technology
- Fully electronic order and matching engine
- Multi asset classes, rich and flexible functionalities

Continued Investments

- Payment gateway with BTC wallet
- Combining the BTC trade into precious metal trading
- Infrastructure to Support & Development
- Admin, Q&A and Management

Flexible Execution Methodology

- Parallel processing with high speed messaging

- 4000x4000 matrix with the power of GPU and messaging servers
- Successfully integrated the new electronic markets
- Increased number of exchanges.

Global Players in EMM Industry

Top Financial Technology Companies use Math and Machine (Similar to STAMPEDE)

- **GETCO** - The Global Electronic Trading Company (GETCO), or Getco LLC, was an American proprietary algorithmic trading and electronic market making firm based in Chicago, Illinois. GETCO is one of the examples of an electronic market maker that buys and sells securities to provide two-sided markets on exchanges around the world. In a 2009 profile by the Wall Street Journal the firm was identified as one of the largest market makers in the US stock market. GETCO also serves as one of the six Designated Market Makers (DMMs) on the NYSE. Electronic market-makers use technology to create efficiencies and reduce trading costs for investors. Electronic market-makers are also responsible for maintaining the liquidity and orderly price transitions.
- **Virtu Financial** - *The high-frequency trader who had just 1 day of trading losses in 1,238 days, filed for IPO* High-frequency trading firm Virtu Financial Inc. reported another year without a single day of losses, extending a near-perfect streak stretching back to 2009 that contrasts with dwindling profits at competitors. Virtu used to make money every day in 2014, generating revenue of \$723 million and net income of \$190 million, according to financial statements filed with regulators Friday. The 148-employee company, which is used to computerized strategies to buy and sell everything from stocks to currencies, has had only one losing day in its six years of operation.
- **CITADEL Securities** - **CITADEL** Tactical Trading, computerized trading fund gained 26.4% in 2014, including a 2.3% gain in December, according to the data. The fund has annual returns of 26% since the beginning of 2008, a few months after it launched, according to Bloomberg News.
- **Renaissance Technologies** - is an American hedge fund management company that operates three funds. It operates in East Setauket, Long island, New York, near Stony Brook University with administrative functions handled in Manhattan. Renaissance Technology was ranked as no.4 of the best IT department in financial services. The Medallion Fund has its own internal trading desk, staffed by approximately 20 traders and trades from Monday opening bell in Australia through Friday closing bell in the US. Renaissance Technologies Medallion Funds, which trades in the markets around the world, have employed mathematical models to analyze and execute trades, many automated. Renaissance uses computer based models to predict price changes in easily-traded financial instruments. These models are based on analyzing as much data as can be gathered, then looking for non-random movements to make predictions. Renaissance employs many specialists with non-financial backgrounds, including mathematicians, Physicists, Signal Processing experts and Statisticians.

Margins and trade frequency are also far from the norm. Anecdotal evidence indicates Medallion's trading volume is "Several Percent" of NASDAQ's annual \$10 trillion total, implying something like a half trillion and a recent year's profit before fees was 80% on its \$5 billion in assets, or about \$4 billion. Dividing profit by volume shows a tiny trading margin of the order of three quarters of one percent. Dividing volume by its \$1 billion or so portfolio shows annual turnover of 400 times, or about 2 times a day.

FINANCIAL HIGHLIGHTS:
(Rs.)

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Revenue		
Revenue from operations	741,728,597	239,682,551
Other income	5,052,161	7,847,587
Total Revenue	746,780,758	247,530,138
Expenses		
Cost of operations	385,403,089	98,908,364
Employee benefits expense	20,317,863	21,670,737
Finance Cost	44,605	7,354
Depreciation and amortisation expense	47,607,173	32,096,011
Other expenses	129,317,014	46,522,869
Total Expenses	582,689,744	199,205,335
Profit / (loss) before extraordinary items and tax	164,091,014	48,324,803
Loss on account of fire accident	-	58,513,552
Profit / (loss) before tax	164,091,014	(10,188,749)
Tax expense:		
- Current tax	6,146,688	1,021,339
- MAT Credit	(5,829,720)	(1,021,339)
- Deferred tax charge/(credit)	18,502,517	(8,696,624)
Profit / (Loss) for the year before Minority Interest	145,271,529	(1,492,125)
Less: Minority Interest	2	(2)
Net Profit / (Loss) for the year	145,271,527	(1,492,123)
Earnings per equity share – Basic / Diluted	6.82	(0.07)

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 AUDITOR'S REPORT

**To the Board of Directors of
M/s Stampede Capital Limited**

Report on the Financial Statements

We have audited the accompanying Consolidated Financial Statements of **M/s Stampede Capital Limited** ('the Company'), and its (the Company and its subsidiaries constitute "the Group") which comprise the Consolidated Balance Sheet as at 31 March 2015, the Consolidated statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these financial statements in terms of the requirements of the Companies Act 2013 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 the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with 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 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 financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the holding Company's Directors, 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 on the financial statements.

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, of the consolidated State of Affairs of the Company as at 31 March 2015 and their consolidated Profit and its consolidated Cash Flows for the year ended on that date.

Other Matter

We did not audit the financial statements of one Singapore subsidiary (The Company Stampede Financials Pte Limited) and its step down subsidiary (The Company Stampede Technologies Pte Limited), whose financial statements reflect total assets of Rs.23,82,69,282/- and 18,82,42,973/- as at 31st March, 2015 and total revenues of Rs.7,30,90,174/- and 52,08,23,141/- respectively for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

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

P Sarath Kumar
Partner
M. No. 021755

Place: Hyderabad
Date : 29.05.2015

Consolidated Balance sheet as at 31 March 2015

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

Particulars	Note No.	As at 31 March 2015	As at 31 March 2014
I. EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share capital	2	228,136,200	210,039,950
(b) Reserves and surplus	3	495,157,172	33,884,686
		723,293,372	243,924,636
Non-current liabilities			
(a) Minority interest		3,304	3,302
(b) Other long term liabilities		646,685	-
(c) Deferred tax liability (net)		971,682	-
Current liabilities			
(a) Short-term borrowings		29,185,056	-
(b) Trade payables		16,868,018	116,026,893
(c) Other current liabilities	4	24,759,060	7,643,782
(d) Short-term provisions	5	6,666,927	12,623,858
		77,479,061	136,294,533
TOTAL		802,394,104	380,222,471
II. ASSETS			
Non-current assets			
(a) Fixed assets	6		
(i) Tangible assets		195,605,112	47,998,690
(ii) Intangible assets		217,930,027	66,701,944
		413,535,139	114,700,634
(b) Deferred tax asset (net)		-	17,530,835
Current assets			
(a) Current investments		31,329,318	26,487
(b) Trade receivables	7	227,465,397	178,762,265
(c) Cash and bank balances	8	85,253,279	6,637,353
(d) Short-term loans and advances	9	40,194,316	62,120,901
(e) Other current assets	10	4,616,655	443,996
		388,858,965	247,991,002
TOTAL		802,394,104	380,222,471
III. Notes forming part of the financial statements	1 to 28		

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
 DIN: 00015132

Emmanuel Dasi
 Executive Director
 DIN: 02598270

Sreekanth Reddy Y.
 Company Secretary
 ACS: 20616

Place: Hyderabad
 Date : 29.05.2015

Place: Hyderabad
 Date : 29.05.2015

Consolidated Statement of Profit and Loss for the year ended 31 March 2015

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

Particulars	Note No.	For the year ended 31 March 2015	For the year ended 31 March 2014
Revenue			
Revenue from Trading		741,728,597	239,682,551
Other income	11	5,052,161	7,847,587
Total Revenue		746,780,758	247,530,138
Expenses			
Cost of Operations	12	385,403,089	98,908,364
Employee benefits expense	13	20,317,863	21,670,737
Finance Cost	14	44,605	7,354
Depreciation and amortisation expense	6	47,607,173	32,096,011
Other expenses	15	129,317,014	46,522,869
Total Expenses		582,689,744	199,205,335
Profit / (loss) before extraordinary items and tax		164,091,014	48,324,803
Extraordinary Item:			
Loss on account of fire accident		-	58,513,552
Profit / (loss) before tax		164,091,014	(10,188,749)
Tax expense:			
- Current tax		6,146,688	1,021,339
- MAT Credit		(5,829,720)	(1,021,339)
- Deferred tax charge/(credit)		18,502,517	(8,696,624)
Profit / (Loss) for the year before Minority Interest		145,271,529	(1,492,125)
Less: Minority Interest		2	(2)
Net Profit / (Loss) for the year		145,271,527	(1,492,123)
Earnings per equity share			
Basic / Diluted	24	6.82	(0.07)
Number of shares used in computing earnings per share			
Basic / Diluted		21,287,454	20,899,597
Notes forming part of the financial statements	1 to 28		

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
 DIN: 00015132

Sreekanth Reddy Y.
 Company Secretary
 ACS: 20616

Emmanuel Dasi
 Executive Director
 DIN: 02598270

Place: Hyderabad
 Date : 29.05.2015

Place: Hyderabad
 Date : 29.05.2015

Consolidated Cash Flow Statement for the year ended 31st March, 2015

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

	Particulars	Note No.	For the Year ended 31 March, 2015		For the Year ended 31 March, 2014	
I.	Cash flow from / (used in) Operating Activities:					
	Net Profit/(Loss) before tax			164,091,014		(10,188,749)
	<u>Adjustments for:</u>					
	Depreciation		47,607,173		32,096,011	
	Loss on account of fire accident		-		58,513,552	
	Unrealised foreign exchange gain		2,307,520		-	
	Dividend income		(7,978)		(953)	
	Interest Income		(1,025,788)		(574,323)	
	Interest expense		44,605	48,925,532	7,354	90,041,641
	Operating Profit / (Loss) before Working Capital changes			213,016,546		79,852,892
	Adjustments for working capital changes:					
	(Increase) / Decrease in trade receivables		(48,703,132)		(101,590,374)	
	Increase/(Decrease) in trade payables		(99,158,875)		108,348,926	
	Increase/(Decrease) in Other current assets		(4,462,954)		-	
	Increase / (Decrease) in Other current liabilities and provisions		17,635,517		(24,406,436)	
	(Increase) / Decrease in Short-term loans and advances		27,756,305	(106,933,139)	(12,569,170)	(30,217,054)
	Cash generated from / (used in) Operations			106,083,407		49,635,838
	Less: Direct taxes paid			(12,623,858)		(308,805)
	Net Cash flow from / (used in) Operating Activities			93,459,549		49,327,033
II.	Cash flow from/ (used in) Investing Activities:					
	Purchase of fixed assets			(346,532,989)		(96,274,930)
	(Purchase) or Sale of Investments (at cost)			(31,302,831)		7,324
	Sale of Fixed Assets			-		28,548,400
	Interest received			1,316,083		400,381
	Dividend Received			7,978		953
	Share of profit on sale of Subsidiary			-		(628,412)
	Net Cash flow from / (Used in) Investing Activities			(376,511,759)		(67,946,284)
III.	Cash flow from/(used in) Financing Activities:					
	Short Term Borrowings (net)			29,185,056		-
	Proceeds from Issue of shares			331,881,000		17,094,000
	Interest paid			(44,605)		(7,354)
	Proceeds from Vehicle Loan			756,000		-
	Repayment of Vehicle Loan			(109,315)		-
	Net Cash flow from / (used in) Financing Activities			361,668,136		17,086,646
	Net Increase / (Decrease) in Cash and Cash Equivalents			78,615,926		(1,532,605)
	Cash and Cash Equivalents at the beginning of the year	8		6,637,353		8,169,958
	Cash and Cash Equivalents at the end of the year	8		85,253,279		6,637,353
IV.	Notes forming part of the financial statements	1 to 28				

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
 DIN: 00015132

Emmanuel Dasi
 Executive Director
 DIN: 02598270

Sreekanth Reddy Y.
 Company Secretary
 ACS: 20616

Place: Hyderabad
 Date : 29.05.2015

Place: Hyderabad
 Date : 29.05.2015

Notes to Consolidated financial statements for the year ended 31 March 2015

(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 subsidiaries (collectively, the Company or the group) Stampede Cloud Services Private Limited, Stampede Technologies Pte. Ltd. Singapore, Stampede Financials Pte. Ltd. Singapore.

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 the relevant provisions of the companies Act, 2013 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 2015

(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 II of the Companies Act, 2013. 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.

g) 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 include, 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 2015

(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 five 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.

h) 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.

i) 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

j) 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.

k) 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.

l) 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.

m) 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.

n) 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.

o) 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 2015

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

Note 2 Share Capital

Particulars	As at 31 March 2015	As at 31 March 2014
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		
2,28,13,620 equity shares of Rs. 10 each, (previous year: 21,003,995 shares @ Rs. 10/- each)	228,136,200	210,039,950
	228,136,200	210,039,950

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

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	21,003,995	210,039,950	20,647,870	206,478,700
Shares Issued during the year #	1,809,625	18,096,250	356,125	3,561,250
Shares outstanding at the end of the year	22,813,620	228,136,200	21,003,995	210,039,950

During the year the Company has issued 2,68,625 Equity Shares of Rs.10/- each at a premium of Rs.38/- per share under Company's Employees Stock Option Scheme 2011 to the eligibel Employees of the Company. The company has also issued 15,41,000 Equity Shares of Rs.10/- each at a premium of Rs.197/- per share under Preferential Allotment to the persons not belonging to Promoter Group.

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

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number of shares	% of Holding	Number of shares	% of Holding
Venkat S Meenavalli	-	-	12,260,321	58.37%
Usha Rani Meenavalli	11,588,198	50.80%	-	-
Silver Stallion Limited	2,124,400	9.31%	-	-
	13,712,598	60.11%	12,260,321	58.37%

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

Note 3 Reserves and Surplus

Particulars	As at 31 March 2015	As at 31 March 2014
Securities Premium Account		
Balance at the beginning of the year	18,668,165	5,135,415
Add: Additions during the year	313,784,750	13,532,750
Balance at the end of the year	332,452,915	18,668,165
Balance in the statement of profit and loss account		
Balance at the beginning of the year	15,216,521	17,337,056
Adjustment: Share of profit of on sale of subsidiary	-	(628,412)
Less: Transitional Provision	(91,311)	-
Add: Profit / (loss) for the year	145,271,527	(1,492,123)
Balance at the end of the year	160,396,737	15,216,521
Foreign currency translation reserve		
Balance at the beginning of the year	-	-
Add/Less: Translation of foreign subsidiaries with non-integral operations	2,307,520	-
Balance at the end of the year	2,307,520	-
	495,157,172	33,884,686

Note 4 Other current liabilities

Particulars	As at 31 March 2015	As at 31 March 2014
Salaries payable	2,212,602	1,373,952
Other current liabilities	22,348,462	1,462,861
Provision for expenses	-	1,651,028
TDS Payables	197,996	3,155,941
	24,759,060	7,643,782

Note 5 Short-term provisions

Particulars	As at 31 March 2015	As at 31 March 2014
Provision for Income Tax	6,146,688	12,623,858
Provision for Gratuity	442,483	-
Provision for Leave Encashment	77,756	-
	6,666,927	12,623,858

Notes to Consolidated financial statements for the Year ended 31 March 2015

(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 01.04.2014	Additions	Deductions	As on 31.03.2015	As on 01.04.2014	For the period	Deductions	As on 31.03.2015	As on 31.03.2014
i.	<u>Tangible Assets</u>									
1	Servers	46,088,500	163,284,971	-	209,373,471	551,772	17,174,836	-	17,726,608	191,646,863
2	Computers	-	1,809,174	-	1,809,174	-	476,923	-	476,923	1,332,251
3	Furniture and Fixtures	1,405,845	-	-	1,405,845	1,196,428	13,089	-	1,209,517	196,328
4	Office Equipments	565,232	30,520	-	595,752	241,806	308,148	-	549,954	45,798
5	Vehicles	2,150,000	875,693	-	3,025,693	312,192	329,629	-	641,821	2,383,872
	Total	50,209,577	166,000,358	-	216,209,935	2,302,198	18,302,625	-	20,604,823	195,605,112
ii.	<u>Intangible Assets</u>									
1	Computer Software	34,580,529	180,532,631	-	215,113,160	13,802,557	9,167,926	-	22,970,483	192,142,677
2	Good will	100,541,210	-	-	100,541,210	54,650,346	20,108,242	-	74,758,588	25,782,622
3	Copy Rights	141,900	-	-	141,900	108,792	28,380	-	137,172	4,728
	Total	135,263,639	180,532,631	-	315,796,270	68,561,695	29,304,548	-	97,866,243	217,930,027
	Total Fixed Assets	185,473,216	346,532,989	-	532,006,205	70,863,893	47,607,173	-	118,471,066	413,535,139
	Previous Year	190,081,613	96,274,930	100,883,327	185,473,216	52,497,945	32,096,011	13,821,374	70,772,582	114,700,634
										137,590,013

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

Note 7 Trade receivables

Particulars	As at 31 March 2015	As at 31 March 2014
- Outstanding for more than six months	-	87,409,328
- Others	227,465,397	91,352,937
	227,465,397	178,762,265

Note 8 Cash and bank balances

Particulars	As at 31 March 2015	As at 31 March 2014
Cash on hand	158,153	19,672
Balance with banks		
- in current accounts	74,904,449	2,517,681
Other Bank balances		
- Bank deposits with less than 12 months maturity	10,190,677	4,100,000
	85,253,279	6,637,353

Note 9 Short-term loans and advances

Particulars	As at 31 March 2015	As at 31 March 2014
Unsecured, considered good:		
Loans and advances	170,971	40,822,688
Secured, considered good:		
TDS Receivable	269,592	215,436
Service tax receivable	-	484,476
Security deposits	28,852,641	15,526,909
MAT Credit	10,901,112	5,071,392
	40,194,316	62,120,901

Note 10 Other current assets

Particulars	As at 31 March 2015	As at 31 March 2014
Interest receivable	153,701	443,996
Prepaid expenses	986,317	-
Other receivables	3,476,637	-
	4,616,655	443,996

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

Note 11 Other Income

Particulars	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Interest Income	1,025,788	574,323
Dividend Income	7,978	953
Foreign Exchange Gain	4,018,395	7,272,311
	5,052,161	7,847,587

Note 12 Cost of Operations

Particulars	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Cost of Trading	279,785,908	74,845,925
Data Feed Cost	105,617,181	24,062,439
	385,403,089	98,908,364

Note 13 Employee benefits expense

Particulars	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Salaries and allowances	19,291,988	20,820,151
Contribution to provident fund and esic	514,799	342,622
Staff welfare expenses	511,076	507,964
	20,317,863	21,670,737

Note 14 Finance Cost

Particulars	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Interest expense	44,605	7,354
	44,605	7,354

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

Note 15 Other expenses

Particulars	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Selling and Marketing Expenses	92,739,159	35,643,688
Traveling and conveyance	2,510,541	1,485,559
Vehicle Maintenance	359,853	68,068
Rates and taxes	94,398	91,044
Legal and professional charges	3,227,137	188,888
Rent	4,027,126	1,676,786
Auditors' Remuneration		
- Audit Fee	1,125,313	190,000
- Tax Audit Fee	100,000	80,000
- Out of pocket expenses	2,800	-
Communication expenses	3,535,417	1,368,893
Currency and Share Trading Expenses	11,531,297	440,672
Electricity Charges and Maintenance	1,148,208	875,719
Printing and stationery	175,264	76,152
Subscription charges	196,775	67,779
Miscellaneous Expenses	7,041,055	2,679,643
Clearing charges	-	879,433
Office Maintenance	677,566	662,826
Repairs and Maintenance	823,336	44,639
Books and periodicals	1,769	3,080
	129,317,014	46,522,869

Note 16 Contingent Liabilities and Capital Commitments

There are no contingent liabilities and capital commitments.

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

Note 17 Employee Benefits

Gratuity:

The following table sets out the status of the gratuity plan as required under Accounting standard (AS) 15 "Employee Benefits" prescribed by Companies (Accounting Standards) Rules, 2006, ('the Rules'):

Particulars	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Obligations at the beginning of the year		
Present value of obligation as at the beginning of the year	-	-
Service cost	94,232	-
Interest cost	-	-
Benefits settled	-	-
Actuarial (gain)/loss	348,251	-
Obligations at the end of the year	442,483	-
Change in plan assets		
Plan assets at the beginning of the year, at fair value	-	-
Actuarial gain/(loss)	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits settled	-	-
Plan assets at the end of the year, at fair value	-	-
Reconciliation of present value of the obligation and the fair value of plan assets		
Present value of defined benefit obligations at the end of the year	-	-
Fair value of the plan assets at the end of the year	-	-
Asset recognised in the balance sheet	-	-
Gratuity cost for the year		
Service cost	94,232	-
Interest cost	-	-
Expected return on plan assets	-	-
Actuarial loss/(gain)	348,251	-
Net gratuity cost	442,483	-

Discount rate: The discount rate is based on the gross redemption yield on medium to long term risk free investments.

Salary escalation: The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

Attrition rate: The attrition rate is the expected employee turnover for the future periods, adjusted to the current economic environment.

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

Note 18 Segment Information

During the year all the activities of the company are grouped under the Automatic Trading Activities, hence segment reporting is not applicable.

Segment Information for the Year ended 31st March, 2014:

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	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 2015

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

Note 19 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, 2015 comprises of:

Particulars	As at 31 March, 2015	As at 31 March, 2014
Deferred tax asset:		
On Carried forward losses	20,059,502	15,269,680
On Gratuity and Leave Encashment	22,893	-
Deferred tax asset (liability):		
On Excess/(short) depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	(21,054,078)	2,261,155
Deferred tax asset / (liability), net	(971,683)	17,530,835

Note 20 Leases

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

The future minimum lease payments are as given below:

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Not later than one year	4,013,940	2,498,845
Later than one year and not later than five years	4,097,940	8,111,880
Later than five years	Nil	Nil

Note 21 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, 2015 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.

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
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 22 Related Party Disclosures
A. List of related parties

- | | |
|---|---|
| i) Wholly Owned Subsidiaries | 1. Stampede Cloud Services Private Limited
2. Stampede Technologies Pte. Limited - Step down Subsidiaries
3. Stampede Financials Pte. Limited |
| ii) Associate Companies | 1. Green Fire Agri Commodities Limited
2. Kling Holdings Limited (formerly Stampede Holdings Ltd.)
3. Northgate Com Tech Limited
4. Social Media India Limited |
| iii) Key Managerial Personnel | 1. Mr. Venkat S. Meenavalli, Chairman
2. Mr. Emmanuel Dasi, Executive Director
3. Mr. Shaik Gouse, Whole Time Director (till 13.02.2015) |
| iv) Persons having Substantial Interest in Voting Power | Mr. Venkat S Meenavalli (till 05.09.2014)
Mrs. M. Usha Rani (from 03.04.2014) |

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

Name of the personnel	Relationship
Mr. A. Veerabhadra Rao	Non Executive Independent Director (till 11.08.2014)
Mr. P. Parthasarathi	Non Executive Independent Director (from 14.08.2014)
Mr. K. Avinash	Independent Director (from 25.03.2015)
Mrs.M.V. Laxmi	Non Executive Women Director (from 31.03.2015)
Mr. D.V.S.S. Lakshminarayana	Non Executive Independent Director
Mr. R. Vivek Kumar	Non Executive Independent Director
Mr. R.J. Prasad	Non Executive Independent Director (from 08.12.2010)
Mr. M. Vasudevarao	Non Executive Independent Director
Mr. P. Srinivasu	Non Executive Independent Director

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

C. Details of transactions with Related Parties

Name of the Related party	Nature of the Transactions	2014-15		2013-14	
		Amount	Balance outstanding as on 31.03.2015	Amount	Balance outstanding as on 31.03.2014
Stampede Cloud Services Private Limited	Share Application Money paid (net)	-	-	51,623,560	54,992,110
	Share Application Money refunded	54,992,110	-	-	-
	Allotment of Share Capital	-	-	50,000,000	-
	Unsecured Loan Given(net)	142,999,908	142,999,908	-	-
Stampede Technologies Pte. Ltd.	Share Application Money paid	81,208,452	-	-	-
	Allotment of Share Capital	81,208,452	-	-	-
	IT Services Rendered	29,225,914	29,225,914	-	-
Stampede Financials Pte. Ltd.	Share Application Money paid	171,147,499	-	-	-
	Allotment of Share Capital	171,147,499	-	-	-
Stampede Infra and Properties Private Limited	Share Application Money paid (net)	-	-	10,647,019	-
Kling Holding Limited	<u>Client Transactions:</u>				
	Margin Money Received	-	-	482,324	788,000
	Margin Money Returned	734,495	53,505	492,548	-
	Brokerage / Commission earned	93	-	-	-
	<u>Other Transactions:</u>				
	Un Secured loan given	-	-	560,000	4,490,070
	Un Secured loan returned	4,490,070	-	444,000	-
	Shares Purchased	24,619,086	-	-	-
Green Fire Agri Commodities Limited	<u>Client Transactions:</u>				
	Margin Money Received	-	-	13,394,974	191,899
	Margin Money Returned	191,899	-	21,607,636	-
	Income from Brokerage	-	-	82,246	-
	<u>Other Transactions:</u>				
	Un Secured loan given	35,000	-	20,443,218	7,961,469
Venkat S. Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	3,476,282	1,926,075	1,089,633	478,160
	Margin Money Returned	2,000,000	-	611,474	-
	Brokerage / Commission earned	784	-	228	-
	<u>Other Transactions:</u>				
	Unsecured Loan Received	32,460,000	29,185,056	-	-
	Unsecured Loan Returned	3,274,944	-	-	-

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

Note 23 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, 2015 and 31 March, 2014 are given below:

Particulars	As at 31 March 2015	As at 31 March 2014
	2011 ESOP Plan	2011 ESOP Plan
Options Outstanding at the beginning of the year	1,028,775	14,92,400
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	268,625	356,125
Options Expired during the year	249,500	107,500
Options Outstanding at the end of the year	510,650	1,028,775
Options Exercisable at the end of the year	391,550	352,575

Note 24 Earnings Per Share

Particulars	As at 31 March 2015	As at 31 March 2014
Profit / (Loss) after tax	145,271,527	(1,492,123)
Profit / (Loss) after tax (excluding extraordinary items)	145,271,527	57,021,429
Weighted average number of Equity shares outstanding during the year	21,287,454	20,899,597
Nominal value of Equity share	10	10
Earnings / (Loss) per share	6.82	(0.07)
Earnings / (Loss) per share (excluding extraordinary items)	6.82	2.73

Notes to Consolidated financial statements for the Year ended 31 March 2015

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

Note 25

There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2015.

Note 26

During the F.Y.2013-14 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 view that this incident does not affect recoverability of sums /its obligations and accordingly does not affect the going concern concept.

Note 27

Particulars	As at 31 March 2015	As at 31 March 2014
A. Earnings in foreign Currency	118,506,008	175,156,241
B. Expenditure in foreign Currency	-	-

Note 28 Previous year figures

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

As per our report attached
For **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
DIN: 00015132

Sreekanth Reddy Y.
Company Secretary
ACS: 20616

Emmanuel Dasi
Executive Director
DIN: 02598270

Place: Hyderabad
Date : 29.05.2015

Place: Hyderabad
Date : 29.05.2015

INDEPENDENT AUDITOR'S 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 31 March 2015, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

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, of the State of Affairs of the Company as at 31 March 2015 and its Profit and its Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our Opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our Opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses and
 - iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

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

P Sarath Kumar
Partner
M. No. 021755

Place: Hyderabad
Date : 29.05.2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

- (i) (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 explained 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. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business.
- (ii) As per the information and explained given to us, as the company's business does not involve maintenance of inventories Viz. Finished, Stores, Spare Parts, Goods in Process and Raw materials, the provisions of Clause 3(ii)(a) to Clause 3(ii) (c) of the Order are not applicable to the Company for the Current Year.
- (iii) According to the information and explanation given to us, the company has granted unsecured loans to One body corporate covered under the register maintained under section 189 of the Companies Act 2013 which has since been received back.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and providing of Services. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the act and rules framed there under.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148 of the Companies Act 2013.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues in respect of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, sales tax, wealth tax, service tax, duty of customs, value added tax, Cess with the appropriate authorities during the year and other material statutory dues applicable to the Company *except that of income tax (both regular Tax as well as in th nature of TDS)where in there are certain delays* and in respect of this dues, there are no outstanding dues as on 31.03.2015 which are outstanding more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (c) According to the information and explanations given to us there are no amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

- (ix) In our opinion and according to the information and explanation given to us , the company did not avail any loans from the Banks/financial institutions or issued any debentures during the year under review., Accordingly the provisions of Clause 3(ix) of the Order are not applicable to the Company for the Current Year .
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not avail any term loans during the year.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

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

P Sarath Kumar
Partner
M. No. 021755

Place: Hyderabad
Date : 29.05.2015

Balance sheet as at 31 March 2015

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

	Particulars	Note No.	As at 31 March 2015	As at 31 March 2014
I	EQUITY AND LIABILITIES			
1	Shareholder's funds			
	(a) Share capital	2	228,136,200	210,039,950
	(b) Reserves and surplus	3	332,088,827	13,354,194
			560,225,027	223,394,144
2	Current liabilities			
	(a) Short Term Borrowings		29,185,056	-
	(b) Other current liabilities	4	9,862,104	9,722,814
	(c) Short-term provisions	5	2,329,631	3,934,020
			41,376,791	13,656,834
	TOTAL		601,601,818	237,050,978
II	ASSETS			
1	Non-current assets			
	(a) Fixed assets	6		
	(i) Tangible assets		64,303,561	2,422,452
	(ii) Intangible assets		48,929,551	46,061,626
			113,233,112	48,484,078
	(b) Non current investments	7	221,247,489	50,099,990
	(c) Deferred tax asset (net)		12,226,284	18,739,477
2	Current assets			
	(a) Current investments		31,329,318	26,487
	(b) Cash and bank balances	8	61,420,282	6,029,340
	(c) Short-term loans and advances	9	161,991,632	113,227,610
	(d) Other current assets	10	153,701	443,996
			254,894,933	119,727,433
	TOTAL		601,601,818	237,050,978
III.	Notes forming part of the financial statements	1 to 27		

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
 DIN: 00015132

Emmanuel Dasi
 Executive Director
 DIN: 02598270

Sreekanth Reddy Y.
 Company Secretary
 ACS: 20616

Place: Hyderabad
 Date : 29.05.2015

Place: Hyderabad
 Date : 29.05.2015

Statement of Profit and Loss for the year ended 31 March 2015

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

Particulars	Note No.	For the year ended 31 March 2015	For the year ended 31 March 2014
Revenue			
Revenue from Trading		58,535,188	64,526,309
Other income	11	1,033,766	575,276
Total Revenue		59,568,954	65,101,585
Expenses			
Employee benefits expense	12	2,599,025	6,396,673
Finance Cost	13	-	7,354
Depreciation and amortisation expense	6	27,720,301	22,628,023
Other expenses	14	17,394,098	8,226,302
Total Expenses		47,713,424	37,258,352
Profit before extraordinary items and tax		11,855,530	27,843,233
Extraordinary Item:			
Loss on account of fire accident		-	23,055,670
Profit before tax		11,855,530	4,787,563
Tax expense:			
- Current tax		2,259,071	1,021,339
- MAT credit		(1,942,103)	(1,021,339)
- Deferred tax charge/(credit)		6,513,193	(6,131,468)
Profit for the year		5,025,369	10,919,031
Earnings per equity share			
Basic / Diluted	23	0.24	0.52
Number of shares used in computing earnings per share			
Basic/Diluted		21,287,454	20,647,870
Notes forming part of the financial statements	1 to 27		

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
DIN: 00015132

Sreekanth Reddy Y.
Company Secretary
ACS: 20616

Emmanuel Dasi
Executive Director
DIN: 02598270

Place: Hyderabad
Date : 29.05.2015

Place: Hyderabad
Date : 29.05.2015

Cash Flow Statement for the year ended 31 March, 2015

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

	Particulars	Note No.	For Year ended 31 March 2015		For Year ended 31 March 2014	
A.	<u>Cash flow from / (used in) Operating Activities:</u>					
	Net Profit/(Loss) before tax			11,855,530		4,787,563
	<u>Adjustments for:</u>					
	Depreciation		27,720,301		22,628,023	
	Dividend received		(7,978)		(953)	
	Loss on account of fire accident		-		23,055,670	
	Interest earned		(1,025,788)		(574,323)	
	Interest expense		-	26,686,535	7,354	45,115,771
	Operating profit / (loss) before working capital changes			38,542,065		49,903,334
	<u>Adjustments for working capital changes:</u>					
	Increase / (Decrease) in Current liabilities and provisions		209,850		(7,933,656)	
	(Increase) / Decrease in Short-term loans and advances		(46,821,920)	(46,612,070)	11,681,123	3,747,467
	Cash generated from /(used in) Operations			(8,070,004)		53,650,801
	Less: Direct taxes paid			(3,934,020)		-
	Net Cash flow from / (used in) Operating Activities (A)			(12,004,025)		53,650,801
B.	<u>Cash flow from/ (used in) Investing Activities:</u>					
	(Purchase) / Sale of fixed assets			(92,544,821)		(20,593,730)
	(Purchase) / Sale of Investments (at cost)			(31,302,831)		7,324
	Investment in subsidiaries			(171,147,499)		(50,000,000)
	Sale of Investments in subsidiaries			-		99,990
	Interest received			1,316,083		400,381
	Dividend received			7,978		953
	Net Cash flow from / (used in) Investing Activities (B)			(293,671,090)		(70,085,082)
C.	<u>Cash flow from (used in) Financing Activities:</u>					
	Short Term Borrowings			29,185,056		-
	Proceeds from Issue of shares			331,881,000		17,094,000
	Interest Paid			-		(7,354)
	Net Cash flow from / (used in) Financing Activities (C)			361,066,056		17,086,646
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)			55,390,942		652,365
	Cash and Cash Equivalents at the beginning of the year	8		6,029,340		5,376,975
	Cash and Cash Equivalents at the end of the year	8		61,420,282		6,029,340
D.	Notes forming part of the financial statements	1 to 27				

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
DIN: 00015132

Emmanuel Dasi
Executive Director
DIN: 02598270

Sreekanth Reddy Y.
Company Secretary
ACS: 20616

Place: Hyderabad
Date : 29.05.2015

Place: Hyderabad
Date : 29.05.2015

Notes to financial statements for the year ended 31 March 2015
(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 Stock Broking activities in the segments of Capital Market, Futures & Options and Currency Derivatives. 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, Currency Derivatives Trading Membership with National Stock Exchange of India Limited ("NSE") and also having Trading Membership in Currency Derivatives with Bombay Stock Exchange ("BSE"), and Metropolitan Stock Exchange of India Limited ("MSE").

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 the relevant provisions of the Companies Act, 2013 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 2015

(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 II of the Companies Act, 2013. 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 five 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 2015
(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 2015

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

Note 2 Share Capital

Particulars	As at 31 March 2015	As at 31 March 2014
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		
2,28,13,620 equity shares of Rs. 10 each, (previous year: 2,10,03,995 equity shares @ Rs. 10/- each)	228,136,200	210,039,950
	228,136,200	210,039,950

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

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
Shares outstanding at the beginning of the year	21,003,995	210,039,950	20,647,870	206,478,700
Shares Issued during the year #	1,809,625	18,096,250	356,125	3,561,250
Shares outstanding at the end of the year	22,813,620	228,136,200	21,003,995	210,039,950

During the year the Company has issued 2,68,625 Equity Shares of Rs.10/- each at a premium of Rs.38/- per share under Company's Employees Stock Option Scheme 2011 to the eligibel Employees of the Company. The company has also issued 15,41,000 Equity Shares of Rs.10/- each at a premium of Rs.197/- per share under Preferential Allotment to the persons not belonging to Promoter Group.

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

Name of the shareholder	As at 31 March 2015		As at 31 March 2014	
	Number of shares	% of Shareholding	Number of shares	% of Shareholding
Venkat S Meenavalli	-	-	12,260,321	58.37%
Usha Rani Meenavalli	11,588,198	50.80%	-	-
Silver Stallion Limited	2,124,400	9.31%	-	-
	13,712,598	60.11%	12,260,321	58.37%

Notes to financial statements for the Year ended 31 March 2015

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

Note 3 Reserves and Surplus

Particulars	As at 31 March 2015	As at 31 March 2014
Securities Premium Account		
Opening balance	18,668,165	5,135,415
Add: Additions during the year	313,784,750	13,532,750
Closing balance	332,452,915	18,668,165
Balance in Profit and Loss account		
Opening balance	(5,313,971)	(16,233,002)
Adj: Transitional provision	(75,486)	-
Adj: Profit / (Loss) for the year	5,025,369	10,919,031
Closing balance	(364,088)	(5,313,971)
	332,088,827	13,354,194

Note 4 Other Current Liabilities

Particulars	As at 31 March 2015	As at 31 March 2014
Employee benefits payable	170,064	234,950
Margin money from customers	7,857,879	6,756,941
Other current liabilities	1,657,876	1,437,270
Provision for expenses	116,993	660,898
TDS Payables	59,292	632,755
	9,862,104	9,722,814

Note 5 Short Term Provisions

Particulars	As at 31 March 2015	As at 31 March 2014
Provision for Income tax	2,259,071	3,934,020
Provision for Gratuity	63,976	-
Provision for Leave Encashment	6,584	-
	2,329,631	3,934,020

Notes to financial statements for the Year ended 31 March 2015
(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 01.04.2014	Additions	Deductions	As on 31.03.2015	As on 01.04.2014	For the period	Deductions	As on 31.03.2015	As on 31.03.2014
i	<u>Tangible Assets</u>									
1	Servers	-	67,595,400	-	67,595,400	-	6,389,477	-	61,205,923	-
2	Desktops and Laptops	-	1,809,174	-	1,809,174	-	476,923	-	1,332,251	-
3	Furniture and fixtures	1,405,845	-	-	1,405,845	1,196,427	13,089	-	196,329	209,418
4	Office equipments	540,332	-	-	540,332	240,592	299,740	-	-	299,740
5	Vehicles	2,150,000	-	-	2,150,000	312,192	268,750	-	1,569,058	1,837,808
	Total	4,096,177	69,404,574	-	73,500,751	1,749,211	7,447,979	-	64,303,561	2,346,966
ii	<u>Intangible Assets</u>									
1	Computer software	180,000	23,140,247	-	23,320,247	42,345	135,700	-	23,142,202	137,655
2	Goodwill	100,541,210	-	-	100,541,210	54,650,346	20,108,242	-	25,782,622	45,890,864
3	Copy rights	141,900	-	-	141,900	108,793	28,380	-	4,727	33,107
	Total	100,863,110	23,140,247	-	124,003,357	54,801,484	20,272,322	-	48,929,551	46,061,626
	Total Fixed Assets	104,959,287	92,544,821	-	197,504,108	56,550,695	27,720,301	-	113,233,112	48,408,592
	Previous Year	118,206,199	20,593,730	33,840,642	104,959,287	44,632,158	22,628,023	10,784,972	48,484,078	73,574,041

Notes to financial statements for the Year ended 31 March 2015

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

Note 7 Non Current Investments

Particulars	As at 31 March 2015	As at 31 March 2014
Investment in Subsidiaries		
- Investment in Stampede Cloud Services Private Limited 50,09,999 shares @ Rs. 10/- each (Previous year 50,09,999 shares @ Rs.10/- each)	50,099,990	50,099,990
- Investment in Stampede Financials Pte. Ltd. 37,39,020 shares @ SGD 1/- each (Previous year Nil)	171,147,499	-
	221,247,489	50,099,990

Note 8 Cash and Bank Balances

Particulars	As at 31 March 2015	As at 31 March 2014
Cash on hand	13,551	7,744
Balance with banks		
- in current accounts	51,256,731	1,921,596
Other Bank balances		
Bank deposits with less than 12 months maturity	10,150,000	4,100,000
	61,420,282	6,029,340

Note 9 Short Term Loans and Advances

Particulars	As at 31 March 2015	As at 31 March 2014
Unsecured, considered good:		
Money paid towards share application (in wholly owned subsidiaries)	142,999,908	54,992,110
Other loans and advances	670,921	38,298,267
Secured, considered good:		
TDS receivable	269,592	215,436
Service tax receivable	-	484,476
Security deposits	12,398,696	15,526,909
MAT Credit	5,652,515	3,710,412
	161,991,632	113,227,610

Note 10 Other Current Assets

Particulars	As at 31 March 2015	As at 31 March 2014
Interest receivable	153,701	443,996
	153,701	443,996

Notes to financial statements for the Year ended 31 March 2015

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

Note 11 Other Income

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Interest Income	1,025,788	575,276
Dividend Income	7,978	-
	1,033,766	575,276

Note 12 Employee benefits expense

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Salaries and allowances	2,405,009	6,093,482
Contribution to provident fund	84,130	99,216
Gratuity and Leave encashment	70,560	-
Staff welfare expenses	39,326	203,975
	2,599,025	6,396,673

Note 13 Finance Cost.

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Interest Expense	-	7,354
	-	7,354

Note 14 Other Expenses.

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Travelling and conveyance	679,579	630,908
Rates and taxes	62,525	36,830
Legal and professional charges	2,458,300	138,500
Rent	1,401,000	799,447
Auditors' Remuneration:		
- Audit Fee	180,000	140,000
- Tax Audit Fee	60,000	50,000
- Out of pocket expenses	2,800	-
Communication expenses	1,846,846	1,047,241
Trading Expenses	4,434,683	440,672
Electricity Charges and Maintenance	1,019,727	767,569
Printing and stationery	121,324	46,042
Subscription charges	196,775	67,779
General Expenses	1,235,140	703,400
Clearing charges	19,060	879,433
Office Maintenance	504,799	441,258
Vehicle Maintenance	347,724	68,068
Computer, Server and Software Maintenance	560,498	-
Loss on Trading	2,070,382	1,044,155
Rent Deposit written off	-	925,000
Share Issue expenses	192,936	-
	17,394,098	8,226,302

Notes to financial statements for the Year ended 31 March 2015

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

Note 15 Contingent Liabilities and Capital Commitments

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
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

Gratuity:

The following table sets out the status of the gratuity plan as required under Accounting standard (AS) 15 "Employee Benefits" prescribed by Companies (Accounting Standards) Rules, 2006, ('the Rules'):

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Obligations at the beginning of the year		
Present value of obligation as at the beginning of the year	-	-
Service cost	9,792	-
Interest cost	-	-
Benefits settled	-	-
Actuarial (gain)/loss	54,184	-
Obligations at the end of the year	63,976	-
Change in plan assets		
Plan assets at the beginning of the year, at fair value	-	-
Actuarial gain/(loss)	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits settled	-	-
Plan assets at the end of the year, at fair value	-	-
Reconciliation of present value of the obligation and the fair value of plan assets		
Present value of defined benefit obligations at the end of the year	-	-
Fair value of the plan assets at the end of the year	-	-
Asset recognised in the balance sheet	-	-
Gratuity cost for the year		
Service cost	9,792	-
Interest cost	-	-
Expected return on plan assets	-	-
Actuarial loss/(gain)	54,184	-
Net gratuity cost	63,976	-

Notes to financial statements for the Year ended 31 March 2015

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

Discount rate: The discount rate is based on the gross redemption yield on medium to long term risk free investments.

Salary escalation: The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

Attrition rate: The attrition rate is the expected employee turnover for the future periods, adjusted to the current economic environment.

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, 2015 comprises of:

Particulars	As at 31 March, 2015	As at 31 March, 2014
Deferred tax asset:		
On Carry forward losses	20,059,503	12,459,145
On Gratuity and Leave Encashment	22,893	-
Deferred tax (liability):		
On Excess/(short) of depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	(7,856,112)	(5,797,993)
Deferred tax asset / (liability), net	12,226,284	6,661,152

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.

The future minimum lease payments are as given below:

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Not later than one year	1,896,000	1,800,000
Later than one year and not later than five years	1,980,000	3,876,000
Later than five years	Nil	Nil

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, 2015 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.

Notes to financial statements for the Year ended 31 March 2015

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

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
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) Wholly Owned Subsidiaries | 1. Stampede Cloud Services Private Limited
2. Stampede Technologies Pte. Limited - Step down Subsidiaries
3. Stampede Financials Pte. Limited |
| ii) Associate Companies | 1. Green Fire Agri Commodities Limited
2. Kling Holdings Limited (formerly Stampede Holdings Ltd.)
3. Northgate Com Tech Limited
4. Social Media India Limited |
| iii) Key Managerial Personnel | 1. Mr. Venkat S. Meenavalli, Chairman
2. Mr. Emmanuel Dasi , Executive Director
3. Mr. Shaik Gouse, Whole Time Director (till 13.02.2015) |
| iv) Persons having Substantial Interest in Voting Power | Mr. Venkat S Meenavalli (till 05.09.2014)
Mrs. M. Usha Rani (from 03.04.2014) |

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

Name of the personnel	Relationship
Mr. A. Veerabhadra Rao	Non Executive Independent Director (till 11.08.2014)
Mr. P. Parthasarathi	Non Executive Independent Director (from 14.08.2014)
Mr. K. Avinash	Independent Director (from 25.03.2015)
Mrs.M.V. Laxmi	Non Executive Women Director (from 31.03.2015)
Mr. D.V.S.S. Lakshminarayana	Non Executive Independent Director
Mr. R. Vivek Kumar	Non Executive Independent Director

Notes to financial statements for the Year ended 31 March 2015

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

C. Details of transactions with Related Parties

Name of the Related party	Nature of the Transactions	2014-15		2013-14	
		Amount	Balance outstanding as on 31.03.2015	Amount	Balance outstanding as on 31.03.2014
Stampede Cloud Services Private Limited	Share Application Money paid (net)	-	-	51,623,560	54,992,110
	Share Application Money refunded	54,992,110	-	-	-
	Allotment of Share Capital	-	-	50,000,000	-
	Unsecured Loan Given(net)	142,999,908	142,999,908	-	-
Stampede Infra and Properties Private Limited	Share Application Money paid (net)	-	-	10,647,019	-
Stampede Financials Pte. Ltd.	Share Application Money paid	171,147,499	-	-	-
	Allotment of Share Capital	171,147,499	-	-	-
Kling Holding Limited	<u>Client Transactions:</u>				
	Margin Money Received	-	-	482,324	788,000
	Margin Money Returned	734,495	53,505	492,548	-
	Brokerage / Commission earned	93	-	-	-
	<u>Other Transactions:</u>				
	Un Secured loan given	-	-	560,000	4,490,070
	Un Secured loan returned	4,490,070	-	444,000	-
	Shares Purchased	24,619,086	-	-	-
Green Fire Agri Commodities Limited	<u>Client Transactions:</u>				
	Margin Money Received	-	-	13,394,974	191,899
	Margin Money Returned	191,899	-	21,607,636	-
	Income from Brokerage	-	-	82,246	-
	<u>Other Transactions:</u>				
	Un Secured loan given	35,000	-	20,443,218	7,961,469
	Un Secured loan returned	7,996,469	-	12,481,749	-
Venkat S. Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	3,476,282	1,926,075	1,089,633	478,160
	Margin Money Returned	2,000,000	-	611,474	-
	Brokerage / Commission earned	784	-	228	-
	<u>Other Transactions:</u>				
	Unsecured Loan Received	32,460,000	29,185,056	-	-
	Unsecured Loan Returned	3,274,944	-	-	-

Notes to financial statements for the Year ended 31 March 2015

(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, 2015 and 31 March, 2014 are given below:

Particulars	As at 31 March 2015	As at 31 March 2014
	2011 ESOP Plan	2011 ESOP Plan
Options Outstanding at the beginning of the year	1,028,775	1,492,400
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	268,625	356,125
Options Expired during the year	249,500	107,500
Options Outstanding at the end of the year	510,650	1,028,775
Options Exercisable at the end of the year	391,550	352,575

Note 23 Earnings Per Share

Particulars	As at 31 March 2015	As at 31 March 2014
Profit after tax	5,025,369	10,919,031
Profit after tax (excluding extraordinary items)	5,025,369	10,919,031
Weighted average number of Equity shares outstanding during the year - No.	21,287,454	20,647,870
Nominal value of Equity share	10	10
Earnings per share	0.24	0.53
Earnings per share (excluding extraordinary items)	0.24	0.53

Notes to financial statements for the Year ended 31 March 2015

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

Note 24

There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2015.

Note 25

During the F.Y.2013-14 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 view that this incident does not affect recoverability of sums /its obligations and accordingly does not affect the going concern concept.

Note 26

Particulars	As at 31 March 2015	As at 31 March 2014
A. Earnings in foreign Currency	-	-
B. Expenditure in foreign Currency	-	-

Note 27 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
 DIN: 00015132

Sreekanth Reddy Y.
 Company Secretary
 ACS: 20616

Emmanuel Dasi
 Executive Director
 DIN: 02598270

Place: Hyderabad
 Date : 29.05.2015

Place: Hyderabad
 Date : 29.05.2015

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 Annual General Meeting of the Company, to be held on September 28, 2015 at 10.30 A.M. at 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 Partha Sarthi (DIN: 00004936) as an Independent Director		
5. Appointment of Mr. Avinash.K (DIN: 02599266) as an Independent Director		
6. Appointment of Mrs. M V Laxmi (DIN: 07169139) as Non-executive Director		
7. Appointment of Mr.Emmanuel Dasi (DIN:02598270) as Executive Director		
8. Appointment of Mr.Avilash Delhiwala (DIN:07261807) as Director		
9. Appointment of Mr.Avilash Delhiwala (DIN:07261807) as Executive Director		
10. Appointment of Mrs.M.Usha Rani (DIN:01689179) as Director		
11. Appointment of Mrs.M.Usha Rani (DIN:01689179) as Chairperson and Whole time Director		
12. Adopt new set of alteration of articles of association of the company		
13.Approval of related party transactions		

Signed this day of 2015

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 TelanganaCIN: 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 Annual General Meeting of the Company being held on September 28, 2015 at 10.30 a.m. at Kalinga Cultural Trust, Plot No. 1269, Road No. 12, Banjara Hills, Hyderabad - 500 034 Telangana.

Signature of the Member/Proxy

NOTES

[illegible]

[illegible]

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 2014-15

