

September 03, 2018

To  
The Listing Manager  
Bombay Stock Exchange Limited  
PJ Towers, Dalal Street,  
Mumbai – 400 001

To  
The Listing Manager  
National Stock Exchange of India Limited  
Bandra Kurla Complex,  
Mumbai - 400051

Dear Sir/Madam,

**Subject: Submission of Notice of the 24<sup>th</sup> Annual General Meeting and Annual Report for the FY 2018-19 under Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform that the 24<sup>th</sup> Annual General Meeting of the members of the Company will be held on Saturday 28<sup>th</sup> September, 2019 at 10.00 A.M at Senior Citizen Hall, 2<sup>nd</sup> Floor, Beside S.R.K. Raju Community Hall, Madhura Nagar, Hyderabad - 500 038, Telangana.

Pursuant to Regulation 34(1) and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of 24<sup>th</sup> Annual General Meeting for the Financial Year 2018-19, which are being dispatched/ sent to the members by the permitted mode(s). The Annual Report for the financial year 2018-19 is also available on the website of the Company i.e [www.stampedecap.com](http://www.stampedecap.com).

The Company will provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting").

This is for your information and record

Thanking you,

Yours Sincerely,

For **STAMPEDE CAPITAL LIMITED**

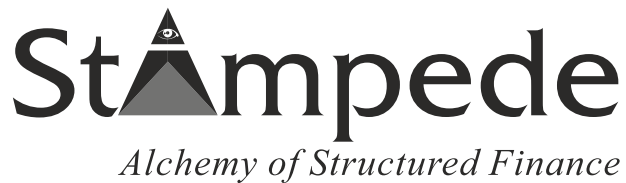
  
**Kiran Koduri**  
Company Secretary



Encl: As Above

**Stampede Capital Ltd.**

Royal Pavilion Apartment, H. No. 6-3-787, Flat No. 1003, Block - A, Ameerpet, Hyderabad TG 500016 IN.  
T: +91 40 2354 0763/64, Email: [cs@stampedecap.com](mailto:cs@stampedecap.com), [www.stampedecap.com](http://www.stampedecap.com)  
CIN: L67120TG1995PLC020170



**24<sup>th</sup> Annual Report  
2018-19**

**Stampede Capital Limited**

## **BOARD OF DIRECTORS**

Mr. Emmanuel Dasi	Whole Time Director
Mr. Sudheer Vegi	Executive Director
Mr. Avinash Karingam	Independent Director
Mr. Chukka Siva Satya Srinivas	Independent Director
Mr. Venkata Krishnayya Nekkanti	Independent Director
Mrs. Lakshmi Chukka	Non-Executive Woman Director
Mr. Parthasarathi Prathipati	CFO
Mr. Kiran Koduri	Company Secretary & Compliance Officer

### **REGISTERED OFFICE**

Royal Pavilion Apartment,  
H.No. 6-3-787, Flat No. 1003,  
Block - A, Ameerpet, Hyderabad - 500016, Telangana, INDIA  
Tel: +91-40-23540763/64  
Fax: +91-40-23540763  
Web Site: [www.stampedecap.com](http://www.stampedecap.com)  
**CIN: L67120TG1995PLC020170**

### **STATUTORY AUDITORS**

M/s Navitha and Associates  
Chartered Accountants  
#16-11-740/75, Plot No. 84,  
V.K. Dhage Nagar, Dilsukh Nagar,  
Hyderabad – 500060

### **INTERNAL AUDITORS**

M/S Gorantla & Co  
Chartered Accountants  
H.No.6-3-664, Flat No. 101,  
Prestige Rai Towers, B-Block,  
Opp. NIMS, Punjagutta,  
Hyderabad - 500 082

### **SECRETARIAL AUDITORS**

M/s Kota Srinivas & Associates  
Company Secretaries  
Flat No. 101, 1st Floor,  
Chaitanya Chamber, Chaitanyapuri,  
Hyderabad - 500036

### **SHARE TRANSFER AGENT**

Venture Capital And Corporate  
Investments Private Limited  
12-10-167, Bharat Nagar  
500018, Telangana  
Phone: +91 040-23818475/23818476/23868023  
Email: [info@vccipl.com](mailto:info@vccipl.com)

### **BANKERS**

#### **1. HDFC BANK LIMITED**

6-1-73 Saeed Plaza, Lakdikapul Hyderabad,  
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 24<sup>th</sup> Annual General Meeting of the Members of Stampede Capital Limited (CIN: L67120TG1995PLC020170) will be held on Saturday, the 28<sup>th</sup> day of September, 2019 at 10.00 A M at Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhura Nagar, Hyderabad - 500 0038 to transact the following business:

### **ORDINARY BUSINESS**

#### **Item No.1: Adoption of Financial Statements**

To receive, consider and adopt the audited Balance Sheet as at March 31, 2019 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.

#### **Item No.2: Re-appointment of Director**

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

### **SPECIAL BUSINESS**

#### **Item No. 3. Appointment of Mr. CHUKKA SIVA SATYA SRINIVAS (DIN: 07177166) 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, and any other applicable provisions of the Companies Act, 2013 ('Act') and the Rules made thereunder read with Schedule IV to the Act, (including any statutory modification (s) or re-enactment thereof or the time being in force), Mr. Chukka Siva Satya Srinivas, who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on April 30, 2019 and whose term of office expires at this Annual General meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of 29<sup>th</sup> AGM.

#### **Item No. 4. Appointment of Mr. VENKATA KRISHNAYYA NEKKANTI (DIN: 07733209) 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, and any other applicable provisions of the Companies Act, 2013 ('Act') and the Rules made thereunder read with Schedule IV to the Act, (including any statutory modification (s) or re-enactment thereof or the time being in force), Mr. Venkata Krishnayya Nekkanti who was appointed as an

Additional (Independent) Director of the Company by the Board of Directors at its meeting held on August 08, 2019 and whose term of office expires at this Annual General meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years up to the conclusion of 29th AGM.

**Item No. 5. To change the name of the Company and in this regard to consider and if thought fit, to pass, the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13(2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government, Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from “STAMPEDE CAPITAL LIMITED” to “CYBORG CAPITAL LIMITED” or any other name as approved by the authorities.

“RESOLVED FURTHER THAT the name “STAMPEDE CAPITAL LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name “CYBORG CAPITAL LIMITED” or any other name as approved by the authorities.

“RESOLVED FURTHER THAT Mr DASI EMMANUEL, Whole Time Director or any of the directors of the Company be and are hereby authorized to sign and file all the e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

**Item No. 6 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 Associate companies viz., Kling Enterprises India Limited, Stampede

Enterprises India Private Limited, Spacenet Enterprises India 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”.

**Regd Office:**

Royal Pavilion Apartment,  
H.No. 6-3-787, Flat No. 1003, Block - A, Ameerpet,  
Hyderabad - 500016  
Telangana, INDIA

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

**KIRAN KODURI**  
Company Secretary

**Date:** 28<sup>th</sup> August, 2019

## **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 31st August, 2019.
  - 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 Thirty (30) 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 25th September, 2019 to 28th September, 2019 (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 28th September 2019.
- n. The voting through an electronic means will commence on 25th September, 2019 at 09.00 a.m. and will end on 27th September, 2019 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. Gorantla & Co, Chartered Accountants (FRN: 016943S) 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 25th September, 2019 at 09.00 a.m. and ends on 27th September, 2019 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-of- date (record date) of 21st September, 2019 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• If both the details are not recorded with the depository or company please enter the member id I folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 any 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 29th September, 2018. 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 29th September, 2018.

**Regd Office:**

Royal Pavilion Apartment,  
H.No. 6-3-787, Flat No. 1003,  
Block - A, Ameerpet,  
Hyderabad - 500016  
Telangana, INDIA

**Date:** 28<sup>th</sup> August, 2019

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

**KIRAN KODURI**  
Company Secretary

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

### **Item No.3 Appointment of Mr. CHUKKA SIVA SATYA SRINIVAS as an Independent Director**

Mr. Chukka Siva Satya Srinivas (DIN: 07177166) was appointed as an Additional Independent Director of the Company with effect from April 30, 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Chukka Siva Satya Srinivas holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Chukka Siva Satya Srinivas has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Chukka Siva Satya Srinivas aged 51 years has 25 plus years of experience in Business Matters. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no.3

A statement containing his profile is given as per Annexure 1.

Except Mr. Chukka Siva Satya Srinivas, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3

### **Item No.4 Appointment of Mr. VENKATA KRISHNAYYA NEKKANTI as an Independent Director**

Mr. Venkata Krishnayya Nekkanti (DIN: 07733209) was appointed as an Additional Independent Director of the Company with effect from August 08, 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Venkata Krishnayya Nekkanti holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Venkata Krishnayya Nekkanti has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Venkata Krishnayya Nekkanti aged 36 years has 15 plus years of experience in Business Matters.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no.4

A statement containing his profile is given as per Annexure 1.

Except Mr. Venkata Krishnayya Nekkanti, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

### **Item No.5: Change in name of the Company**

Pursuant to the provisions of Section 13(2) of the Companies Act, 2013, any alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals. The Board has proposed the name of the Company be changed from "STAMPEDE CAPITAL LIMITED" to "CYBORG CAPITAL LIMITED" or any other name as approved by the authorities.

Acopy of the Memorandum of Association and Articles of Association of the Company together with the proposed amendments 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.

The Board commends passing of the Special Resolution set out in Item no. 5 of the Notice.

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, except as shareholders of the Company.

**Item No. 6 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. Though, the Paid-up Share Capital of the company is less than Rs.10 Crores, the company would like to obtain the approval of the members. Also Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Since the proposed transactions are between the holding and Associate companies which fall under the ambit of related party as per Section 2(76) of the Companies Act, 2013 the company seeks the consent of members for proceeding to transact with the companies mentioned in Item No.6 of the resolution.

Your Company being a Associate company of the companies referred to in resolution at item no.6 and hence a related party and therefore may be deemed to be concerned in the said resolution. It comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with TSL in the financial year 2019-20.

None of the directors or Key Managerial Persons are concerned or interested, financial or otherwise in the resolution except to the extent of their shareholding in the said Associate companies.

**Regd Office:**

Royal Pavilion Apartment,  
H.No. 6-3-787, Flat No. 1003,  
Block - A, Ameerpet,  
Hyderabad - 500016  
Telangana, INDIA

**Date:** 28<sup>th</sup> August, 2019

**By Order of the Board**

**For Stampede Capital Limited**

**KIRAN KODURI**  
Company Secretary

**Annexure 1**

**EXPLANATORY STATEMENT AS PER SEBI LODR Regulations**

Name of the Director	Chukka Siva Satya Srinivas
DIN	07177166
Date of Birth	06-07-1968
Type of appointment	Independent Director
Date of Appointment/ Re-appointment	30th April, 2019
Areas of Specialization	He has over 25 years of experience in MIS and RISK Management.
Qualifications	Intermediate
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	SPACENET ENTERPRISES INDIA LIMITED BARRET COMMODITY TRADERS PRIVATE LIMITED SOCIAL MEDIA INDIA LIMITED
Chairman / member of the Committee of the Board of Directors of this Company	3
Chairman / member of the Committee of the Board of Directors of other Companies	3
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	He has over 25 years of experience in Risk Management which will be useful for the Company.

Name of the Director	Venkata Krishnayya Nekkanti
DIN	07733209
Date of Birth	05-07-1983
Type of appointment	Independent Director
Date of Appointment/ Re-appointment	08th August, 2019
Areas of Specialization	He has 8 years of experience in Online Advertising industry including system analysis, data base designing, MIS and Risk Management.
Qualifications	B.Tech
No. of Shares Held in the Company	200
List of Directorship held in outside Public Limited Companies	Proseed India Limited
Chairman/member of the Committee of the Board of Directors of this Company	3
Chairman/member of the Committee of the Board of Directors of other Companies	3
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Had more than 8 years of business experience which will be helpful for the Company.

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

**Sending notices and documents to shareholders through email:**

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

## DIRECTOR'S REPORT

### TO THE MEMBERS OF STAMPEDE CAPITAL LIMITED

Your Directors have pleasure in presenting the Twenty Fourth Annual Report together with the Audited Accounts for the year ended 31st March, 2019

#### FINANCIAL HIGHLIGHTS:

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
<b>Revenue</b>		
Revenue from Trading	1,56,98,53,933	2,30,09,77,993
Other income	5,41,14,246	3,23,65,515
<b>Total Revenue</b>	<b>1,62,39,68,179</b>	<b>2,33,33,43,508</b>
<b>Expenses</b>		
Cost of Operations	1,55,61,61,309	2,13,28,40,830
Employee benefits expense	94,11,626	1,40,57,123
Finance Cost	43,57,090	82,39,588
Depreciation and amortisation expense	12,94,29,336	28,79,77,111
Other expenses	21,94,79,326	7,35,67,429
<b>Total Expenses</b>	<b>1,91,88,38,687</b>	<b>2,51,66,82,081</b>
<b>Profit/(loss) before exceptional, extraordinary items and tax</b>	<b>(29,48,70,508)</b>	<b>(18,33,38,573)</b>
<b>Exceptional items</b>		
Software written off	19,82,56,363	-
Loss on disposal of fixed assets	5,19,94,563	-
Foreign exchange translation reserve	(3,79,97,001)	-
<b>Profit / (loss) before extraordinary items and tax</b>	<b>(50,71,24,433)</b>	<b>(18,33,38,573)</b>
Provision for impairment in the investment of associate	89,91,860	-
Provision for impairment in the investment	1,25,00,000	-
<b>Profit / (loss) before tax</b>	<b>(52,86,16,293)</b>	<b>(18,33,38,573)</b>
<b>Tax expense:</b>		
- Current tax	(12,271)	19,23,161
- MAT Credit	-	-
- Deferred tax charge/(credit)	(69,74,591)	(2,28,66,594)
<b>Profit / (Loss) for the year before minority interest</b>	<b>(52,16,29,431)</b>	<b>(16,23,95,140)</b>
Share of Profit/(loss) of Associate	(9,25,97,981)	(34,17,15,235)
Minority Interest	-	2,52,71,713
<b>Profit / (Loss) for the year</b>	<b>(61,42,27,412)</b>	<b>(52,93,82,088)</b>
<b>Other Comprehensive Income</b>		
(i) Items that will not be reclassified to profit or loss	-	-
(ii) Items that may be reclassified to profit or loss	-	2,33,94,491
Total Other Comprehensive Income	-	2,33,94,491
Total comprehensive income for the period	(61,42,27,412)	(50,59,87,597)
Earnings per equity share		
Basic / Diluted	(2.15)	(1.85)
<b>Number of shares used in computing earnings per share</b>		
Basic / Diluted	28,62,64,000	28,62,64,000



**REVIEW OF OPERATIONS:**

For the financial year ended March 31, 2019, your Company had reported consolidated total income of Rs. 16239.68 Lakhs as against Rs. 23333.43 Lakhs during the previous financial year. The company recorded a net loss of Rs. 5216.29 lakhs as against net loss of Rs. 1623.95 lakhs during the previous financial year.

The company has applied for PMS (Port Folio Management Services) which is approved by the SEBI.

Longfin Corp (LFIN). USA an associate company of Stampede Capital Ltd, in which Stampede has 37.14% stake, filed the Assignment for the benefit of Creditors, formal bankruptcy proceedings in the Court of New Jersey. USA. Longfin in its filing with SEC has categorically said that the equity shareholders are not going to be paid anything out of the assets of the Company in the ensuing bankruptcy proceedings, As per the Ind As 28, the Company impaired the carrying amount of investment Rs. 89.92 lakhs in associate.

With a view to re align the relation between capital and assets, it is proposed for the reduction of the paid up equity share capital by 60% on proportionate basis.

**SHARE CAPITAL:**

The Paid-up Equity Share Capital of the Company as on 31st March, 2019 is Rs. 2862.64 Lakhs divided into 2862.64 Lakhs Equity Shares of Rs.1/- each fully paid up.

**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, 2019

**DIRECTORS:**

In accordance with Section 149, 150, 152 & other applicable provisions if any of the Companies Act, 2013 Mr. Emmanuel Dasi (Din: 02598270), Director of the company retires by rotation at the ensuing Annual General Meeting and being eligible to offer himself for re-appointment. The Board of Directors recommends his re-appointment at the ensuing Annual General Meeting.

Mr. Chukka Siva Satya Srinivas and Mr. Venkata Krishnayaa Nekkanti who were appointed as an Additional Independent Directors by the Board of Directors of the company is proposed as an Independent Director of the Company for a period of 5 years. The Board of Directors recommends his appointment at the ensuing Annual General Meeting.

As required under section 134(3) (d) of the Companies Act, 2013, All independent directors have given declaration to the Company that they meet the criteria of independent as laid down under section 149(6) of the Companies Act, 2013.

During the year, Mr. Yarlagadda Ramesh,, Mr. Gunturu Narasimha Rao, and Mr. Omesh Kumar Waghray, an Independent Directors have resigned and the Board kept on record the valuable services rendered by them during their tenure.

**AUDITORS:****Statutory Auditors:**

pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, The Statutory Auditors, M/s. Navitha and Associates, Chartered Accountants, has been appointed as the Statutory Auditors at the last Annual General Meeting for a period of block of Five(5) years till the conclusion of 28th Annual General Meeting in the calendar year of 2023.

**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/sKota&Associates (Formerly Kota & Srinivas Associates), Company Secretaries to under take the secretarial audit of the company. The Secretarial Audit Report is annexed here with as 'Annexure1'.

**Internal Auditors**

M/s Gorantla & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

**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 and Regulation of 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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](http://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, KMP s and designated employees of the company. The code requires pre-clearance for dealing in the company's 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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. 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-a-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.

Your Company has one wholly owned Indian subsidiary namely Stampede Enterprises India Private Limited (formerly Stampede Cloud Services Private Limited). Further the company has in Singapore one step down wholly owned subsidiary of Stampede Enterprises India Private Limited, namely Stampede Technologies Pte. Ltd.

### **LISTING OF SHARES**

The shares of the company Equity and DVR (Differential Voting Rights) are listed on National Stock Exchange and Bombay Stock Exchange Limited(BSE). The listing fee for the year 2019-20 has already been paid to the both Exchanges.

### **CORPORATE GOVERNANCE:**

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a report on Corporate Governance along with the Practicing Chartered Accountant Certificate on compliance of conditions of Corporate Governance is annexed herewith and forms part of this report.

### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES**

Your Company has always believed in providing a safe and harassment free workplace for every women employee working with your Company. Your Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Your Company has a zero tolerance for sexual harassment at workplace and, therefore. Has in place a policy on prevention of sexual harassment at workplace. The said policy is in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder.

The policy aims at prevention of harassment of women at workplace and lays down the guidelines for identification reporting and prevention of sexual harassment. There is an internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

The Company has not received any complaint of sexual harassment at workplace during the year under review.

### **CORPORATE SOCIAL RESPONSIBILITY**

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

During the year 2018-19 the company earned a Net Loss of Rs. 40.96 Crores. As per the provisions of Section 135 of the Companies Act, 2013 the company constituted CSR Committee with the following Directors as members:

Mr. D. Emmanuel	- Chairperson
Mr. Sudheer Vegi	- Director
Mr. Chukka Siva Satya Srinivas	- Director

### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

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

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE 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)**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Foreign Exchange Earnings	Nil	30,14,01,639
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.

**Regd Office:**

Royal Pavilion Apartment,  
H.No. 6-3-787, Flat No. 1003,  
Block - A, Ameerpet,  
Hyderabad - 500016  
Telangana, INDIA

**By Order of the Board**

**For Stampede Capital Limited**

**Emmanuel Dasi**

Whole time Director

**Date:** 28<sup>th</sup> August, 2019

**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**

<b>Particulars</b>		
Name of the Subsidiary	Stampede Enterprises India Private Limited	*Stampede Technologies Pte Limited
Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	Same as HC	Same as HC
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupee	USD Exchange Rate : 69.97
Share Capital	5,01,00,000	\$15,95,410
Reserves and Surplus	(5,89,31,513)	(15,82,981)
Total Assets	6,70,24,011	12,429
Total Liabilities	7,58,55,524	Nil
Investments	Nil	Nil
Turnover / revenue	78,10,21,129	3,36,809
Profit before taxation	(10,30,51,798)	(67,08,790)
Provision for taxation	(17,28,312)	(193,077)
Profit after taxation	(10,13,23,486)	(65,15,713)
Proposed dividend	Nil	Nil
% of shareholding	100%	100%

\*wholly owned subsidiary of Stampede Enterprises India Limited

**Notes:**

1. Name of subsidiaries which are yet to commence operations : Nil
2. Name of subsidiaries which have been liquidated or sold during the year : Nil

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

**Dasi Emmanuel**  
Executive Director

**Sudheer Vegi**  
Executive Director

## Secretarial Audit Report

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014] and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019**

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

Dear Sirs,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. STAMPEDE CAPITAL LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied to some extent with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 as per the Annexure – II to this secretarial audit report, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) viz.,
  - (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 (Share based Employee Benefit) Regulations, 2014
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Registrars to an Issue Companies Act and Share Transfer Agents) Regulations, 1993 regarding the companies Act, and dealing with client;
- (h) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

During the financial year under review the Company has complied with the provisions of the Acts, to the extent applicable and the Rules, Regulations, Guidelines, etc., mentioned above subject to our observations as annexure-II, herewith:

We further report that, subject to our observations in annexure-II, that

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii. Majority decision is carried through while the dissenting members' views if any, 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 year under review,

- a. Longfin Corp, USA, in which Stampede Capital has 37.14% stake, has filed Assignment for the benefit of Creditors (ABC) petition in the Court of New Jersey, USA .
- b. The company has applied for Portfolio Management Services (PMS) which is approved by the authorities.



- c. The company has applied for reduction of capital which is under process with the authorities.
- d. The company has submitted its clarification letter against SEBI letter dated 30.11.2018 on the Price movement suitably under Regulation 30 of SEBI (LODR), 2015 Regulations.
- e. At present the company has only one WOS i.e. Stampede Enterprises India Pvt Ltd and this WOS has a subsidiary i.e. Stampede Technologies Pte Ltd in Singapore.

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

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

For **KOTA & ASSOCIATES**,  
Company Secretaries,

**KOTA SRINIVAS**

ACS:34206

CP : 14300

Place: Hyderabad

Date: 28<sup>th</sup> August, 2019

This Report is to be read with our letter of even date which is annexed and forms an integral part of this Report.

## **ANNEXURE-I**

(to the Secretarial Report of M/s. STAMPEDE CAPITAL Limited  
for the FY 2018-19)

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

Dear Sirs,

**Sub:** Annexure – I to the Secretarial Audit Report to your Company for the FY 2018-19.

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. In absence of audited financials, we have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **KOTA & ASSOCIATES**,  
Company Secretaries,

**KOTA SRINVIAS**

ACS:34206

CP :14300

Place: Hyderabad

Dated: 28<sup>th</sup> August, 2019

**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 31.03.2019

**I. REGISTRATION & OTHER DETAILS :**

i	CIN	<b>L67120TG1995PLC020170</b>
ii	Registration Date	<b>28-04-1995</b>
iii	Name of the Company	<b>STAMPEDE CAPITAL LIMITED</b>
iv	Category/Sub-category of the Company	<b>STOCK BROKING</b>
v	Address of the Registered office & contact details	Royal Pavilion Apartment, H.No. 6-3-787, Flat No. 1003, Block - A, Ameerpet, Hyderabad - 500016 Telangana, INDIA T:040-23540763/64, 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, 500004, Telangana Ph: 040-23818475/23818476/23868023 Email: <a href="mailto:info@vccipl.com">info@vccipl.com</a>

**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	CIN/GLN	Holding/	% of shares held	Applicable Section
1	Stampede Enterprises India Private Limited	U72200TG2011PTC078172	Subsidiary	100	2(87)(ii)
2	Stampede Technologies Pte Ltd	Foreign Wholly Owned	Subsidiary	100	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

**Equity:**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of The year (01.04.2018)				No. of shares held at the end of the year (31.03.2019)				% change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A.Promoters									
<b>1)Indian</b>									
a)Individual/HUF	39581890	-	39581890	17.28	39581890	-	39581890	17.28	-
b)Central Govt.	-	-	-	-	-	-	-	-	-
c)state Govt.	-	-	-	-	-	-	-	-	-
d)Bodies Corp.	-	-	-	-	-	-	-	-	-
e)Banks/Fl	-	-	-	-	-	-	-	-	-
f)any others	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>39581890</b>	<b>-</b>	<b>39581890</b>	<b>17.28</b>	<b>39581890</b>	<b>-</b>	<b>39581890</b>	<b>17.28</b>	<b>-</b>
<b>2)Foreign</b>									
a)NRIs-Individuals	-	-	-	-	-	-	-	-	-
b)Other Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corp	-	-	-	-	-	-	-	-	-
d)Banks/Fl	-	-	-	-	-	-	-	-	-
e)Any other...	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter</b>	<b>39581890</b>	<b>-</b>	<b>39581890</b>	<b>17.28</b>	<b>39581890</b>	<b>-</b>	<b>39581890</b>	<b>17.28</b>	<b>-</b>
<b>(A)=(A)(1)</b>									
<b>+(A) (2)</b>	<b>39581890</b>	<b>-</b>	<b>39581890</b>	<b>17.28</b>	<b>39581890</b>	<b>-</b>	<b>39581890</b>	<b>17.28</b>	<b>-</b>
<b>B.Public Shareholding</b>									
1) Institutions									
a) Mutual Funds	-	97000	97000	0.04	-	97000	97000	0.04	-
b) Banks/Fl	836222	-	836222	0.37	836222	-	836222	0.37	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Flls	-	-	-	-	-	-	-	-	-

**(i) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of The year (01.04.2018)				No. of shares held at the end of the year (31.03.2019)				% change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
h) Foreign Venture	-	-	-	-	-	-	-	-	-
I) Others (FPI)	14757973	-	14757973	6.44	13858241	-	13858241	6.05	-0.39
<b>Sub-Total (B)(1)</b>	<b>15594195</b>	<b>97000</b>	<b>15691195</b>	<b>6.85</b>	<b>14694463</b>	<b>97000</b>	<b>14791463</b>	<b>6.46</b>	<b>-0.39</b>
<b>2) Non-Institutions</b>									
a) Individual shareholders holding nominal share capital up to	51521696	441060	51962756	22.69	61180540	436060	61616600	26.90	4.21
b) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	43285126	-	43285126	18.9	53809702	-	53809702	23.50	4.60
c) NBFCs Registered With RBI	-	-	-	-	-	-	-	-	-
d) Employee Trusts	-	-	-	-	-	-	-	-	-
e) Overseas Depositories	-	-	-	-	-	-	-	-	-
f) Others (Specify)	-	-	-	-	-	-	-	-	-
g) Bodies Corporate	57589758	23000	57612758	25.16	45792680	23000	45815680	20.01	-5.15
h) Clearing members	18610608	-	18610608	8.13	10785836	-	10785836	4.71	-3.42
i) Trust	-	-	-	-	-	-	-	-	-
j) Non Resident Individuals	2266867	-	2266867	0.99	2610029	-	2610029	1.14	0.15
<b>Sub-total(B)(2)</b>	<b>173274055</b>	<b>464060</b>	<b>173738115</b>	<b>75.87</b>	<b>174178787</b>	<b>459060</b>	<b>174637847</b>	<b>76.26</b>	<b>0.39</b>
<b>Total Public Shareholding of (B)=(B)(1)+(B)(2)</b>	<b>188868250</b>	<b>561060</b>	<b>189429310</b>	<b>82.72</b>	<b>188873250</b>	<b>556060</b>	<b>189429310</b>	<b>82.72</b>	<b>-</b>
<b>Grand Total</b>	<b>228450140</b>	<b>561060</b>	<b>229011200</b>	<b>100.00</b>	<b>228455140</b>	<b>556060</b>	<b>229011200</b>	<b>100</b>	<b>0.00</b>

**DVR:**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of The year (10.10.2018)				No. of shares held at the end of the year (31.03.2019)				% change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
<b>A.Promoters</b>									
<b>1)Indian</b>									
a)Individual /HUF	24495725	-	24495725	42.79	24495725	-	24495725	42.79	-
b)Central Govt.	-	-	-	-	-	-	-	-	-
c)state Govt.	-	-	-	-	-	-	-	-	-
d)Bodies Corp.	-	-	-	-	-	-	-	-	-
e)Banks/FI	-	-	-	-	-	-	-	-	-
f)any others	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1)</b>									
<b>2)Foreign</b>									
a)NRIs- Individulas	-	-	-	-	-	-	-	-	-
b)Other Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corp	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any other...	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter</b>	24495725	-	24495725	42.79	24495725	-	24495725	42.79	-
<b>(A)=(A)(1) + (A)(2)</b>	24495725	-	24495725	42.79	24495725	-	24495725	42.79	-
<b>B.Public Shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds	-	24250	24250	0.04	-	24250	24250	0.04	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-

**(i) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of The year (01.04.2018)				No. of shares held at the end of the year (31.03.2019)				% change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
<b>I) Others(FPI)</b>	6602071	-	6602071	11.53	6602071	-	6602071	11.53	-
<b>Sub-Total (B)(1)</b>	6602071	24250	6626321	11.57	6602071	24250	6626321	11.57	-
<b>2) Non-Institutions</b>									
a) Individual shareholders holding nominal share capital up to Rs. 2 lakhs	12678391	202975	12881366	22.5	14578829	195563	14774392	25.81	3.31
b) Individual shareholders holding nominal share capital in excess of Rs.2lakh	3884452	-	3884452	6.78	3170992	-	3170992	5.54	-1.24
c) NBFCs Registered With RBI	-	-	-	-	-	-	-	-	-
d) Employee Trusts	-	-	-	-	-	-	-	-	-
e) Overseas Depositories	-	-	-	-	-	-	-	-	-
f) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>g) Bodies Corporate</b>	7150585	72925	7223510	12.62	6703581	67925	6771506	11.83	-0.79
h) Clearing members	1738635	-	1738635	3.04	1012996	-	1012996	1.77	-1.27
I) Trust	-	5000	5000	0.01	-	-	-	-	-0.01
j) Non Resident Individuals	397786	-	397786	0.69	400863	-	400863	0.70	0.01
<b>Sub-total(B)(2)</b>	<b>25849849</b>	<b>280905</b>	<b>26130754</b>	<b>45.64</b>	<b>25867261</b>	<b>263493</b>	<b>26130754</b>	<b>45.64</b>	<b>-</b>
<b>Total Public Shareholding of (B)=(B)(1)+(B)(2)</b>	<b>32451920</b>	<b>305155</b>	<b>32757075</b>	<b>57.21</b>	<b>32469332</b>	<b>287743</b>	<b>32757075</b>	<b>57.21</b>	<b>-</b>
<b>Grand Total (A+B)</b>	<b>56947645</b>	<b>305155</b>	<b>57252800</b>	<b>100</b>	<b>56965057</b>	<b>287743</b>	<b>57252800</b>	<b>100</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

**Equity:**

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	603210	0.26	0	603210	0.26	0	0
2	M.Usha Rani	38978680	17.02	0.00	38978680	17.02	0.00	0

**DVR:**

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	150802	0.26	0	150802	0.26	0	0
2	M.Usha Rani	24344923	42.52	0	24344923	42.52	0	0

**(iii) Change in Promoters' Shareholding**

**Equity:**

There is no change in Promoter Share Holding in Stampede Capital Limited.



**DVR:**

**There is no change in Promoter Share Holding in Stampede Capital Limited – DVR.**

**(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

**Equity:**

S. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year (01-04-2018)		Shareholding at the end of the year (31-03-2019)	
		No. of shares	% of total No. of shares of the company	No. of shares	% of total shares of the company
1.	IIFL SECURITIES LIMITED	10586013	4.62	10585955	4.62
2.	SILVER STALLION LIMITED	9408805	4.11	9408805	4.11
3.	ARCADIA SHARE & STOCK BROKERS PVT LTD	10697691	4.67	6291412	2.75
4.	SMC GLOBAL SECURITIES LTD	332401	0.15	5909958	2.58
5.	SRINIVAS NAIDU KUNDAVARAPU	336800	0.15	4000000	1.75
6.	ASHOK MITTAL	3255000	1.42	3255000	1.42
7.	RESONANCE OPPORTUNITIES FUND	3906552	1.71	3250958	1.42
8.	ANIL KUMAR AGARWAL	---	---	3000000	1.31
9.	AMITABH HARIVANSH RAI BACHCHAN	2893506	1.26	2893506	1.26
10.	PIYUSH CHANDRASINH SAMPAT	2776993	1.21	2776993	1.21

**DVR:**

S. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year (10-10-2018)		Shareholding at the end of the year (31-03-2019)	
		No. of shares	% of total No. of shares of the company	No. of shares	% of total shares of the company
1.	SILVER STALLION LIMITED	4427321	7.73	4427321	7.73
2.	RESONANCE OPPORTUNITIES FUND	1509750	2.64	1509750	2.64
3.	PINTAIL REALTY DEVELOPERS PRIVATE LIMITED	1231250	2.15	1231250	2.15
4.	ARCADIA SHARE & STOCK BROKERS PVT LTD	545988	0.95	536027	0.94
5.	PADMA VEERAPANENI	450000	0.79	450000	0.79
6.	NOMURA SINGAPORE LIMITED	412500	0.72	412500	0.72
7.	AVON MARKTRADE PRIVATE LIMITED	398750	0.70	398750	0.70
8.	AGARWAL RUMIT	228750	0.40	355000	0.62
9.	SENATOR REALTY PVT LTD	307010	0.54	307010	0.54
10.	OLYMPIA BUILDERS PRIVATE LIMITED	307000	0.54	307000	0.54

**(v) Shareholding of Directors and Key Managerial Personnel:**

**Equity:**

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	<b>EMMANUEL DASI - Executive Director</b>				
	At the beginning of the year	120000	0.05	120000	0.05
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	120000	0.05	120000	0.05
2	<b>SUDHEERVEGI Executive Director</b>				
	At the beginning of the year	820	0.00	820	0.00
	Increase/decrease in Directors shareholding during the year	300	0.00	1120	0.00
	At the end of the year	1120	0.00	1120	0.00
3	<b>AVINASH KARINGAM - Independent Director</b>				
	At the beginning of the year	400	0.00	400	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0.00	0.00
	At the end of the year	400	0.00	400	0.00
4	<b>CHUKKA SIVA SATYA SRINIVAS (w.e.f 30.04.2019) Independent Director</b>				
	At the beginning of the year	0	0.00	0	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
5	<b>VENKATA KRISHNAYYA NEKKANTI (w.e.f 08.08.2019) Independent Director</b>				
	At the beginning of the year	200	0.00	200	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	200	0.00	200	0.00
6	<b>CHUKKA LAKSHMI -Woman Director</b>				
	At the beginning of the year	0	0.00	0	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00

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
7	<b>PRATHIPATI PARTHASARATHI - CFO</b>				
	At the beginning of the year	1500	0.00	1500	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0.00	0.00
	At the end of the year	1500	0.00	1500	0.00
8	<b>K. KIRAN Company Secretary</b>				
	At the beginning of the year	4070	0.00	4070	0.00
	Increase/decrease in Directors shareholding during the year	70	0.00	4000	0.00
	At the end of the year	4000	0.00	4000	0.00

**DVR:**

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	<b>EMMANUEL DASI - Executive Director</b>				
	At the beginning of the year	87064	0.15	87064	0.15
	Increase/decrease in Directors shareholding during the year	941	0.05	86123	0.15
	At the end of the year	86123	0.15	86123	0.15
2	<b>SUDHEERVEGI Executive Director</b>				
	At the beginning of the year	0	0.00	0	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
3	<b>AVINASH KARINGAM Independent Director</b>				
	At the beginning of the year	100	0.00	100	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	100	0.00	100	0.00
4	<b>CHUKKA SIVA SATYA SRINIVAS (w.e.f 30.04.2019) Independent Director</b>				
	At the beginning of the year	0	0.00	0	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00

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
5	<b>VENKATA KRISHNAYYA NEKKANTI (w.e.f 08.08.2019)</b> <b>Independent Director</b>				
	At the beginning of the year	50	0.00	50	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	50	0.00	50	0.00
6	<b>CHUKKA LAKSHMI – Woman Director</b>				
	At the beginning of the year	0	0.00	0	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
7	<b>PRATHIPATI PARTHASARATHI - CFO</b>				
	At the beginning of the year	375	0.00	375	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	375	0.00	375	0.00
8	<b>K. KIRAN</b> <b>Company Secretary</b>				
	At the beginning of the year	25	0.00	25	0.00
	Increase/decrease in Directors shareholding during the year	0	0.00	0	0.00
	At the end of the year	25	0.00	0.00	0.00

**V. INDEBTEDNESS**

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

Particulars	Secured loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	3,40,06,536	-	3,40,06,536
I) Principal Amount	-			
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>3,40,06,536</b>	---	<b>3,40,06,536</b>
Change in Indebtedness during the financial year	-	-	-	-
*Addition	-	(3,40,06,536)	-	(3,40,06,536)
*Reduction	-			
<b>Net Change</b>	-	<b>(3,40,06,536)</b>	---	<b>(3,40,06,536)</b>
Indebtedness at the end of the financial year	-	---	---	---
I Principal Amount	-	---	---	---
ii) Interest due but not paid	-	---	---	---
iii) interest accrued but not due	-	---	---	---
<b>Total (i+ii+iii)</b>	-	---	---	---

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

(Rs. In Lakhs)

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager Dasi Emmanuel	Sudheer Vegi	Total Amount (Rs)
1	Gross Salary	5.94	-	5.94
	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	-	-	-
	<b>Total (A)</b>	-	-	-
	Ceiling as per the Act	42 Lakhs	42 Lakhs	42 Lakhs

**B. Remuneration to other Directors:**

S. No.	Particulars of Remuneration	A.K	C S SS	V.K.N	C.L	Total Amount (Rs)
1	Independent Directors: • Fee for attending board committee meetings • Commission • Others, Pls specify	-	-	-	-	-
	<b>TOTAL (1)</b>	-	-	-	-	-
2	Other Non- Executive Directors • Fee of attending board committee meetings • Commission • Others, Pls specify	-	-	-	-	-
	<b>TOTAL (2)</b>	-	-	-	-	-
	<b>TOTAL = (1+2)</b>	-	-	-	-	-

**C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

(Rs. In Lakhs)

S.No.	Particulars of Remuneration	Name of the Key Managerial Personnel		Total Amount (Rs)
		P.P	K Kiran	
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) of the Income Tax Act, 1961 c) Profits in lieu of salary under section 17 (3) Income Tax Act, 1961	1.02	6.96	7.98
2	Sweat Equity	—	—	—
3	Stock Options	—	—	—
4	Commission • As % of profit • Others , specify	— —	— —	— —
5	Others, Please specify <b>TOTAL</b>	<b>1.02</b>	<b>6.96</b>	<b>7.98</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL**

<b>TYPE</b>	<b>Section of the Companies Act</b>	<b>Brief Description</b>	<b>Details of Penalty / Punishment / Compounding Fees imposed</b>	<b>Authority RD/ NCLT/Court</b>	<b>Appeals made if any (give details)</b>
<b>A. Company</b>					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
<b>B. Directors</b>					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
<b>C. Other Officers in Default</b>					
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	00	0%
Whole Time Executive Directors	02	33.33%
Non-Executive and Independent Director	03	50.00%
Non-Executive and Non-Independent Director	01	16.67%
<b>Total</b>	<b>06</b>	<b>100%</b>

#### b) Attendance of each Director at the Board Meetings held during year 2018-19 and at the Last Annual General Meeting;

S I. No	Name and Designation of the Director	Board Meetings held during the year	Board Meetings Attended during the year	Attendance at Last AGM
1.	MrDasi Emmanuel	6	6	Yes
2.	MrSudheerVegi	6	6	Yes
3.	MrAvinashKaringam	6	6	Yes
4.	Mr. Chukka Siva Satya Srinivas (w.e.f 30.04.2019)	6	0	No
5.	Mr. VenkataKrishnayyaNekkanti (w.e.f 08.08.2019)	6	0	No
6.	Mrs. Chukka Lakshmi	6	6	Yes

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

Name and Designation of the Director	Board @		Committee	
	Chairmen	Director	Chairman	Member
Mr. Dasi Emmanuel	1	3	Nil	2
Mr. SudheerVegi	Nil	2	Nil	1
Mr. AvinashKaringam	Nil	2	3	1
Mr. Chukka Siva SatyaSrinivas	Nil	4	Nil	7
Mr. VenkataKrishnayyaNekkanti	Nil	2	Nil	3
Mrs. Chukka Lakshmi	Nil	3	Nil	9

@ Directorships in Foreign Companies, if any, are excluded and excluded in the reporting company.

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

The Board of Directors met 6 (Six) times during the year 2018-19 on 30.05.2018, 14.08.2018, 28.08.2018, 13.11.2018, 13.02.2019 and 14.03.2019.

**3. AUDIT COMMITTEE**

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the provisions of Regulation 18 of SEBI (LODR) Regulations. 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 Regulation 18 of SEBI (LODR) Regulations which inter alia, including the following:

- a)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.
- b) Reviewing the adequacy of internal audit functions.
- c) Reviewing the quarterly and annual financial statements before submission to the Board.
- d) Reviewing the adequacy of internal control and their compliance thereof.
- e) 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. Avinash Karingam           | Chairman |
| 2. | Mr. Chukka Siva Satya Srinivas | Member   |
| 3. | Mr. Chukka Lakshmi             | Member   |

**iii. Audit Committee Meetings during the year**

During the Financial Year 2018-19, the Audit Committee met 4 (Four) times on the following dates: 30th May, 2018, 14th August, 2018, 13th November, 2018 and 13th February 2019.

#### **4. REMUNERATION AND COMPENSATION COMMITTEE**

The composition of Nomination and Remuneration Committee is as follows:

- |    |                                |          |
|----|--------------------------------|----------|
| 1. | Mr. Avinash Karingam           | Chairman |
| 2. | Mr. Chukka Siva Satya Srinivas | Member   |
| 3. | Mr. Chukka Lakshmi             | Member   |

##### **(a) Brief description of terms of reference**

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

##### **(b) Remuneration policy**

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

#### **5. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The composition of Stakeholders / Investors Grievance Committee is as follows:

- |    |                                |          |
|----|--------------------------------|----------|
| 1. | Mr. Avinash Karingam           | Chairman |
| 2. | Mr. Dasi Emmanuel              | Member   |
| 3. | Mr. Chukka Siva Satya Srinivas | Member   |

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 2017-18 is as under.

##### **Equity:**

No. of Investor's Complaints received during the financial year 2018-19	No. of Investor's Complaints resolved during the financial year 2018-19	Investor Complaints pending at the end of financial year 2018-19
Nil	Nil	Nil

**DVR:**

No. of Investor's Complaints received during the financial year 2018-19	No. of Investor's Complaints resolved during the financial year 2018-19	Investor Complaints pending at the end of financial year 2018-19
Nil	Nil	Nil

**6. GENERAL BODY MEETING**

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

Financial year ended	Date	Venue	Time
March 31, 2018	28.09.2018	Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhra Nagar, Hyderabad-500038	10.30 A.M
March 31, 2017	29.09.2017	Moti Nagar Community Hall, Mothi Nagar CrossRoads, Borabanda, Hyderabad-500018	10.30 A.M
March 31, 2016	29.09.2016	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	10.30 A.M

**7. DISCLOSURES**

i. 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.

ii. The Company has complied with all the requirements of the Listing Agreement of the Stock exchanges as well as regulations and guidelines of SEBI. No penalties have been levied or strictures have been passed by SEBI, Stock Exchanges or any other Statutory Authority on matters relating to capital markets, in the last three years. There were no non-compliances by the company, penalties, strictures imposed on the company by Stock Exchanges or SEBI or any statutory authority, on any matter related to Capital Market during the last three financial years.

iii. The Company has complied with the requirements relating to Corporate Governance as mandated by Listing Agreements with the Stock Exchanges and also with the 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 auditor's 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 "The Financial Express" (English Language) and "Andhra Prabha" (Telugu Language) daily newspapers, intimation to Stock Exchanges as required under the Listing Agreements and through press releases.

## 9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

### 10. GENERAL SHAREHOLDERS INFORMATION:

i. Annual General Meeting:

Date : 28th September, 2019

Time : 10.00 A.M

Venue : Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhura Nagar, Hyderabad - 500 0038

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

iii. Date of Book Closure : 25th September, 2019 to 28th September, 2019 (Both days inclusive)

iv. Listing on Stock Exchange : Bombay Stock Exchange Limited and National Stock Exchange of India Limited

v. Stock Code : 531723 (BSE) and STAMPEDE (NSE); 570005 (BSE) and SCAPDVR (NSE)

vi. Market price data: High / Low during the each month in the financial year 2018-19 and performance in comparison to broad based indices, NSE's Nifty and BSE's SENSEX etc.

#### Equity:

Month & year	BSE				NSE			
	Stock (Rs)		SENSEX		Stock (Rs)		NIFTY	
	High	Low	High	Low	High	Low	High	Low
Apr-18	8.15	5.62	35213.30	32972.56	8.15	5.60	10759	10111.30
May-18	7.49	4.89	35993.53	34302.89	7.40	4.95	10929.20	10417.80
June-18	5.70	3.72	35877.41	34784.68	5.40	3.90	10893.25	10550.90
July-18	4.52	2.90	37644.59	35106.57	4.45	2.90	11366	10604.65
Aug-18	3.87	2.39	38989.65	37128.99	3.75	2.50	11706.20	11234.95
Sept-18	3.32	2.25	38934.35	35985.63	3.30	2.20	11751.80	10850.30
Oct-18	2.34	1.25	36616.64	33291.58	2.30	1.25	11035.65	10004.55
Nov-18	2.05	1.35	36389.22	34303.38	2.00	1.35	10922.45	10341.90
Dec-18	1.79	1.00	36554.99	34426.29	1.75	1.00	10963.65	10333.85
Jan-19	1.33	0.86	36701.03	35375.51	1.30	0.80	10987.45	10583.65
Feb-19	1.51	0.72	37172.18	35287.16	1.50	0.70	11118.10	10585.65
Mar-19	2.59	1.58	38748.54	35926.94	2.20	1.55	11630.35	10817

**DVR:**

Month & year	BSE				NSE			
	Stock (Rs)		SENSEX		Stock (Rs)		NIFTY	
	High	Low	High	Low	High	Low	High	Low
Apr-18	4.75	3.04	35213.30	32972.56	5.15	3.15	10759	10111.30
May-18	4.55	3.53	35993.53	34302.89	3.95	2.90	10929.20	10417.80
June-18	3.64	2.98	35877.41	34784.68	3.20	2.35	10893.25	10550.90
July-18	3.00	2.12	37644.59	35106.57	2.30	1.85	11366	10604.65
Aug-18	2.15	2.00	38989.65	37128.99	1.85	1.45	11706.20	11234.95
Sept-18	2.10	1.48	38934.35	35985.63	1.70	1.45	11751.80	10850.30
Oct-18	---	---	36616.64	33291.58	1.70	1.10	11035.65	10004.55
Nov-18	1.49	1.20	36389.22	34303.38	1.15	0.85	10922.45	10341.90
Dec-18	1.14	1.00	36554.99	34426.29	1.15	0.80	10963.65	10333.85
Jan-19	1.00	0.64	36701.03	35375.51	0.85	0.45	10987.45	10583.65
Feb-19	0.67	0.58	37172.18	35287.16	0.75	0.55	11118.10	10585.65
Mar-19	0.85	0.63	38748.54	35926.94	1.30	0.85	11630.35	10817

**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-2019):**

**Equity:**

Category	Number of Members	(%) of Total Members	Number of Equity Shares	(%) of Total Shareholding
0-500	5346	40.44	1109144	0.48
501-1000	2298	17.39	2068271	0.90
1001-2000	1730	13.09	2917030	1.27
2001-3000	742	5.61	1983524	0.87
3001-4000	375	2.84	1380101	0.60
4001-5000	468	3.54	2264086	0.99
5001-10000	831	6.29	6601581	2.88
10001-above	1428	10.80	210687463	92
<b>Total</b>	<b>13218</b>	<b>100</b>	<b>229011200</b>	<b>100</b>

**DVR:**

Category	Number of Members	(%) of Total Members	Number of Equity Shares	(%) of Total Shareholding
0-500	4430	71.33	666516	1.16
501-1000	471	7.58	368692	0.64
1001-2000	367	5.91	537920	0.94
2001-3000	194	3.12	486688	0.85
3001-4000	99	1.59	353889	0.62
4001-5000	94	1.51	450360	0.79
5001-10000	198	3.19	1471070	2.57
10001-above	358	5.76	52917665	92.43
<b>Total</b>	<b>6211</b>	<b>100</b>	<b>57252800</b>	<b>100</b>

**Dematerialization of shares and Liquidity:**

As on 31st March, 2019, Equity - 99.76% and DVR – 99.50% respectively 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: INE224E01028, ISIN: INE224E01036

**x. Address for correspondence:**

Company Secretary & Compliance Officer  
Stampede Capital Limited  
Royal Pavilion Apartment,  
H.No. 6-3-787, Flat No. 1003, Block -A, Ameerpet,  
Hyderabad - 500016 Telangana, INDIA  
Phone : 91-40 23540764/65  
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 violate 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:** 28<sup>th</sup> August 2019

**Emmanuel Dasi**  
Executive Director

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

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

**Place:** Hyderabad  
**Date:** 28<sup>th</sup> August, 2019

**For Stampede Capital Limited**  
**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, 2019, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 NAVITHA AND ASSOCIATES**

Chartered Accountants

ICAI Firm Registration Number: 012026S

**Navitha.K**

Proprietor

Membership Number: 221085

Place: Hyderabad

Date: 28<sup>th</sup> August, 2019

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- Stampede is primarily a research driven Global Trading House specialized in Data Handling, Data Processing and Data Management and also specialized in the field of commodity trading across the markets.

### Core Strengths:

- Cutting Edge Technology
- Dynamic Risk Management
- Asia Region Based and Emerging Market Knowledge
- History of Profitable Financial Performance
- World class team of Quants and Programmers.

### Low latency arbitrage:

Stampede's automated Low-latency Arbitrage environment supports in-built scalable containers to handle multiple asset classes and integrated with multi-threading parallel computing technology to run proprietary algorithms on full depth order book technology.

Tick Basis Arbitrage: Trading is by continuously placing Bids below the specified basis parameters and Asks above the specified basis parameters using O-U Stochastic Process (Ornstein-Hollenbeck), in order to balance the inventory to neutral position.

The Latency Arbitrageur (LA) in the multiple-market model operates as follows. LA first obtains current price quotes in available markets, then checks whether an arbitrage situation exists based on configured Basis Points. Denotes the best price available to Sell at  $BID = \max \{BID1, BID2\}$ , and Buy at  $ASK = \min \{ASK1, ASK2\}$  be the best price available over the exchange.

### Risk Management:

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

**Credit Risk:**

Deal with Banks, Clearing Firms, Prime of Prime

OTC trade on bilateral agreement

Covered with Insurance on trade above threshold.

**Market Risk:**

Market Neutral Strategies at any Given of Time - Hedged Positions

Non-Directional Strategies.

**Liquidity Risk:**

Trading on Liquidity

Routing Multiple Venues.

**Operational Risk:**

- Real time Hedged positions and exposures are monitored Central monitoring of network performance of hardware, application services and venues.
- Global View of Trading Strategy Events which require manual intervention to update Cancel the existing strategies.
- Risk Team monitors all activities during the live markets.

**FINANCIAL HIGHLIGHTS:**

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
<b>Revenue</b>		
Revenue from Trading	1,56,98,53,933	2,30,09,77,993
Other income	5,41,14,246	3,23,65,515
<b>Total Revenue</b>	<b>1,62,39,68,179</b>	<b>2,33,33,43,508</b>
<b>Expenses</b>		
Cost of Operations	1,55,61,61,309	2,13,28,40,830
Employee benefits expense	94,11,626	1,40,57,123
Finance Cost	43,57,090	82,39,588
Depreciation and amortisation expense	12,94,29,336	28,79,77,111
Other expenses	21,94,79,326	7,35,67,429
<b>Total Expenses</b>	<b>1,91,88,38,687</b>	<b>2,51,66,82,081</b>
<b>Profit/(loss) before exceptional, extraordinary items and tax</b>	<b>(29,48,70,508)</b>	<b>(18,33,38,573)</b>
<b>Exceptional items</b>		
Software written off	19,82,56,363	-
Loss on disposal of fixed assets	5,19,94,563	-
Foreign exchange translation reserve	(3,79,97,001)	-
<b>Profit / (loss) before extraordinary items and tax</b>	<b>(50,71,24,433)</b>	<b>(18,33,38,573)</b>
Provision for impairment in the investment of associate	89,91,860	-
Provision for impairment in the investment	1,25,00,000	-
<b>Profit / (loss) before tax</b>	<b>(52,86,16,293)</b>	<b>(18,33,38,573)</b>
<b>Tax expense:</b>		
- Current tax	(12,271)	19,23,161
- MAT Credit	-	-
- Deferred tax charge/(credit)	(69,74,591)	(2,28,66,594)
<b>Profit / (Loss) for the year before minority interest</b>	<b>(52,16,29,431)</b>	<b>(16,23,95,140)</b>
Share of Profit/(loss) of Associate	(9,25,97,981)	(34,17,15,235)
Minority Interest	-	2,52,71,713
<b>Profit / (Loss) for the year</b>	<b>(61,42,27,412)</b>	<b>(52,93,82,088)</b>
<b>Other Comprehensive Income</b>		
(i) Items that will not be reclassified to profit or loss	-	-
(ii) Items that may be reclassified to profit or loss	-	2,33,94,491
Total Other Comprehensive Income	-	2,33,94,491
Total comprehensive income for the period	(61,42,27,412)	(50,59,87,597)
Earnings per equity share		
Basic / Diluted	(2.15)	(1.85)
<b>Number of shares used in computing earnings per share</b>		
Basic / Diluted	28,62,64,000	28,62,64,000

**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.

**Cautionary Note**

Statements in the Management Discussion and Analysis outlining the Company's estimates, perceptions and expectations may be forward looking statements within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed herein above due to certain factors which may be beyond the control of the Company.

**INDEPENDENT AUDITOR'S REPORT**

**To  
The Members 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 Holding Company**”) and its subsidiaries (collectively referred to as “**the Company**” or “**the group**”), comprising of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, 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 Holding 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 of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with 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 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 thereunder.

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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the 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 Holding 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. 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 Board of 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 consolidated financial statements.

We did not audit the financial statements of the subsidiary, Stampede Technologies Pte Limited (step-down) Singapore and Longfin Corp (LFIN), USA an associate company of stampede Capital Ltd, in which Stampede has 36.89% stake, filed the Assignment for the benefit of creditors, formal bankruptcy proceedings in the Court of New jersey, USA included in the consolidated financial statements year to date, whose consolidated financial statements reflect total assets of ₹8.61lakhs, as at 31st March 2019 and total revenue of ₹225.57 lakhs as at 31st March, 2019. These interim financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion on the financial statements to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

These financial statements and other financial information have been audited by other Auditors whose report has been furnished to us by the Management and our opinion on the year ended financial results, to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

## **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 March 31, 2019, and its consolidated Profit and its consolidated Cash Flow for the year ended on that date

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

1. 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 purpose of our audit of the aforesaid consolidated financial statements;
  - b. in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
  - c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d. in our opinion, the aforesaid consolidated 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 written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a Director of that company in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Audit Report - “Annexure A”.
- g. 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:
- h. The Group Companies do not have any pending litigations which would impact its consolidated financial position.

**For Navitha And Associates**

**Chartered Accountants**

ICAI Firm Registration Number: 012026S

**Navitha.K**

Proprietor

Membership Number: 221085

Place: Hyderabad

Date: 30.04.2019

**“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of M/s STAMPEDE CAPITAL LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **M/S STAMPEDE CAPITAL LIMITED (“the Holding Company”)** as of March 31, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



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

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

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

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

### **Opinion**

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

ICAI Firm Registration Number: 012026S

### **Navitha.K**

Proprietor

Membership Number: 221085

Place: Hyderabad

Date: 30.04.2019

## Consolidated Balance sheet as at 31 March 2019

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

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, plant and equipment	2 (a)	4,82,62,226	13,83,59,812
(b) Intangible assets			
(i) Goodwill		-	-
(ii) others	2 (b)	1,76,58,214	27,51,56,591
<b>(c) Financial assets</b>			
(i) Investments			
a) Investments in associates	3	-	10,15,89,842
b) Other investments		3,75,00,100	5,00,00,100
(ii) Loans to subsidiaries			
<b>(d) Tax assets</b>			
(i) Deferred Tax Asset (net)		-	-
(ii) Current Tax Asset (Net)		1,19,25,804	1,01,89,260
<b>Total Non-current Assets</b>		<b>11,53,46,344</b>	<b>57,52,95,605</b>
<b>Current Assets</b>			
(a) Financial assets			
(i) Investments	7	69,55,948	13,58,882
(ii) Trade receivables	4	18,12,14,216	44,15,17,311
(iii) Cash and cash equivalents	5	2,63,42,662	98,42,26,772
(iv) Other financial assets	6	2,71,75,005	7,34,84,920
<b>Total Current Assets</b>		<b>24,16,87,831</b>	<b>1,50,05,87,885</b>
<b>Total Assets</b>		<b>35,70,34,175</b>	<b>2,07,58,83,490</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	8	28,62,64,000	28,62,64,000
(b) Other Equity	9	(18,17,24,350)	42,26,16,552
(c) Non controlling interest		-	-
<b>Total Equity</b>		<b>10,45,39,650</b>	<b>70,88,80,552</b>
<b>LIABILITIES</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10	2,33,14,466	1,07,68,12,722
(b) Deferred tax liabilities (Net)		49,78,710	3,58,00,884
<b>Total Non-current Liabilities</b>		<b>2,82,93,176</b>	<b>1,11,26,13,606</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	11	20,40,82,561	22,37,89,675
(ii) Other financial liabilities	12	1,94,13,019	2,96,99,024
(iii) Provisions	13	4,97,120	6,91,984
(iv) Current tax liabilities (Net)		2,08,649	2,08,649
(v) Other current liabilities		-	-
<b>Total Current Liabilities</b>		<b>22,42,01,349</b>	<b>25,43,89,332</b>
<b>Total Liabilities</b>		<b>25,24,94,525</b>	<b>1,36,70,02,938</b>
<b>Total Equity and Liabilities</b>		<b>35,70,34,175</b>	<b>2,07,58,83,490</b>

As per our report attached  
For **Navitha And Associates**  
Chartered Accountants  
Firm's registration No. 005120S

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

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

**Sudheer Vegi**  
Director  
DIN: 08070785

**Dasi Emmanuel**  
Executive Director  
DIN: 02598270

Place : Hyderabad  
Date : 30.04.2019

**Kiran. K**  
Company Secretary  
ACS: 45072

Place: Hyderabad  
Date : 30.04.2019

**Consolidated Statement of Profit and Loss for the year ended 31 March 2019**

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

Particulars	Note No.	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Revenue</b>			
Revenue from Trading	14	1,56,98,53,933	2,30,09,77,993
Other income	15	5,41,14,246	3,23,65,515
<b>Total Revenue</b>		<b>1,62,39,68,179</b>	<b>2,33,33,43,508</b>
<b>Expenses</b>			
Cost of Operations	16	1,55,61,61,309	2,13,28,40,830
Employee benefits expense	17	94,11,626	1,40,57,123
Finance Cost	18	43,57,090	82,39,588
Depreciation and amortisation expense	2 (a) & 2 (b)	12,94,29,336	28,79,77,111
Other expenses	19	21,94,79,326	7,35,67,429
<b>Total Expenses</b>		<b>1,91,88,38,687</b>	<b>2,51,66,82,081</b>
<b>Profit/(loss) before exceptional, extraordinary items and tax</b>		<b>(29,48,70,508)</b>	<b>(18,33,38,573)</b>
<b>Exceptional items</b>			
Software written off		19,82,56,363	-
Loss on disposal of fixed assets		5,19,94,563	-
Foreign exchange translation reserve		(3,79,97,001)	-
<b>Profit / (loss) before extraordinary items and tax</b>		<b>(50,71,24,433)</b>	<b>(18,33,38,573)</b>
Provision for impairment in the investment of associate		89,91,860	-
Provision for impairment in the investment		1,25,00,000	-
<b>Profit / (loss) before tax</b>		<b>(52,86,16,293)</b>	<b>(18,33,38,573)</b>
<b>Tax expense:</b>			
- Current tax		(12,271)	19,23,161
- MAT Credit		-	-
- Deferred tax charge/(credit)		(69,74,591)	(2,28,66,594)
<b>Profit / (Loss) for the year before minority interest</b>		<b>(52,16,29,431)</b>	<b>(16,23,95,140)</b>
Share of Profit/(loss) of Associate		(9,25,97,981)	(34,17,15,235)
Minority Interest		-	2,52,71,713
<b>Profit / (Loss) for the year</b>		<b>(61,42,27,412)</b>	<b>(52,93,82,088)</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss		-	-
(ii) Items that may be reclassified to profit or loss		-	2,33,94,491
<b>Total Other Comprehensive Income</b>		-	<b>2,33,94,491</b>
<b>Total comprehensive income for the period</b>		<b>(61,42,27,412)</b>	<b>(50,59,87,597)</b>
<b>Earnings per equity share</b>			
Basic / Diluted		(2.15)	(1.85)
<b>Number of shares used in computing earnings per share</b>			
Basic / Diluted		28,62,64,000	28,62,64,000
<b>Notes forming part of the financial statements</b>	<b>1-28</b>		

As per our report attached  
For **Navitha And Associates**  
Chartered Accountants  
Firm's registration No. 005120S

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

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

**Sudheer Vegi**  
Director  
DIN: 08070785

**Dasi Emmanuel**  
Executive Director  
DIN: 02598270

Place : Hyderabad  
Date : 30.04.2019

**Kiran. K**  
Company Secretary  
ACS: 45072

Place: Hyderabad  
Date : 30.04.2019

**Consolidated Cash Flow Statement for the year ended 31 March, 2019**  
(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Note No.	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>I. Cash flow from / (used in) Operating Activities:</b>			
Net Profit / (Loss) before tax		(52,86,16,293)	(18,33,38,573)
Adjustments for:			
Depreciation		12,94,29,336	28,79,77,111
Unrealised foreign exchange gain		(3,79,97,001)	3,62,67,380
Creditors written back		(4,66,35,695)	-
Baddebts / advances written off		18,99,01,240	49,19,518
Disinvestment of subsidiary		-	(33,40,52,314)
Provision for impairment in investment		1,25,00,000	-
Share of Loss of Associate		9,25,97,981	34,17,15,235
Loss on sale of fixed assets / amortisation of software		25,02,50,926	-
Provision for impairment in investment of Associate		89,91,860	-
Interest Income		(74,78,551)	(3,23,50,803)
Interest expense		43,57,090	82,39,588
		59,59,17,186	31,27,15,715
<b>Operating Profit / (Loss) before Working Capital changes</b>		<b>6,73,00,893</b>	<b>12,93,77,142</b>
<b>Adjustments for working capital changes:</b>			
(Increase) / Decrease in trade receivables		26,03,03,095	91,37,50,047
Increase / (Decrease) in trade payables		(1,97,07,114)	(42,55,26,085)
(Increase) / Decrease in Short-term loans and advances		4,63,09,914	5,75,62,994
Increase / (Decrease) in Other current liabilities and provisions		(1,04,80,869)	2,23,77,293
Foreign currency translation reserve		(22,73,30,374)	(60,45,89,402)
Increase / (Decrease) in Other current assets		(55,97,066)	-
Cash generated from / (used in) Operations		11,07,98,479	9,29,51,989
Less: Direct taxes paid		17,36,543	(66,96,708)
<b>Net Cash flow from / (used in) Operating Activities</b>		<b>11,25,35,022</b>	<b>8,62,55,281</b>
<b>II. Cash flow from / (used in) Investing Activities:</b>			
Purchase of fixed assets		(2,00,42,336)	(27,33,51,679)
Interest received		74,78,551	3,23,50,803
<b>Net Cash flow from / (Used in) Investing Activities</b>		<b>(1,25,63,785)</b>	<b>(24,10,00,876)</b>
<b>III. Cash flow from / (used in) Financing Activities:</b>			
Short Term Borrowings (net)		(1,05,34,98,256)	90,50,78,686
Interest paid		(43,57,090)	(82,39,588)
<b>Net Cash flow from / (used in) Financing Activities</b>		<b>(1,05,78,55,346)</b>	<b>89,68,39,098</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>		<b>(95,78,84,109)</b>	<b>74,20,93,503</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	8	<b>98,42,26,771</b>	<b>24,21,33,268</b>
<b>Cash and Cash Equivalents at the end of the year</b>	8	<b>2,63,42,662</b>	<b>98,42,26,771</b>
Notes forming part of the financial statements	1-28		

As per our report attached  
For **Navitha And Associates**  
Chartered Accountants  
Firm's registration No. 005120S

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

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

**Sudheer Vegi**  
Director  
DIN: 08070785

**Dasi Emmanuel**  
Executive Director  
DIN: 02598270

Place : Hyderabad  
Date : 30.04.2019

**Kiran. K**  
Company Secretary  
ACS: 45072

Place: Hyderabad  
Date : 30.04.2019

## **Note 1: Significant Accounting Policies**

### **Company Overview**

Stampede Capital Limited (Parent), together with its subsidiaries (collectively, the Company or the group) Stampede Enterprises India Pvt Ltd (formerly Stampede Cloud Services Private Limited), Stampede Technologies Pte. Ltd.(step-down) Singapore.

Longfin Corp (LFIN), USA an associate company of Stampede Capital Ltd, in which Stampede has 37.14% stake, filed the Assignment for the benefit of Creditors, formal bankruptcy proceedings in the Court of New Jersey, USA.

#### **a) Basis of preparation of Consolidated Financial Statements**

##### **(a) Statement of compliance**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

##### **(b) Basis of preparation**

These consolidated financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

##### **(c) Basis of consolidation**

The Company consolidates all entities which are controlled by it. The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity’s returns by using its power over relevant activities of the entity. Entities controlled by the Company are consolidated from the date control commences until the date control ceases.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation. Changes in the Company’s interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company’s interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the Company.

##### **(d) Business combinations**

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the statement of profit and loss as incurred. The acquiree’s identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve. The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries. Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

**(e) Use of estimates and judgements**

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Key source of estimation of uncertainty at the date of consolidated financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of goodwill, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions, contingent liabilities and fair value measurements of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

**b) 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 counter party, 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.

**c) Fixed Assets and Depreciation**

**Tangible asset and capital work-in-progress**

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed asset that are not yet ready for their intended use at the reporting date.

**Intangible asset**

Intangible assets are recorded at the consideration paid for acquisition of such asset under carried at cost less accumulated amortization and impairment.

**Depreciation and Amortization**

Depreciation on tangible and intangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the other fixed assets as follows:

Particulars	(No of years)		
	Stampede Capital Limited	Stampede Enterprises India Pvt Ltd	Stampede Technologies Pvt Ltd
Servers and data processing equipment	6	6	4
Computers	3	3	4
Furniture and fixtures	10	10	4
Vehicles	8	8	5
Intangible assets	5	5	4

**d) Investments**

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

**d) Investments**

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

**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 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.

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.

**h) Revenue Recognition**

- i. Revenue from broking activities is accounted on the trade date of transaction.
- ii. Gains / loss, on investments in options and futures, both equity stock and index, being the difference between the contracted rate and the rate on the settlement or sale date, whichever is earlier is recognized in the Profit and Loss Account on settlement / sale.
- iii. Revenue from services consist primarily of revenue earned from technology 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. Sale of goods  
Revenue from sale of goods is recognised upon the transfer of significant risks and rewards of ownership of the goods to the customer. Revenue is not recognized to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.
- v. 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 Consolidated financial statements for the year ended 31 March 2019**  
 (All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 2 (a) : Property, Plant and Equipment**

Particulars	Buildings	Servers	Desktops and Laptops	Furniture and fixtures	Office equipments	Vehicles	Total
<b>Gross carrying value :</b>							
As at 01 April 2018	-	33,21,40,049	23,71,689	32,08,345	8,57,390	30,88,693	34,16,66,166
Additions	1,79,75,500	-	-	-	-	20,66,836	2,00,42,336
Transfer through sale	-	-	-	-	-	-	-
Disposals	-	(21,23,18,490)	-	-	-	-	(21,23,18,490)
Translation exchange difference	-	-	-	-	-	-	-
As at 31 March 2019	1,79,75,500	11,98,21,559	23,71,689	32,08,345	8,57,390	51,55,529	14,93,90,012
<b>Accumulated Depreciation :</b>							
As at 01 April 2018	-	19,68,35,251	23,71,689	16,00,030	6,72,102	18,27,282	20,33,06,354
Depreciation Charge for the year	1,77,670	5,73,08,745	-	1,78,384	61,304	2,99,947	5,80,26,050
Transfer through sale	-	-	-	-	-	-	-
Disposals	-	(17,56,46,965)	-	-	-	-	(17,56,46,965)
Translation exchange difference	-	1,54,42,347	-	-	-	-	1,54,42,347
As at 31 March 2019	1,77,670	9,39,39,378	23,71,689	17,78,414	7,33,406	21,27,229	10,11,27,786
<b>Net Carrying Value :</b>							
As at 31 March 2019	1,77,97,830	2,58,82,181	-	14,29,931	1,23,984	30,28,300	4,82,62,226
Previous Year	-	44,87,54,266	3,85,303	17,86,697	2,19,398	16,26,412	45,27,72,076

**Note No 2 (b) : Goodwill and Other Intangible Assets**

Particulars	Computer software	Goodwill	Copy rights	Total
<b>Gross carrying value :</b>				
As at 01 April 2018	56,50,58,447	10,05,41,210	1,41,900	66,57,41,557
Additions	-	-	-	-
Transfer through sale	-	-	-	-
Disposals	(47,83,10,670)	-	-	(47,83,10,670)
Translation exchange difference	-	-	-	-
As at 31 March 2019	8,67,47,777	10,05,41,210	1,41,900	18,74,30,887
<b>Accumulated Depreciation :</b>				
As at 01 April 2018	28,99,01,856	10,05,41,210	1,41,900	39,05,84,966
Depreciation Charge for the year	7,14,03,285	-	-	7,14,03,285
Transfer through sale	-	-	-	-
Disposals	(29,22,37,909)	-	-	(29,22,37,909)
Translation exchange difference	22,331	-	-	22,331
As at 31 March 2019	6,90,89,563	10,05,41,210	1,41,900	16,97,72,673
<b>Net Carrying Value :</b>				
As at 31 March 2019	1,76,58,214	-	-	1,76,58,214
Previous Year	56,58,61,552	-	-	56,58,61,552

**Notes to Consolidated financial statements for the year ended 31 March 2019**  
(All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 3 : Investments**

Particulars	As at 31 March 2019	As at 31 March 2018
<b>(A) Investment in Associates</b>		
- Investment in Longfin Corp, USA (27,500,000 Class A Common stock of \$ 0.00001 each, in NASDAQ quoted stock, Market Price as on 31 March 2018 Rs 309,170.40 lakhs (Market price \$17.26 Per share)	10,15,89,842	44,33,05,077
<b>Less : Share of loss for the year</b>	(9,25,97,982)	(34,17,15,235)
<b>Less : Provision for diminution in value of investment</b>	(89,91,860)	-
	<b>-</b>	<b>10,15,89,842</b>
<b>(B) Investment in Others</b>		
- Investment in Hero Wiretext Pvt Ltd 1,66,667 shares @ ₹100/- each at premium of ₹200 each (Previous year ₹ 50,000,100 )	5,00,00,100	5,00,00,100
<b>Less : Provision for diminution in value of investment</b>	(1,25,00,000)	-
	3,75,00,100	5,00,00,100
	<b>3,75,00,100</b>	<b>15,15,89,942</b>

**Current Assets**

**Note No 4 : Trade receivables**

Particulars	As at 31 March 2019	As at 31 March 2018
- Outstanding for more than six months	18,12,14,216	-
- Others	-	44,15,17,311
	<b>18,12,14,216</b>	<b>44,15,17,311</b>

**Note No 5 : Cash and cash equivalents**

Particulars	As at 31 March 2019	As at 31 March 2018
Cash on hand	1,21,218	3,68,245
Balance with banks		
- in current accounts	1,79,46,444	41,83,527
Other Bank balances		
- Bank deposits with less than 12 months maturity	82,75,000	97,96,75,000
	<b>2,63,42,662</b>	<b>98,42,26,772</b>

**Note No 6 : Other financial assets**

Particulars	As at 31 March 2019	As at 31 March 2018
Unsecured, considered good:		
Loans and advances	88,59,900	4,43,43,041
Interest receivable	-	60,58,771
Rent receivable	27,000	-
Prepaid expenses	1,64,965	7,02,011
TDS Receivable	18,18,377	36,23,825
Service tax receivable	17,66,585	17,66,585
Security deposits	1,23,25,818	1,58,36,400
GST, net	22,12,360	11,54,287
	<b>2,71,75,005</b>	<b>7,34,84,920</b>

**Notes to financial statements for the year ended 31 March 2019**

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

**Note No 7 : Investments**

Particulars	Type	As at 31 March 2019			As at 31 March 2018		
		Number of Units	Cost per unit	Amount in ₹	Number of Units	Cost per unit	Amount in ₹
HDFC Bank	Equity shares	942	1,442.55	13,58,882	942	1,442.55	13,58,882
Goldman Sachs Mutual Fund (CPSE)	Mutual Funds	17,861	27.12	4,84,390	-	-	-
Reliance ETF Liquid Bees	Liquid bees	5,083	1,000.00	50,83,000	-	-	-
NTPC	Equity shares	15	135.95	2,039	-	-	-
Steel Authority Of India Limited (SAIL)	Equity shares	487	56.75	27,637	-	-	-
<b>Total current investments</b>				<b>69,55,948</b>			<b>13,58,882</b>
Aggregate amount of market value		-	-	<b>77,82,134</b>	-	-	<b>17,00,969</b>
Aggregate amount of impairment in value of investments		-	-	-	-	-	-

**Note No 8 : Share Capital**

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Authorised:</b>		
<b>Equity shares</b>		
34,00,00,000 equity shares of ₹ 1/- each (Previous year)		
25,00,00,000 shares of ₹ 1/- each	34,00,00,000	34,00,00,000
	<b>34,00,00,000</b>	<b>34,00,00,000</b>
<b>Issued, subscribed and paid-up:</b>		
<b>Equity shares</b>		
22,90,11,200 equity shares of ₹ 1/- each, (previous year: 22,81,36,200 shares of ₹ 1/- each)	22,90,11,200	22,90,11,200
5,72,52,800 differential voiting right shares of ₹ 1/- each (previous year: Nill)	5,72,52,800	5,72,52,800
	<b>28,62,64,000</b>	<b>28,62,64,000</b>

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

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	22,90,11,200	22,90,11,200	22,90,11,200	22,90,11,200
Shares Issued during the year	-	-	-	-
Bonus Shares	-	-	-	-
Shares outstanding at the end of the year	<b>22,90,11,200</b>	<b>22,90,11,200</b>	<b>22,90,11,200</b>	<b>22,90,11,200</b>

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

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	5,72,52,800	5,72,52,800	5,72,52,800	5,72,52,800
Shares Issued during the year	-	-	-	-
Bonus Shares	-	-	-	-
Shares outstanding at the end of the year	<b>5,72,52,800</b>	<b>5,72,52,800</b>	<b>5,72,52,800</b>	<b>5,72,52,800</b>

**Notes to Consolidated financial statements for the year ended 31 March 2019**  
 (All amounts in Indian rupees, except share data and where otherwise stated)

**Note No 9 : Other Equity**

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Securities Premium Account</b>		
Balance at the beginning of the year	27,85,25,115	27,85,25,115
Add: Additions during the year	-	-
Less : Issued Bonus shares *	-	-
Balance at the end of the year	<b>27,85,25,115</b>	<b>27,85,25,115</b>
<b>Balance in the statement of profit and loss account</b>		
Balance at the beginning of the year	15,39,77,947	77,02,60,745
Changes in accounting policy	-	(5,95,008)
Less Bouns shares Issued	-	-
Less: Transferred on account of dilution of investment in subsidiary	-	(8,64,42,086)
Add : Transfer on account of sale of subsidiary	-	1,36,384
Less Minority Interest	-	(2,52,71,713)
Add Share of profit of Associate	(9,25,97,981)	(34,17,15,235)
Add: Profit / (loss) for the year	(52,16,29,431)	(16,23,95,140)
Balance at the end of the year	<b>(46,02,49,465)</b>	<b>15,39,77,947</b>
<b>Foreign currency translation reserve</b>		
Balance at the beginning of the year	(98,86,509)	31,33,88,217
Less: Transferred on account of dilution of investment in subsidiary	-	(34,66,69,218)
Add/Less: Translation of foreign subsidiaries with non-integral operations	4,78,83,510	2,33,94,491
Balance at the end of the year	<b>3,79,97,001</b>	<b>(98,86,510)</b>
Less Charged to profit and loss account	(3,79,97,001)	-
	-	<b>(98,86,510)</b>
	<b>(18,17,24,350)</b>	<b>42,26,16,552</b>

**Note No 10 : Borrowings**

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Secured Loans</b>		
Secured Loan SBM	13,71,830	95,66,71,186
Loan from Bank of Maritius (Unsecured loan taken )	-	-
Usha Rani Meenavalli	2,19,42,636	12,01,41,536
	<b>2,33,14,466</b>	<b>1,07,68,12,722</b>

**Note No 11 : Trade payables**

Particulars	As at 31 March 2019	As at 31 March 2018
Trade payables		
- Amounts due to Micro, Small and Medium Enterprises	-	-
- Others	20,40,82,561	22,37,89,675
	<b>20,40,82,561</b>	<b>22,37,89,675</b>

**Note No 12 : Other financial liabilities**

<b>Particulars</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Advance received	-	97,73,889
Salaries payable	11,20,849	3,60,272
Margin money	1,33,37,223	4,46,787
Other current liabilities	37,54,078	1,25,04,294
Provision for expenses	8,89,711	63,45,200
TDS Payables	3,11,158	2,68,582
	<b>1,94,13,019</b>	<b>2,96,99,024</b>

**Note No 13 : Provisions**

<b>Particulars</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Provision for Gratuity	4,52,877	6,10,320
Provision for Leave Encashment	44,243	81,664
	<b>4,97,120</b>	<b>6,91,984</b>

**Note No 14 : Revenue**

<b>Particulars</b>	<b>For the year ended 31 March 2019</b>	<b>For the year ended 31 March 2018</b>
- Brokerage Revenue	2,23,982	16,342
- Revenue from Trading	1,56,96,29,951	2,30,09,61,651
	<b>1,56,98,53,933</b>	<b>2,30,09,77,993</b>

**Note No 15 : Other Income**

<b>Particulars</b>	<b>For the year ended 31 March 2019</b>	<b>For the year ended 31 March 2018</b>
Interest Income	74,78,551	3,23,50,803
Creditors written back	4,66,35,695	-
Foreign Exchange Gain	-	14,712
	<b>5,41,14,246</b>	<b>3,23,65,515</b>

**Note No 16 : Cost of Operations**

<b>Particulars</b>	<b>For the year ended 31 March 2019</b>	<b>For the year ended 31 March 2018</b>
Trading Expenses	1,55,55,27,890	2,12,37,53,175
Colocation Expenses	6,33,419	75,11,453
Computer Maintenance	-	15,76,203
	<b>1,55,61,61,309</b>	<b>2,13,28,40,831</b>

**Note No 17 : Employee benefits expense**

<b>Particulars</b>	<b>For the year ended 31 March 2019</b>	<b>For the year ended 31 March 2018</b>
Salaries and allowances	83,79,908	1,34,27,171
Contribution to provident fund and esic	4,79,186	4,73,575
Staff welfare expenses	7,97,396	1,56,377
Gratuity and leave encashment	(2,44,864)	-
	<b>94,11,626</b>	<b>1,40,57,123</b>

**Note No 18 : Finance Cost**

<b>Particulars</b>	<b>For the year ended 31 March 2019</b>	<b>For the year ended 31 March 2018</b>
Interest expense	43,57,090	82,39,588
	<b>43,57,090</b>	<b>82,39,588</b>

**Note No 19 : Other expenses**

<b>Particulars</b>	<b>For the year ended 31 March 2019</b>	<b>For the year ended 31 March 2018</b>
Travelling and conveyance	57,23,122	83,07,022
Vehicle Maintenance	3,84,366	2,69,781
Rates and taxes	-	4,33,865
Legal and professional charges	23,76,583	54,49,754
Rent	34,55,786	39,91,399
Auditors' Remuneration		
- Audit Fee	7,07,078	7,78,228
- Tax Audit Fee	1,05,000	1,00,000
Communication expenses	2,49,035	1,89,505
Software maintenance	56,500	3,28,536
Bank Charges	2,55,203	16,55,571
LC Processing charges	5,000	26,39,701
Electricity Charges and Maintenance	9,28,889	12,94,203
Printing and stationery	42,713	1,77,110
Subscription charges	21,200	47,703
Miscellaneous Expenses	17,09,662	53,24,480
Foreign exchange loss	1,16,31,318	3,62,82,092
Advances written off	3,38,21,952	-
Baddebts written off	15,60,79,289	49,19,518
Office Maintenance	19,26,630	13,78,961
	<b>21,94,79,326</b>	<b>7,35,67,429</b>



**Notes to Consolidated financial statements for the year ended 31 March 2019**

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

**Note 20 Segment Information**

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

**Note 21 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, 2019 comprises of:

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Deferred tax asset:</b>		
On Carried forward losses	-	1,95,73,175
On Gratuity and Leave Encashment	-	1,47,831
Interest on unwinding of Assets	-	2,42,230
<b>Deferred tax asset (liability):</b>	-	-
On Excess/(short) depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	-	(5,57,64,120)
<b>Deferred tax asset / (liability), net</b>	-	<b>(3,58,00,884)</b>

\* In view of carry forward of losses under tax laws in the current period, the Company is unable to demonstrate virtual certainty as required by the Explanation in Ind AS 12 'Accounting for taxes on income'. Accordingly, no deferred tax asset has been recognized as at the year-end as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**Note 22 Leases**

The company has operating lease for office premise, which is renewable on periodical basis and cancellable 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 2019	For the year ended 31 March 2018
Not later than one year	19,80,000	19,80,000
Later than one year and not later than five years	20,40,000	Nil
Later than five years	Nil	Nil

**Note 23 Auditors Remuneration**

Particulars	As at 31 March 2019	As at 31 March 2018
Statutory audit fees	7,07,078	7,78,228
Other services	1,05,000	1,00,000
Out of pocket expenses	4,779	2,500
<b>Total</b>	<b>8,16,857</b>	<b>8,80,728</b>

**Note 24 Amounts payable to Micro, Small and Medium enterprises**

Disclosure under Section 22 of the Micro, Small and Medium enterprises Development Act, 2006 (MSMED) Based on the information available with the Company, no creditors have been identified as "supplier" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006".

**Note 25 Related Party Disclosures**

**A. List of related parties**

- |   |  |
|---|--|
| i) Subsidiaries   | <ul style="list-style-type: none"> <li>1. Stampede Enterprises India Private Limited (wholly owned)</li> <li>2. Stampede Technologies Pte. Limited (step down)</li> </ul>  |
| ii) Entities in which directors are interested          | <ul style="list-style-type: none"> <li>1. Proseed India Limited (formerly Green Fire Agri Commodities Ltd)</li> <li>2. Kling Enterprises Limited (formerly Kling Holdings Ltd.)</li> <li>3. SpaceNet Enterprises India Limited (formerly Northgate Comtech Ltd)</li> <li>4. Meridian Enterprises Pte Limited, Singapore</li> </ul> |
| iii) Key Managerial Personnel                           | <ul style="list-style-type: none"> <li>1. Mr. P.Parthasarathi, CFO</li> <li>2. Mr. Dasi Emmanuel, Executive Director</li> <li>3. Mr. Sudheer Vegi, Executive Director</li> </ul>   |
| iv) Persons having Substantial Interest in Voting Power | <ul style="list-style-type: none"> <li>Mrs. M. Usha Rani</li> </ul>  |

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

Name of the personnel	Relationship
Mr. K. Avinash	Non Executive Independent Director
Mrs. Chukka Lakshmi	Non Executive Non Independent Women Director
Mr. Venkata Krishnayya Nekkanti	Non Executive Independent Director (w.e.f 08.08.2019)
Mr. Shiva Satya Srinivas Chukka	Non Executive Independent Director (w.e.f 30.04.2019)
Mr. Satya Srikanth Karaturi	Non Executive Independent Director

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

Name of the Related party	Nature of the Transactions	2018-19		2017-18	
		Amount	Balance outstanding as	Amount	Balance outstanding as on
Stampede Enterprises India Private Limited	Investment in WOS	-	-	-	5,00,99,990
	Unsecured Loan Given(net)	7,21,14,636	1,25,02,420	2,79,44,000	8,46,17,056
	<u>Client Transactions:</u>				
	Margin Money Received	77,85,000	14,43,638	-	-
	Margin Money Returned	63,41,362	-	-	-
	Brokerage / Commission earned	34,471	-	-	-
Stampede Technologies Pte. Ltd.	Share Application Money paid	-	-	1,36,91,771	-
	Allotment of Share Capital	1,05,47,275	11,05,32,079	-	9,99,84,804
Stampede Tradex Pte. Ltd.	Sale of Commodity	-	-	32,39,27,215	-
	Purchase of Commodity	15,31,39,722	-	47,70,66,937	(15,31,39,722)
	Advance	-	-	22,42,252	-
Meridian Enterprises Pte Limited	Rent Expenses	13,89,354	-	6,16,238	13,89,354
	Sale of Commodity	18,39,85,635	27,71,542	52,05,27,263	-
	Advance received	58,62,285	-	-	58,62,285
Longfin Corp	Purchase of commodity	-	-	39,51,36,204	-
	Investment	-	-	10,15,89,842	-
Longcom India Private Limited	Advance Given(net)	85,50,000	81,50,000	30,00,000	-
	<u>Client Transactions:</u>				
	Margin Money Received	53,69,212	-	-	-
	Margin Money Returned	53,69,212	-	-	-
	Brokerage / Commission earned	13,280	-	-	-
Kling Enterprises India Limited	<u>Client Transactions:</u>				
	Margin Money Received	5,00,000	-	-	-
	Margin Money Returned	5,00,000	-	-	-
	Brokerage / Commission earned	83	-	-	-
	Advance given	4,96,20,000	-	20,27,000	-
Usha Rani Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	4,14,00,000	1,91,46,790	93,920	-
	Margin Money Returned	2,22,53,210	-	-	-
	Brokerage / Commission earned	57,326	-	-	-
	<u>Other Transactions:</u>				
	Unsecured Loan Received	14,30,76,900	2,19,42,636	4,17,20,000	3,40,06,536
	Unsecured Loan Returned	12,11,34,264	-	9,57,12,500	-
	Rent Paid	15,01,200	-	12,00,000	-
Emmanuel Dasi	Managerial Remuneration	5,94,000	-	-	-
Prathipati Parthasarathi	Managerial Remuneration	1,02,600	-	4,24,500	-

**Note 26 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	14,92,400	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, 2019 and 31 March, 2018 are given below:

Particulars	As at 31 March 2019 2011 ESOP Plan	As at 31 March 2018 2011 ESOP Plan
Options Outstanding at the beginning of the year	-	42,31,500
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	-	-
Options Expired during the year	-	42,31,500
Options Outstanding at the end of the year	-	-
Options Exercisable at the end of the year	-	-

#### Note 27 Earnings Per Share

Particulars	As at 31 March 2019	As at 31 March 2018
Profit / (Loss) after tax	(61,42,27,412)	(52,93,82,088)
Profit / (Loss) after tax (excluding extraordinary items)	(61,42,27,412)	(52,93,82,088)
Weighted average number of Equity shares outstanding during the year	28,62,64,000	28,62,64,000
Nominal value of Equity share	1.00	1.00
Earnings / (Loss) per share	(2.15)	(1.85)
Earnings / (Loss) per share (excluding extraordinary items)	(2.15)	(1.85)

#### Note 28

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

As per our report attached  
For **Navitha And Associates**  
Chartered Accountants  
Firm's registration No. 005120S

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

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

**Sudheer Vegi**  
Director  
DIN: 08070785

**Dasi Emmanuel**  
Executive Director  
DIN: 02598270

Place : Hyderabad  
Date : 30.04.2019

**Kiran. K**  
Company Secretary  
ACS: 45072

Place: Hyderabad  
Date : 30.04.2019

**INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS**

**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 March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year ended therein, 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 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. 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 March 31, 2019, and its Loss and its Cash Flow for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 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 purpose 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 March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" and
  - g) 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 does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were, required to be transferred, to the Investor Education and Protection Fund by the Company.

### For Navitha And Associates

#### Chartered Accountants

ICAI Firm Registration Number: 012026S

#### Navitha.K

Proprietor

Membership Number: 221085

Place: Hyderabad

Date: 30.04.2019

**“Annexure A” referred to in the Independent Auditors’ Report to the shareholders of M/s Stampede Capital Limited on the accounts for the year ended 31st March 2019**

- i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (a) The Fixed Assets have been physically verified by the management in a phased manner, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - (b) In our opinion and according to the information and explanations given to us, the Company does not hold any immovable property and thus Paragraph 3(i)(c) of the order is not applicable.
- ii) The company does not hold any physical inventories. Accordingly, matters specified in clause (ii) of paragraph 3 of the Order do not apply to the Company.
- iii) According to the information and explanation given to us, the company has not granted loans to companies firms, other parties covered under the register maintained under section 189 of the Companies Act 2013.
- iv) In our opinion and according to the information and explanations given to us, the company has not given any loans, made any investments, provided any guarantees, and given any security to which the provisions of section 185 and 186 of the Companies Act, 2013 are applicable.
- v) According to information and explanation given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (v) of Paragraph 3 of the Order are not applicable to the Company.
- vi) According to information and explanation given to us, the maintenance of Cost Records has not been prescribed by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii)
  - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, Cess and any other statutory dues applicable to the company have been paid generally regularly with the appropriate authorities during the year, except for few delays. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 which are outstanding for more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there are no dues of Sales tax which have not been deposited with the appropriate authorities on account of any dispute. However, the following dues of Income-tax, Service tax, Value added tax and Duty of excise have not been deposited by the Company except as stated hereunder:-

- viii) In our opinion and according to the information and explanations given to us, the Company did not avail any loan either from banks/financial institutions or issued any debentures during the current year.
- ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans
- x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi) Based upon the audit procedures performed and the information and explanations given by the management, the company has not paid any managerial remuneration during the year under review and hence provisions of Sec 197 read with Schedule V to the Companies Act does not apply.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii) According to information and explanation given to us and the records of the Company examined by us, transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as applicable.
- xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order is not applicable to the Company and hence not commented upon.
- xvi) In our opinion, the company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934.

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

ICAI Firm Registration Number: 012026S

**Navitha.K**

Proprietor

Membership Number: 221085

Place: Hyderabad

Date: 30.04.2019



**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/s Stampede Capital Limited****Report on the internal financial controls under clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of M/s Stampede Capital Limited (the Company) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

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

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

ICAI Firm Registration Number: 012026S

### **Navitha.K**

Proprietor

Membership Number: 221085

Place:Hyderabad

Date: 30.04.2019

**Balance sheet as at 31 March 2019**

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

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, plant and equipment	2 (a)	1,74,73,504	2,92,46,045
<b>(b) Intangible assets</b>			
(i) Goodwill		-	-
(ii) others	2 (b)	50,57,577	99,86,055
<b>(c) Financial assets</b>			
(i) Investments	3		
a) Investments in associates		-	25,64,21,009
b) Investments in subsidiaries		-	5,00,99,990
c) Other investments		3,75,00,100	5,00,00,100
(ii) Loans to subsidiaries		-	8,46,17,056
(iii) Other Advances		-	2,24,24,252
<b>(d) Tax assets</b>			
(i) Deferred Tax Asset (net)		-	1,04,05,934
(ii) Current Tax Asset (Net)		65,07,051	65,07,051
<b>Total Non-current Assets</b>		<b>6,65,38,232</b>	<b>51,97,07,492</b>
<b>Current Assets</b>			
(a) Financial assets			
(i) Investments	6	69,55,948	13,58,882
(ii) Cash and cash equivalents	4	2,19,32,126	79,96,294
(iii) Other financial assets	5	3,76,68,718	3,05,81,149
<b>Total Current Assets</b>		<b>6,65,56,792</b>	<b>3,99,36,325</b>
<b>Total Assets</b>		<b>13,30,95,024</b>	<b>55,96,43,817</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	7 (a)	28,62,64,000	28,62,64,000
(b) Other Equity	7 (b)	(17,29,22,659)	23,67,58,942
<b>Total Equity</b>		<b>11,33,41,341</b>	<b>52,30,22,942</b>
<b>LIABILITIES</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	8	-	3,40,06,536
<b>Total Non-current Liabilities</b>		<b>-</b>	<b>3,40,06,536</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	9	1,90,47,914	19,58,570
(ii) Provisions	10	7,05,769	6,55,769
<b>Total Current Liabilities</b>		<b>1,97,53,683</b>	<b>26,14,339</b>
<b>Total Liabilities</b>		<b>1,97,53,683</b>	<b>3,66,20,875</b>
<b>Total Equity and Liabilities</b>		<b>13,30,95,024</b>	<b>55,96,43,817</b>
<b>Notes forming part of the financial statements</b>	1 to 26		

As per our report attached  
For **Navitha And Associates**  
Chartered Accountants  
Firm's registration No. 005120S

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

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

**Sudheer Vegi**  
Director  
DIN: 08070785

**Dasi Emmanuel**  
Executive Director  
DIN: 02598270

Place : Hyderabad  
Date : 30.04.2019

**Kiran. K**  
Company Secretary  
ACS: 45072

Place: Hyderabad  
Date : 30.04.2019

**Statement of Profit and Loss for the year ended 31 March 2019**

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

Particulars	Note No.	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Revenue</b>			
Revenue from Trading	11	77,28,80,843	4,15,67,933
Other income	12	8,73,288	11,74,701
<b>Total Revenue</b>		<b>77,37,54,131</b>	<b>4,27,42,634</b>
<b>Expenses</b>			
Cost of operations	13	77,89,30,667	4,30,78,146
Employee benefits expense	14	94,15,895	83,31,354
Finance Cost		(7,83,916)	(4,87,349)
Depreciation and amortisation expense	2(a) & 2(b)	1,67,01,019	1,69,48,430
Other expenses	15	4,97,45,134	1,91,09,129
<b>Total Expenses</b>		<b>85,40,08,799</b>	<b>8,69,79,710</b>
<b>Profit before extraordinary items and tax</b>		<b>(8,02,54,668)</b>	<b>(4,42,37,076)</b>
Provision for diminution in the value of investment in associate		25,64,21,009	-
Provision for diminution in the value of investment in wholly owned subsidiary		5,00,99,990	-
Provision for diminution in the value of investments		1,25,00,000	-
<b>Profit before tax</b>		<b>(39,92,75,667)</b>	<b>(4,42,37,076)</b>
<b>Tax expense:</b>			
- Current tax		-	-
- MAT credit		-	-
- Deferred tax charge/(credit)		1,04,05,934	6,63,177
<b>Profit for the period</b>		<b>(40,96,81,601)</b>	<b>(4,49,00,253)</b>
<b>Other Comprehensive Income</b>			
(A) Items that will not be reclassified to profit or loss		-	-
(B) Items that may be reclassified to profit or loss		-	-
<b>Total other comprehensive income ((A) + (B))</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>(40,96,81,601)</b>	<b>(4,49,00,253)</b>
<b>Earnings per equity share</b>			
Basic / Diluted	23	(1.431)	(0.157)
<b>Number of shares used in computing earnings per share</b>			
Basic /Diluted		28,62,64,000	28,62,64,000
<b>Notes forming part of the financial statements</b>	1 to 26		

As per our report attached  
For **Navitha And Associates**  
Chartered Accountants  
Firm's registration No. 005120S

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

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

**Sudheer Vegi**  
Director  
DIN: 08070785

**Dasi Emmanuel**  
Executive Director  
DIN: 02598270

Place : Hyderabad  
Date : 30.04.2019

**Kiran. K**  
Company Secretary  
ACS: 45072

Place: Hyderabad  
Date : 30.04.2019

**Cash Flow Statement for the year ended 31 March 2019**

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

Particulars	Note No.	For the year ended 31 March 2019		For the year ended 31 March 2018	
<b>A. Cash flow from / (used in) Operating Activities:</b>					
Net Profit/(Loss) before tax			(39,92,75,667)		(4,42,37,076)
Adjustments for:					
Depreciation		1,67,01,019		1,69,48,430	
Interest earned		(8,73,288)		(11,74,700)	
Provision for invstment		31,90,20,999			
Interest expense		-	33,48,48,730	-	1,57,73,730
<b>Operating profit / (loss) before working capital changes</b>			<b>(6,44,26,937)</b>		<b>(2,84,63,346)</b>
<b>Adjustments for working capital changes:</b>					
Increase / (Decrease) in Current liabilities and provisions		1,71,39,344		(10,21,455)	
(Increase) / Decrease in Short-term loans and advances		9,43,56,673	11,14,96,017	4,75,02,892	4,64,81,437
Cash generated from / (used in) Operations			4,70,69,080		1,80,18,091
Less: Direct taxes paid			-		(3,92,822)
<b>Net Cash flow from / (used in) Operating Activities (A)</b>			<b>4,70,69,080</b>		<b>1,76,25,269</b>
<b>B. Cash flow from/ (used in) Investing Activities:</b>					
(Purchase) / Sale of fixed assets			-		-
(Purchase) / Sale of Investments (at cost)			-		-
Investment in subsidiaries			-		-
Sale of Investments in subsidiaries			-		-
Interest received			8,73,289		11,74,701
<b>Net Cash flow from / (used in) Investing Activities (B)</b>			<b>8,73,289</b>		<b>11,74,701</b>
<b>C. Cash flow from (used in) Financing Activities:</b>					
Short Term Borrowings			(3,40,06,536)		(5,27,92,500)
Proceeds from Issue of shares					
<b>Net Cash flow from / (used in) Financing Activities ( C)</b>			<b>(3,40,06,536)</b>		<b>(5,27,92,500)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>			<b>1,39,35,833</b>		<b>(3,39,92,530)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	4		<b>79,96,294</b>		<b>4,19,88,823</b>
<b>Cash and Cash Equivalents at the end of the year</b>	4		<b>2,19,32,126</b>		<b>79,96,294</b>
<b>D. Notes forming part of the financial statements</b>	1 to 26				

As per our report attached  
For **Navitha And Associates**  
Chartered Accountants  
Firm's registration No. 005120S

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

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

**Sudheer Vegi**  
Director  
DIN: 08070785

**Dasi Emmanuel**  
Executive Director  
DIN: 02598270

Place : Hyderabad  
Date : 30.04.2019

**Kiran. K**  
Company Secretary  
ACS: 45072

Place: Hyderabad  
Date : 30.04.2019

**Note 1: Significant Accounting Policies**

**Company Overview**

Stampede Capital Limited is engaged in the business of Equity and Currency broking and trading activities. The Company is registered as a “Stock Broker” with the Securities and Exchange Board of India (“SEBI”). The company is having Equity Trading and Clearing membership and F&O Trading Membership with National Stock Exchange of India (“NSE”), BSE Ltd and also having Trading Membership with, and MSE Metropolitan Stock Exchange of India Ltd (“MSEI”). The organizational structure of the company is as follows:

Name of the Company	Country of incorporation	Percentage of Holding as at	
		31 March 2018	31 March 2017
Subsidiaries (held directly) Stampede Enterprises India Private Ltd (formerly Stampede Cloud Services Private Ltd)	India	100%	100%
Subsidiaries (held indirectly) Stampede Technologies Pte Limited	Singapore	100%	100%
Longfin Limited *	Saint Vincent and Grenadines	-	100%

\* On 3rd March, 2018, Stampede Technologies Pte Limited (holding company) has sold 100% of its stake in the Longfin Limited to Meridian Enterprises Pte Limited, Singapore.

**a) Basis of Preparation of Financial Statements**

The financial statements are prepared in accordance with and in compliance, in all material aspect with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read along with Companies (Indian Accounting Standards) Rules, as amended and other relevant provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

**b) Use of Estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

## **Useful lives of property, plant and equipment**

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in 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 counter party, 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.

### **d) Fixed Assets and Depreciation**

#### **Tangible asset and capital work-in-progress**

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed asset that are not yet ready for their intended use at the reporting date.

#### **Intangible asset**

Intangible assets are recorded at the consideration paid for acquisition of such asset under carried at cost less accumulated amortization and impairment.

#### **Depreciation and Amortization**

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the other fixed assets as follows:

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

**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 non current investments. Non current Investments are carried at cost less diminution in value other than temporary diminution determined separately for each individual investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

**Investment in subsidiaries**

Investment in subsidiaries are measured at cost less impairment.

**f) Taxes on Income**

- i. Tax expense comprises current year income tax and deferred income tax charge 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 dis allowances 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.

The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

**iv. Minimum Alternate Tax (MAT) Credit entitlement:**

MAT Credit entitlement represents amounts paid in a year under Section 115 JAA 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 fifteen succeeding assessment years in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Company as a result of past events and there is evidence as at the reporting date the Company will pay normal income tax during the specified period, when such credit would be adjusted, the same has been disclosed as “MAT Credit entitlement, under “Short Term Loans and Advances” in balance sheet with a corresponding credit to the profit and loss account, as a separate line item.

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

**g) Earnings Per Share**

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

**h) Revenue Recognition**

- i. Revenue from broking activities is accounted on the trade date of transaction.
- ii. 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 effectively 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 2019**

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

**Note No : 2 (a) Property, Plant and Equipment**

Particulars	Servers	Desktops and Laptops	Furniture and fixtures	Office equipments	Vehicles	Total
<b>Gross carrying value :</b>						
As at 01 April 2018	6,89,56,200	23,71,689	14,05,845	7,73,282	21,50,000	7,56,57,016
Additions	-	-	-	-	-	-
As at 31 March 2019	6,89,56,200	23,71,689	14,05,845	7,73,282	21,50,000	7,56,57,016
<b>Accumulated Depreciation :</b>						
As at 01 April 2018	4,07,23,106	22,75,808	14,05,845	6,24,075	13,82,137	4,64,10,971
Depreciation Charge for the year	1,13,93,127	70,637	-	45,820	2,62,957	1,17,72,541
As at 31 March 2019	5,21,16,233	23,46,445	14,05,845	6,69,895	16,45,094	5,81,83,512
<b>Net Carrying Value :</b>						
As at 31 March 2019	1,68,39,967	25,244	-	1,03,387	5,04,906	1,74,73,504
Previous Year March 2018	2,82,33,094	95,881	-	1,49,207	7,67,863	2,92,46,045

**Note No 2 (b): Goodwill and Other Intangible Assets**

Particulars	Computer software	Goodwill	Copy rights	Total
<b>Gross carrying value :</b>				
As at 01 April 2018	2,33,20,247	10,05,41,210	1,41,900	12,40,03,357
Additions	-	-	-	-
As at 31 March 2019	2,33,20,247	10,05,41,210	1,41,900	12,40,03,357
<b>Accumulated Depreciation :</b>				
As at 01 April 2018	1,33,34,192	10,05,41,210	1,41,900	11,40,17,302
Depreciation Charge for the year	49,28,478	-	-	49,28,478
As at 31 March 2019	1,82,62,670	10,05,41,210	1,41,900	11,89,45,780
<b>Net Carrying Value :</b>				
As at 31 March 2019	50,57,577	-	-	50,57,577
Previous Year March 2018	99,86,055	-	-	99,86,055

**Notes to financial statements for the year ended 31 March 2019**

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

**Note No 3 : Investments**

<b>Particulars</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
<b>(A) Investment in Associates</b>		
- Investment in Longfin Corp, USA (27,500,000 Class A Common stock of \$ 0.00001 each, in Unquoted stock)	25,64,21,009	25,64,21,009
Less : Provision for diminution in value of investment	25,64,21,009	-
	-	<b>25,64,21,009</b>
<b>(B) Investment in subsidiaries</b>		
- Investment in Stampede Enterprises India Private Limited 50,09,999 shares @ Rs. 10/- each (Previous year 50,09,999 shares @ Rs.10/- each)	5,00,99,990	5,00,99,990
Less : Provision for diminution in value of investment	5,00,99,990	-
	-	<b>5,00,99,990</b>
<b>(C) Investment in Others</b>		
- Investment in Hero Wiretext Pvt Ltd 1,66,667 shares @ `100/- each at premium of `200 each (Previous year 50,000,100) )	5,00,00,100	5,00,00,100
Less Provision for diminution in value of investments	1,25,00,000	-
	<b>3,75,00,100</b>	<b>5,00,00,100</b>
	<b>3,75,00,100</b>	<b>35,65,21,099</b>

**Current Assets**

**Note No 4 : Cash and cash equivalents**

<b>Particulars</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Cash on hand	92,455	58,855
Balance with banks		
- in current accounts	1,35,64,671	17,62,439
Other Bank balances		
Bank deposits with less than 12 months maturity	82,75,000	61,75,000
	<b>2,19,32,126</b>	<b>79,96,294</b>

**Note No 5 : Other financial assets**

<b>Particulars</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Unsecured, considered good:		
Advance to subsidiary	1,25,02,420	-
Other loans and advances	88,59,900	1,22,93,509
Prepaid expenses	1,64,965	7,02,011
TDS receivable	5,96,962	5,09,932
Service tax receivable, net	17,66,585	17,66,585
Security deposits	1,23,25,818	1,16,11,400
Advance receivable from Longfin	-	31,11,630
Goods and service tax, net	14,52,068	5,86,082
	<b>3,76,68,718</b>	<b>3,05,81,149</b>

**Notes to financial statements for the year ended 31 March 2019**

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

**Note No 6 : Investments**

Particulars	Type	As at 31 March 2019			As at 31 March 2018		
		Number of Units	Cost per unit	Amount in ₹	Number of Units	Cost per unit	Amount in ₹
HDFC Bank	Equity shares	942	1,442.55	13,58,882	942	1,442.55	13,58,882
Goldman Sachs Mutual Fund (CPSE)	Mutual Funds	17,861	27.12	4,84,390	-	-	-
Reliance ETF Liquid Bees	Liquid bees	5,083	1,000.00	50,83,000	-	-	-
NTPC	Equity shares	15	135.95	2,039	-	-	-
Steel Authority Of India Limited (SAIL)	Equity shares	487	56.75	27,637	-	-	-
<b>Total current investments</b>				<b>69,55,948</b>			<b>13,58,882</b>
Aggregate amount of market value		-	-	<b>77,82,134</b>	-	-	<b>17,00,969</b>
Aggregate amount of impairment in value of investments		-	-	-	-	-	-

**STATEMENT OF CHANGES IN EQUITY**

**Note: 7 (a) - Equity Share Capital**

	Balance at the beginning of the reporting period i.e April, 2017	Changes in Equity Share Capital during the year 2017-18	Balance at the end of the reporting period i.e. 31st March, 2018	Changes in Equity Share Capital during the year 2018-19	Balance at the end of the reporting period i.e 31st March, 2019
Shares with Ordinary Voting Rights	22,90,11,200	-	22,90,11,200	-	22,90,11,200
Shares with Differential Voting Rights	5,72,52,800	-	5,72,52,800	-	5,72,52,800
	<b>28,62,64,000</b>	-	<b>28,62,64,000</b>	-	<b>28,62,64,000</b>

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

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount	Number of shares	Amount
<b>Equity shares</b>				
Shares outstanding at the beginning of the year	22,90,11,200	22,90,11,200	22,90,11,200	22,90,11,200
Shares Issued during the year / Quarter	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>22,90,11,200</b>	<b>22,90,11,200</b>	<b>22,90,11,200</b>	<b>22,90,11,200</b>

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

Name of the shareholder	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% of Shareholding	Number of shares	% of Shareholding
Usha Rani Meenavalli	3,89,78,680	17.02%	3,89,78,680	17.02%
	<b>3,89,78,680</b>	<b>17.02%</b>	<b>3,89,78,680</b>	<b>17.02%</b>

The reconciliation of the number of differential voting right (DVR) equity shares outstanding is set out below:

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Amount	Number of shares	Amount
<b>Equity shares</b>				
Shares outstanding at the beginning of the year	5,72,52,800	5,72,52,800	5,72,52,800	5,72,52,800
Shares Issued during the year / Quarter	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>5,72,52,800</b>	<b>5,72,52,800</b>	<b>5,72,52,800</b>	<b>5,72,52,800</b>

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

Name of the shareholder	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% of Shareholding	Number of shares	% of Shareholding
Usha Rani Meenavalli	2,43,44,923	42.52%	2,43,44,923	42.52%
Silver Stallion Limited	44,27,321	7.73%	44,27,321	7.73%
	<b>2,87,72,244</b>	<b>50.25%</b>	<b>2,87,72,244</b>	<b>50.25%</b>

**Note: 7 (b) - Other Equity**

Particulars	Reserves & Surplus			
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Total
Balance at the Beginning of the reporting period i.e 1 April 2018	-	27,85,25,115	(4,17,66,173)	<b>23,67,58,942</b>
Dividends	-	-	-	-
Profit for the period	-	-	(40,96,81,601)	<b>(40,96,81,601)</b>
Transfer to Retained Earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
Balance at the end of the reporting period i.e 31 March 2019	-	27,85,25,115	(45,14,47,774)	(17,29,22,659)

**Note No 8 : Borrowings**

Particulars	As at 31 March 2019	As at 31 March 2018
Usha Rani Meenavalli	-	3,40,06,536
(Unsecured loan taken)	-	<b>3,40,06,536</b>

**Note No 9 : Other Financial Liabilities**

Particulars	As at 31 March 2019	As at 31 March 2018
Employee benefits payable	11,03,323	3,42,146
Margin money from customers	1,47,80,861	4,46,787
Other current liabilities	29,22,702	10,20,454
Provision for expenses	1,28,293	24,924
TDS Payable	1,12,735	1,24,259
Service Tax Payable	-	-
	<b>1,90,47,914</b>	<b>19,58,570</b>

**Notes to financial statements for the year ended 31 March 2019**

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

**Note No 10 : Provisions**

Particulars	As at 31 March 2019	As at 31 March 2018
Provision for Income tax	2,08,649	2,08,649
Provision for Gratuity	4,52,877	4,12,877
Provision for Leave Encashment	44,243	34,243
	<b>7,05,769</b>	<b>6,55,769</b>

**Note No 11 : Revenue from Operations**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Brokerage income	2,23,982	16,342
Revenue from Trading	77,26,56,861	4,15,51,591
	<b>77,28,80,843</b>	<b>4,15,67,933</b>

**Note No 12 : Other Income**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest Income	7,87,119	11,64,339
Dividend Income	86,169	10,362
	<b>8,73,288</b>	<b>11,74,701</b>

**Note No 13 : Cost of Operations**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Purchase of Equity shares ( on delivery)	76,87,25,874	4,09,74,551
Trading expenses	89,48,594	11,48,486
Software Maintenance	3,67,990	1,80,278
Clearing Charges	1,56,851	21,081
Colocation charges	7,31,358	7,53,750
	<b>77,89,30,667</b>	<b>4,30,78,146</b>

**Note No : 14 Employee benefits expense**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Salaries and allowances	81,41,352	76,95,528
Contribution to provident fund	4,58,026	4,35,449
Gratuity and Leave encashment	50,000	44,000
Staff welfare expenses	7,66,517	1,56,377
	<b>94,15,895</b>	<b>83,31,354</b>

**Notes to financial statements for the year ended 31 March 2019**

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

**Note No 15 : Other Expenses**

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Travelling and conveyance	54,31,927	77,79,906
Rates and taxes	-	50,887
Legal and professional charges	17,32,600	17,06,400
Rent	34,55,786	34,48,917
Bank charges	3,338	13,166
Auditors' Remuneration:		
- Audit Fee	2,25,000	1,80,000
- Tax Audit Fee	75,000	60,000
- Out of pocket expenses	4,779	2,500
Communication expenses	2,05,045	1,46,567
Electricity Charges and Maintenance	9,28,889	12,94,203
Printing and stationery	42,713	1,77,110
General Expenses	15,67,509	25,54,678
Advances written off	3,38,21,952	-
Office Maintenance	18,45,030	13,77,311
Vehicle Maintenance	3,84,366	2,69,781
Computer, Server and Software Maintenance	21,200	47,703
	<b>4,97,45,134</b>	<b>1,91,09,129</b>

**Note No 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 Contingent liability and capital commitments**

The Company has no contingent liability for the year under audit.

**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, 2019 comprises of:

Particulars	As at 31 March 2019	As at 31 March 2018
Deferred tax asset: *		
On Carry forward losses	-	1,95,73,175
Gratuity and Leave Encashment	-	1,47,831
Deferred Tax on account changes in IND AS		
Interest on unwinding of Assets	-	2,42,230
Deferred tax (liability):		
On Excess/(short) of depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	-	(95,57,302)
Deferred tax asset / (liability), net	-	<b>1,04,05,934</b>

\* In view of carry forward of losses under tax laws in the current period, the Company is unable to demonstrate virtual certainty as required by the Explanation in Ind AS 12 'Accounting for taxes on income'. Accordingly, no deferred tax asset has been recognized as at the year-end as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.



## Notes to financial statements for the year ended 31 March 2019

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

### Note 19 Leases

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

Particulars	As at 31 March 2019	As at 31 March 2018
Not later than one year	19,80,000	19,80,000
Later than one year and not later than five years	20,40,000	19,80,000
Later than five years	Nil	Nil

### Note 20 Auditors Remuneration

Particulars	As at 31 March 2019	As at 31 March 2018
Statutory audit fees	2,25,000	1,80,000
Other services	75,000	60,000
Out of pocket expenses	4,779	2,500
<b>Total</b>	<b>3,04,779</b>	<b>2,42,500</b>

### Note 21 Amounts payable to Micro, Small and Medium enterprises

Disclosure under Section 22 of the Micro, Small and Medium enterprises Development Act, 2006 (MSMED) Based on the information available with the Company, no creditors have been identified as "supplier" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006".

### Note 22 Related Party Disclosures

#### A. List of related parties

- |   |   |
|---|---|
| i) Wholly Owned Subsidiaries                            | <ol style="list-style-type: none"> <li>Stampede Enterprises India Pvt Ltd (formerly Stampede Cloud Services Private Limited)</li> <li>Stampede Technologies Pte. Limited (Step-down)</li> </ol>   |
| ii) Entities in which directors are interested          | <ol style="list-style-type: none"> <li>Proseed India Ltd (formerly Green Fire Agri Commodities Limited)</li> <li>Kling Enterprises India Limited (formerly Kling Holdings Ltd.)</li> <li>Spacenet Enterprises India Ltd (formerly Northgate Com Tech Limited)</li> <li>Meridian Enterprises Pte Limited, Singapore</li> </ol> |
| iii) Key Managerial Personnel                           | <ol style="list-style-type: none"> <li>Mr. P.Parthasarathi, CFO</li> <li>Mr. Dasi Emmanuel, Executive Director</li> <li>Mr. Sudheer Vegi, Executive Director</li> </ol>   |
| iv) Persons having Substantial Interest in Voting Power | <ol style="list-style-type: none"> <li>Mrs. M. Usha Rani</li> </ol>   |

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

Name of the personnel	Relationship
Mr. K. Avinash	Non Executive Independent Director
Mrs. Chukka Lakshmi	Non Executive Non Independent Women Director
Mr. Venkata Krishnayya Nekkanti	Non Executive Independent Director (w.e.f 08.08.2019)
Mr. Shiva Satya Srinivas Chukka	Non Executive Independent Director (w.e.f 30.04.2019)

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

Particulars		2018-19		2017-18		
Name of the Related party	Nature of the Transactions	Amount	Balance outstanding as on 31 March 2019	Amount	Balance outstanding as on 31 March 2018	
Stampepe Enterprises India Pvt Ltd	Investment in WOS	-	-		5,00,99,990	
	Unsecured Loan Given(net)	7,21,14,636	1,25,02,420	2,79,44,000	8,46,17,056	
	<u>Client Transactions:</u>					
	Margin Money Received	77,85,000	14,43,638	-	-	
	Margin Money Returned	63,41,362	-	-	-	
	Brokerage / Commission earned	34,471	-	-	-	
Stampepe Tradex Pte. Ltd.	Advance	2,24,24,252	-	2,24,24,252	2,24,24,252	
Kling Enterprises India Limited	<u>Client Transactions:</u>					
	Margin Money Received	5,00,000	-	-	-	
	Margin Money Returned	5,00,000	-	-	-	
	Brokerage / Commission earned	83	-	-	-	
Long Com India Pvt Ltd	Unsecured Loan Given(net)	5,97,93,074	81,50,000	30,00,000	-	
	<u>Client Transactions:</u>					
	Margin Money Received	53,69,212	-	-	-	
	Margin Money Returned	53,69,212	-	-	-	
	Brokerage / Commission earned	13,280	-	-	-	
Blueshark Derivative Trading Pvt Ltd	Advance	1,13,97,700	-	(7,88,29,000)	1,13,97,700	
Usha Rani Meenavalli	<u>Client Transactions:</u>					
	Margin Money Received	4,14,00,000	1,91,46,790	93,920	-	
	Margin Money Returned	2,22,53,210	-	-	-	
	Brokerage / Commission earned	57,326	-	-	-	
	<u>Other Transactions:</u>					
	Unsecured Loan Received	5,69,41,900	-	4,17,20,000	3,40,06,536	
Unsecured Loan Returned	5,69,41,900	-	9,57,12,500	-		
	Rent paid	15,01,200	-	12,00,000	-	
Emmanuel Dasi	Managerial Remuneration	5,94,000	-	-	-	
Prathipati Parthasarathi	Managerial Remuneration	1,02,600	-	4,24,500	-	

**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	Vesting Period	Vesting Pattern
2011 ESOP Plan	29th September, 2011	14,92,400	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, 2019 and 31 March, 2018 are given below:

	As at 31 March 2019 2011 ESOP Plan	As at 31 March 2018 2011 ESOP Plan
Options Outstanding at the beginning of the year	-	42,31,500
Options Granted during the year	-	-
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	-	-
Options Expired during the year	-	42,31,500
Options Outstanding at the end of the year	-	-
Options Exercisable at the end of the year	-	-

### Note 24 Earnings Per Share

Particulars	As at 31 March 2019	As at 31 March 2018
Profit / Loss after tax	(40,96,81,601)	(4,49,00,253)
Profit/Loss after tax (excluding extraordinary items)	(40,96,81,601)	(4,49,00,253)
Weighted average number of Equity shares outstanding during the year - No.	28,62,64,000	28,62,64,000
Nominal value of Equity share	1	1
Earnings per share	(1.431)	(0.157)
Earnings per share (excluding extraordinary items)	(1.431)	(0.157)

### Note 25

There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2019.

### Note 26 Previous year figures

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

As per our report attached  
 For **Navitha And Associates**  
 Chartered Accountants  
 Firm's registration No. 005120S

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

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

**Sudheer Vegi**  
 Director  
 DIN: 08070785

**Dasi Emmanuel**  
 Executive Director  
 DIN: 02598270

Place : Hyderabad  
 Date : 30.04.2019

**Kiran. K**  
 Company Secretary  
 ACS: 45072

Place: Hyderabad  
 Date : 30.04.2019

**Stampede Capital Limited**

**PROXY FORM MGT 11**

Registered Office: Royal Pavilion Apartment, H.No. 6-3-787, Flat No. 1003, Block - A,  
Ameerpet, Hyderabad - 500016, Telangana,

**CIN: L67120TG1995PLC020170**

www.stampedecap.com

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 Proseed India 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..... or failing him / her

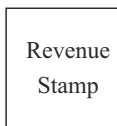
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on September 28, 2019 at 10.00 a.m. at Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhura Nagar, Hyderabad - 500 0038 Telangana and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

S.No.	RESOLUTIONS	FOR	AGAINST
1.	Adoption of Financial Statements		
2.	Re-appointment of Mr. Emmanuel Dasi (DIN: 02598270) who retires by rotation		
3.	Appointment of Mr. Chukka Siva Satya Srinivas (DIN:07177166) as an Independent Director		
4.	Appointment of Mr. Venkata Krishnayya Nekkanti (DIN:07733209) as an Independent Director		
5.	Change the name of the company as CYBORG CAPITAL LIMITED or any other name as approved by the authorities		
6.	To approve material related party transactions		

Signed this ..... day of ..... 2019

Signature of Shareholder

Signature of Proxy Holder(s)



**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**

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Ameerpet, Hyderabad - 500016, Telangana,  
**CIN: L67120TG1995PLC020170**  
www.stampededcap.com

**ATTENDANCE SLIP**

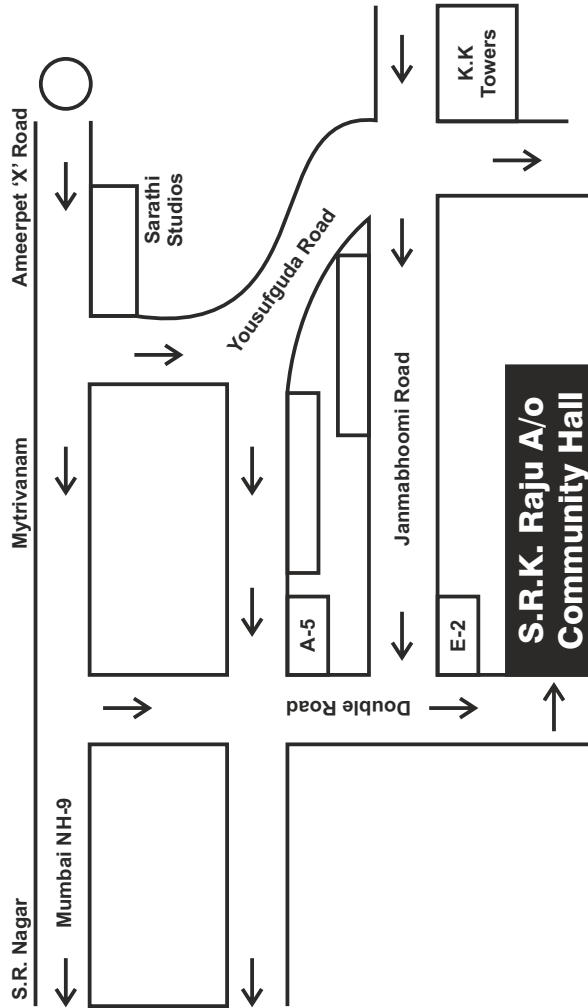
(to be handed over at the Registration Counter - Joint holder may obtain additional slip at the venue)

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, 2019 at 10.00 a.m. at Senior Citizen Hall, 2nd Floor, Beside S.R.K Raju Community Hall, Madhura Nagar, Hyderabad - 500 0038 Telangana.

Signature of the Member / Proxy

## Route Map



**STAMPEDE CAPITAL LIMITED**

**Registered Office:** Royal Pavilion Apartment,  
H.No. 6-3-787, Flat No. 1003, Block - A,  
Ameerpet, Hyderabad - 500016,  
Telangana, INDIA.  
CIN: L67120TG1995PLC020170  
[www.stampedecap.com](http://www.stampedecap.com)

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Annual Report 2018-19

