

STAMPEDE CAPITAL LIMITED

CIN: L67120TG1995PLC020170

Reg Office: A to Z Elite, 1st Floor, Plot No. 197, Guttala Begumpet Village,
Madhapur, Hyderabad - 500 081, Telangana, India.

Tel: 040 2354 0764, 2354 0765, Fax: 040 2354 0763

Website: www.stampedecap.com, Email id: cs@stampedecap.com



To
The Shareholders

Notice pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the members, pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the resolution(s) appended below are proposed to be passed by way of Postal Ballot.

Alternatively, in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is also providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to Postal ballot(s) in this notice includes voting through electronic means.

The Members' consideration and approval is being sought for the Resolutions annexed hereto. Thus, in terms of Section 108 & 110 of the Companies Act, 2013 read with the relevant Rules and Regulations as also to facilitate wider participation in the approval process by the Shareholders residing at different locations, it is proposed to obtain their consent by way of postal ballot. The Resolutions are appended below and the Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is also annexed.

The Board of Directors of the Company has appointed Mr. G Sri Ranga, Partner of M/s

A.S Naidu and Co., Chartered Accountants (FRN: 008549S), as the Scrutinizer, who has consented to act as such, to scrutinize the e-voting and postal ballot process in a fair and transparent manner.

The Scrutinizer shall submit a consolidated report of voting (e-voting & ballot) of the total votes cast in favour or against, to the Chairman or person authorized by the Chairman. The results of voting by Postal Ballot will be declared at the Registered Office of the Company on 21st April, 2017. The results along with the scrutinizer's report will be displayed on the Company's website as well as on CDSL's website and will be communicated to the Stock Exchanges where Equity Shares of the Company are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter send your assent or dissent by filling-up the necessary details and putting your signature at the marked place in the Postal Ballot Form and returning the Form duly completed, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours (5.00p.m.) on 20th April, 2017 Your assent / dissent received after 05:00 PM on 20th April, 2017 would be strictly treated as if a reply from you has not been received.

SPECIAL BUSINESS:

Item no. 1: Issue of Convertible Share Warrants to Non-Promoter(s)/Non-Promoter Group of the Company on preferential basis:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 62(1)© read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) ,the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements), 2015, (the “Listing Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the “ICDR Regulations”), the Foreign Exchange Management Act, 1999, as amended, and subject to all other applicable laws, rules, regulations, circulars and guidelines, and subject to

such approvals, permissions, sanctions and consents as may be necessary or required from regulatory or other appropriate authority, and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as “Board” which term shall include any duly constituted and authorized committee thereof to exercise its powers under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot Share Warrants not exceeding 4,25,17,007 Share Warrants exercisable as per its terms and conditions (“Warrants”) on a preferential basis to the members of the Non-Promoter and/or Non-Promoter Group of the Company (“Warrant Holders/Proposed Allottees”) in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, at such price being not less than the price determined in accordance with SEBI (ICDR) Regulations (“Issue Price”), to be convertible at the option of Warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equivalent number of fully paid up Equity Share of the Company of face value of Rs.1 (Rupees One only) each, ranking pari-passu in all respects, including as to dividend, with the existing Equity Shares of the Company, at such price being not less than the price determined in accordance with SEBI (ICDR) Regulations, to certain persons/entities (hereinafter referred to as the “Proposed Allottees /Warrant holder”) whether they are Shareholders of the Company or not, more particularly mentioned in the table below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, provided that each of the Warrants shall, subject to the terms and conditions, entitle the holder(s) thereof to subscribe for and be allotted one equity share of the face value of Rs. 1/- (Rupees One Only) each of the Company (the “Equity Share”).

“RESOLVED FURTHER THAT an amount equivalent to 25 per cent of the Issue Price shall be payable at the time of subscription to and allotment of each Warrant. The balance 75 per cent of the Issue Price shall be payable by the Warrant Holder(s) upon exercise of the entitlement attached to the warrant, to subscribe for Equity Share(s). The amount paid against the warrants shall be adjusted / set off against the Issue Price payable for the resultant Equity Shares.

Proposed allottees details:

Sl. No	Name of the Proposed Allottees	Category	CIN/PAN No	Activity	No of convertible warrants proposed to be allotted
1	Binod Kumar Agarwal	Individual	AEBPA9270K	Business	425170
2	Sandhya Agarwal	Individual	ADJPN7134P	Business	425170
3	Binod Kumar (HUF)	Individual (HUF)	AADHB4133Q	Business	425170
4	Ajithnath Steels Pvt. Ltd	Private Company limited by Shares	AACCA7201N/ U51420WB1992PTCG55016	Wholesalers of non-agricultural intermediate products, waste and scrap	2125850
5	Ganesh Vincom Pvt. Ltd	Private Company limited by Shares	AADCG0228N/ U51109WB2008PTC121299	Wholesalers on a fee or contract basis. [Includes commission agents, commodity brokers & auctioneers & all other wholesalers who trade on behalf & on the account of others]	2125850
6	Gouri Merchandise Pvt. Ltd	Private Company limited by Shares	AADCG0227D/ U51109WB2008PTC121301	Wholesalers on a fee or contract basis. [Includes commission agents, commodity brokers and auctioneers & all other wholesalers who trade on behalf & on the account of others]	2125850
7	Kanupriya Commercial Pvt. Ltd	Private Company limited by Shares	AACCK5711B/ U51909WB2004PTC100225	Other wholesale business [Includes specialized wholesalers in variety of goods	2125850
8	Rangbarshi Projects Pvt. Ltd	Private Company limited by Shares	AABCR6330M/ U45203WB1996PTC077661	Builders engaged in complete construction or parts thereof, civil engineering	2125850
9	Turnkey Infrastructure Pvt. Ltd	Private Company limited by Shares	AABCT2470P/ U45201MH2010PTC040035	Builders engaged in complete onstructions or parts thereof: civil engineers	2125850
10	Annex Tradelinks Pvt. Ltd	Private Company limited by Shares	AAICA7688K/ U51101WB2010PTC150296	Wholesalers on a fee or contract basis. [Includes commission agents, commodity brokers and auctioneers & all other wholesalers who trade on behalf and on the account of others	8503401
11	Subhlabh Fiscal Services Pvt. Ltd	Private Company limited by Shares	AADCS8846A/ U67120PB1996PTC017605	Activities auxiliary to financial intermediation, except insurance and pension funding.	8503401
12	Shreekunj Securities Pvt. Ltd	Private Company limited by Shares	AAECS4082M/ U65921WB1996PTC080492	Other financial intermediation [This group includes financial intermediation other than that conducted by monetary institutions]	5527211
13	Stream Suppliers Pvt. Ltd	Private Company limited by Shares	AABCF5480B/ U51101WB2010PTC150292	Wholesalers on a fee or contract basis. [Includes commission agents, commodity brokers and auctioneers and all other wholesalers who trade on behalf and acting for others]	5952381
				Total no of warrants proposed	42517007

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot the resultant equity shares to be allotted as may be required on exercise of the warrants in terms of this Resolution shall rank pari passu in all respects with the existing equity shares of the Company and shall be subject to the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue, including reduction of the size of the issue, as it may deem expedient, at its discretion.”

“RESOLVED FURTHER THAT the aforesaid issue of Warrants on preferential basis shall be on the following terms and conditions:

- (i) The “Relevant Date” pursuant to Regulation 71 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants, shall be 21 st March, 2017 which is a date 30 days prior to the date when the results of the postal ballot are to be announced;
- (ii) The issue price of the said warrants will be the minimum price determined in accordance with the SEBI (ICDR) Regulations and applicable law.
- (iii) In accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 25% (Twenty Five Percent) of the consideration payable against the Warrants, shall be paid by the Warrant Holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option against each such Warrant. The amount paid against Warrants shall be adjusted / set off against the issue price of the resultant Equity Shares;
- (iv) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants;
- (v) The Warrant Holder(s) shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder(s);
- (vi) If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited;

- (vii) Upon exercise by Warrant Holder the option to subscribe to Equity Share attached to any or all of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares; and
- (viii) The Warrants by itself until exercise of option and Equity Shares allotted, do not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company, and the Warrants and Equity Shares allotted pursuant to conversion of such Warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

“RESOLVED FURTHER THAT pursuant to the provisions of Companies Act, 2013, the names of the subscribers be recorded for the issue of invitation to subscribe to the Share Warrants and a private placement letter in Form PAS-4 together with an application form be issued to the subscribers inviting the subscription to the warrants, as per the draft tabled at the meeting and duly signed by the Chairman for the purpose of identification, and consent of the Company be and is hereby accorded for issuance of the same to the subscribers inviting the subscription to subscribe to Share Warrants.”

“RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Warrants Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Warrants representing the same, as described above, the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient to effect the offer, issue or allotment and listing of the said securities with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being

required to seek any further consent or approval of the shareholders.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on the Stock Exchanges, where the Company’s shares are listed, as per the terms and conditions of the Listing Regulations and Agreement and in accordance with such guidelines, rules and regulations as may be applicable with respect to such listing.”

“RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory (ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2: Issue of Equity Shares and/or OTHER Securities

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 41, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent applicable (the “Act”), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with all other applicable laws or regulations, applicable in India or outside India, including without limitation, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the “Stock Exchanges”), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued from time to time by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and in accordance with all relevant rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Foreign Investment Promotion

Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance, the Ministry of Commerce and Industry, SEBI, the jurisdictional Registrar of Companies, the RBI, the FIPB and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this resolution) to create, issue, offer and allot (i) Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), Foreign Currency Exchangeable Bonds (“FCEBs”) convertible into or exchangeable for equity shares of the Company having face value of INR 1.00 each (Rupee One only) (the “Equity Shares”) or other securities of the Company with or without voting/special rights (“Foreign Securities”), in one or more tranches, through public and/or private offerings and/or on preferential allotment basis, to any eligible person(s) under applicable law, in such jurisdiction(s) as may be decided by the Board and/or (ii) Equity Shares, fully convertible debentures, partly convertible debentures, nonconvertible debentures with warrants and/or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as the “Indian Securities”) or any combination of Indian Securities, through a Qualified Institutions Placement (“QIP”) in accordance with Chapter VIII of the SEBI ICDR Regulations to Qualified Institutional Buyers (as defined in the SEBI ICDR Regulations) (“QIBs”), in one or more tranches, whether or not such eligible person(s) or QIBs are shareholders of the Company (collectively referred to as the “Investors”), as may be decided by the Board at its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding INR equivalent of USD 40 Million, inclusive of such premium as may be fixed on such Securities at such a time or times, with or without a green shoe option of up to 15 (fifteen) per cent, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law), etc. as may be deemed appropriate by the Board in its absolute discretion considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue, offer and allot such number of Equity Shares as may be required to be issued, offered and allotted for issuance of the Foreign Securities and/or on conversion or exchange of the Foreign Securities and/or the Indian Securities or as may be necessary in accordance with the terms of the offering and all such Equity Shares whether issued in connection with the issuance of the Foreign Securities or on conversion or exchange of the Foreign Securities and/or Indian Securities or otherwise to give effect to the above resolution shall rank pari passu with the then existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT if any issue of Indian Securities is made by way of a QIP in

terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Indian Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (Twelve) months from the date of approval of the shareholders of the Company by way of this special resolution for approving the QIP or within such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five per cent) or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Indian Securities shall be allotted on a fully paid basis (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Indian Securities shall not exceed 60 (sixty) months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the Company for the immediately preceding financial year.”

“RESOLVED FURTHER THAT in the event the Equity Shares and/or convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs pursuant to the provisions of Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of the Equity Shares (including those issued upon conversion of convertible securities) shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and/or convertible securities, as the case may be.”

“RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any Foreign Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares underlying such Foreign Securities or issued upon the conversion/exchange of such Foreign Securities shall be determined subject to and in compliance with the applicable laws, rules and regulations.”

“RESOLVED FURTHER THAT

- (i) the number and/or price of Indian Securities that may be issued through a QIP shall be appropriately adjusted in accordance with the SEBI ICDR Regulations for corporate actions such as an issue of Equity Shares by way of capitalization of profits or stock split or reclassification of Equity Shares, etc. as specified in Regulation 85 (4) of the SEBI ICDR Regulations.
- (ii) the Indian Securities issued by way of a QIP shall not be eligible to be sold by the

allottees for a period of one year from the date of allotment, except on a recognized stock exchange or as may be permitted from time to time by the SEBI ICDR Regulations or other applicable laws.

“RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Foreign Securities and/or Indian Securities issued pursuant to this resolution shall also be governed by all applicable laws of any foreign jurisdiction where such securities are or are proposed to be marketed or listed (as the case may be), or that may in any other manner apply in this relation.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Indian Securities and/or Foreign Securities may have all or any terms or combination of terms as are customary for the issue of securities of such nature internationally, including but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever, variation of the conversion price of the securities and terms relating to surrender of the securities for the purpose of cancellation against receipt of the corresponding number of underlying Equity Shares, as may be deemed appropriate by the Board.”

“RESOLVED FURTHER THAT the Board may enter into any arrangement with any agency or body for issue and/ or allotment of the Indian Securities and/or Foreign Securities in registered or bearer form and with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent in the international markets and the Foreign Securities issued in foreign markets shall be deemed to have been issued abroad and/or in the international market and/or at the place of issue of the Foreign Securities in the international market and may be governed by applicable foreign laws.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the preliminary as well as final offer document(s) for the proposed issue of the Indian Securities and/or Foreign Securities and to authorize any one or more of the Directors and/or officers of the Company (the “Authorised Persons”) to sign the above documents for and on behalf of the Company together with the authority to amend, vary, modify or supplement the same as such Authorised Persons may consider necessary, desirable or expedient and for the purposes aforesaid, to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such Authorised Persons, be required from time to time and to arrange for submission of such offer documents and any amendments and supplements thereto, to the relevant stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its

sole discretion), all such arrangements/agreements with any lead managers, managers, underwriters, advisors, guarantors, depositories, custodians and all such agencies and intermediaries as may be involved or concerned in such offerings of Indian Securities and/or Foreign Securities and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion, deems necessary or desirable in connection with the issue of the Indian Securities and/or Foreign Securities and to give effect to these resolutions without being required to seek any further consent or approval of the shareholders, including, without limitation, the following:

- (i) Determining the form, manner and timing of the issue, including the investors to whom the Indian Securities and/or Foreign Securities are to be issued and allotted, the number of Indian Securities and/or Foreign Securities to be allotted, face value, premium amount on issue/conversion of the Indian Securities and/or Foreign Securities, if any, rate of interest and other relevant matters, as the case may be;
- (ii) Signing, executing and issuing all documents necessary in connection with the issue of the Indian Securities and/or Foreign Securities, including listing applications to stock exchanges (whether in India or abroad) and various agreements (such as underwriting, placement marketing and depository agreements), undertakings, deeds and declarations;
- (iii) Giving or authorizing the giving by the concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) Creating mortgage/ charge in accordance with the provisions of Section 180 of the Act in respect of any Indian Securities and/or Foreign Securities as may be required either on pari passu basis or otherwise;
- (v) Settling any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Indian Securities and/or Foreign Securities and utilisation of the issue proceeds as the Board may in its absolute discretion deem fit;
- (vi) Seeking, if required, consent of the parties with whom the Company has entered into various commercial and other agreements, concerned government and regulatory authorities in India or outside India and any other consent that may be required in connection with the offer, issue and allotment of the Indian Securities and/or Foreign Securities; and
- (vii) Delegate all or any of the powers herein conferred, to any committee of Directors or any one or more Directors or officers of the Company in accordance with the Act.”

Item No. 3: Investments in any body corporate including Subsidiaries:

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

"RESOLVED THAT the consent of the Company be and is hereby accorded pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Board including any Committee of Directors be and is hereby authorized, subject to the approval of the Reserve Bank of India, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, warrants Debentures (whether convertible or non-convertible) or any other assets or financial instruments of one or more bodies corporate, in one or more trenches whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), subject however to an aggregate limit of 400 crores (Rupees Four hundred Crores only)."

"RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to Rule 11 of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein."

"RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

Item No. 4: Increase in Authorized Share Capital

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the authorized share capital of the

Company be and is hereby increased from Rs. 34,00,00,000 (Rupees Thirty Four Crores only) divided into 27,00,00,000 ordinary equity shares of Rs.1 each, 7,00,00,000 (Rupees Seven Crore only) Equity shares-Differential Voting Rights (DVR equity shares) of Rs.1 each to Rs. 45,00,00,000 (Rupees Forty Five Crores only) divided into 38,00,00,000 (Thirty Eight Crores only) ordinary equity shares of Rs.1 each, 7,00,00,000 (Rupees Seven Crore only) Equity shares-Differential Voting Rights (DVR equity shares) of Rs.1 each by creating an additional 11crore Equity Shares of Rs.1/(Rupees One only).”

Item No. 5: Amendment of Capital Clause of the Memorandum of Association

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any of the Companies Act, 2013 the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and be substituted by the following Clause V:

“The Authorized Share Capital of the Company is Rs. 45,00,00,000 (Rupees Forty Five Crores only) divided into38,00,00,000 (Thirty Eight Crores only) ordinary equity shares of Rs.1 each, 7,00,00,000 (Rupees Seven Crore only) Equity shares-Differential Voting Rights (DVR equity shares) of Rs.1 each, with power to increase or reduce the capital and to divide shares in capital for the time being, into several classes and to attach thereto respectively, such preferential, differed, qualified or special rights (whether relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by the Company.”

Item No. 6: To sell lease or otherwise dispose of the assets of the subsidiary company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(a) and any other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 24 of the SEBI (Listing Disclosure and Obligation Requirements) Regulations, 2015 and other rules, guidelines as may be applicable, the consent of the Company be and is hereby accorded to the Board of Directors of the Company and the subsidiary (ies) (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) to sell, mortgage and/or charge any movable and / or immovable properties of the subsidiary company(s) of the company, both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the subsidiary of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and

manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body (ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rupees 400 Crores at any point of time.”

“RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide on all matters and finalise with the aforesaid parties or any of them, the documents for creating the aforesaid mortgages/charges/ hypothecations, and to accept or make any alterations, changes, variations to or in the terms and conditions, and to execute all such acts, deeds, documents and writings as it may think fit and containing such terms, conditions and covenants as it may consider fit and proper in connection with the aforesaid borrowings, and to do all such acts, deeds, matters and things as it may consider necessary, for the purposes of giving effect to the above resolution and to authenticate it and file the necessary form(s) with the Registrar of Companies and to do relevant entries in the Register of Charges.”

Item No. 7: Issue of ESOP Shares/Sweat Equity to the Key Managerial Persons by Stampede Tradex Pte Ltd., Singapore

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI Regulations'), Securities And Exchange Board Of India (Issue Of Sweat Equity) Regulations, 2002 for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any/ various statutory/ regulatory authority (ies) that are or may become applicable (collectively referred herein as the 'Applicable Laws') and subject to any approvals, permissions and sanctions of any/ various authority (ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board'), which term shall include the Nomination and remuneration Committee (who is appointed as the 'Administrator') and any other committee(s) constituted /to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the approval of the shareholders be and is hereby accorded to the Board of the company and that of the subsidiaries to introduce, offer, issue and allot share-based incentives by way of ESOPs and/or Sweat Equity Shares by its Singapore subsidiary Stampede Tradex Pte Limited under the 2017 Stock Incentive Compensation (ESOP)

Plan or otherwise, and to grant such incentives, to the Key Managerial Persons who are in the permanent employment of the subsidiary companies Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock incentives under applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as 'Eligible Employees'), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the 2017 Stock Incentive Compensation Plan.”

“RESOLVED FURTHER THAT the maximum number of stock incentives granted to Eligible Employees of both employees of the Company under the 2017 Stock Incentive Compensation Plan shall not cumulatively exceed 49 % equity shares (as adjusted for any changes in capital structure of the Company) including shares currently held at a price decided by the Board or the Administrator from time to time in accordance with the 2017 Stock Incentive Compensation Plan.”

“RESOLVED FURTHER THAT the Board or the Administrator be and is hereby authorized on behalf of the Company, to make and carry out any modifications, changes, variations alterations or revisions in the terms and conditions of the 2017 Stock Incentive Compensation Plan or to the terms of the stock incentives granted and/or vested but not exercised, including modifications or changes to the quantum and price of such stock incentives, from time to time, in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

Item No. 8: Authorisation and Approval for Conversion of Unsecured Loans of the Promoter into Equity Shares of the Company

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

“RESOLVED THAT Pursuant to the provisions of section 62 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there under and the provisions of Chapter VI of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended from time to time (hereinafter referred as “ The Regulations”) including any statutory modification(s) or reenactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the consent of the company is hereby accorded to the Board of Directors of the company to create, offer, issue and allot Equity Shares of Re.1/-each to Mrs. Usha Rani Meenavalli, one of the Promoters of the Company in proposed Rights Issue by conversion of the unsecured loan taken/to be taken from her towards adjustment of the consideration payable on the securities that will be issued to her as per entitlement in the proposed Rights Issue”

“RESOLVED FURTHER THAT allotment of Equity Shares to Mrs. Usha Rani Meenavalli shall be at the same terms and conditions as per the proposed Rights Issue approved by the Board of Directors.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to terms of issue and / or mode of allotment that may arise in regard to offer / issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit”.

Item No. 9: Re-classification of Promoter group to public pursuant to Regulation 31A (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 31A(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any, the consent of the members of the Company be and is hereby accorded to reclassify the following individual from “Promoter Category” to “Public Category” since the person is neither involved in the management nor holds any controlling stake in the Company nor he has entered into any Shareholders Agreement with the Company nor has got any Veto Rights or Special Information Rights or Special Rights as to voting power or control of

Name of the Individual	No. of Shares Held	% of the total equity held
K. Bhaskar Reddy	NIL	NIL

“RESOLVED FURTHER to note and confirm that Mr. K. Bhaskar Reddy:

1. does not hold any paid-up equity share Capital of the Company;
2. neither has direct nor indirect control over the Company;
3. has not been or would not be appointed as key managerial personnel of the Company and
4. has no special rights ever held by him and would ever be held by him as reclassified promoter.

“RESOLVED FURTHER THAT an application be made to National Stock Exchange of India Ltd (NSE), BSE Limited seeking their approval for reclassifying above person from Promoter shareholder to Public shareholder.

“RESOLVED FURTHER THAT from and subsequent to the passing of the resolution by the share holders of the company, the board of Directors of the Company are authorized to reclassify the above person from Promoter shareholder to Public shareholder under the various disclosures required to be made in all the related documents.

“RESOLVED FURTHER THAT Mr. Dasi Emmanuel, Whole time Director or any other Director be and are hereby severally authorized to take all further necessary steps as may be required to implement the aforesaid resolution and are authorized to do all such acts, deeds and things as may be necessary in connection therewith.

By Order of the Board of Directors

**Hyderabad
20th March, 2017**

**CS Kiran Koduri
Company Secretary & Compliance Officer**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed special resolution is annexed to the Notice.
2. Members are requested to notify immediately any change in their address to the company or to the Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed onto their respective Depository Participants without any delay.
3. In all correspondence with the company, members are requested to quote their folio numbers and in case their shares are held in dematerialized form they must quote their Client ID Number and their DP ID Number.
4. In compliance with provisions of Section 108 & 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Company is offering e-voting facility to all the members of the Company, and will be facilitating e-voting to enable the members to cast their votes electronically instead of dispatching the Postal Ballot Form.
5. The postal ballot notice is being sent to all the members, whose names appear in the register of members/list of beneficial owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on close of working hours on 20th March, 2017.
6. As per the Companies (Management and Administration) Rules, 2014, as amended, notice of postal ballot may be served on the members through electronic

transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent notice of postal ballot by e-mail and members who have not registered their e-mail IDs will receive notice of postal ballot along with postal ballot form through courier. Members who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form may download the same from the Company's website www.stampededcap.com or may apply to the Company/ Registrar and Transfer Agents, M/s Venture Capital And Corporate Investments Private Limited and obtain a copy thereof.

7. Members cannot exercise their vote by proxy on Postal Ballot.
8. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to its members for voting by electronic means through e-voting services as provided by the Central Depository Services (India) Limited (CDSL), which would enable them to cast their vote electronically, instead of through physical postal ballot form and the business may be transacted through such voting. The detailed process for exercising the e- voting facility is given below. Members are requested to carefully read the instructions of e-voting before exercising their vote.
9. The members are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed envelope directly to the Scrutinizer so as to reach the Scrutinizer on or before the working hours (i.e. upto 5:00 p.m.) on Sunday, 20th April, 2017. Any postal ballot form received after this date and time shall be treated as if the reply from the member has not been received. The Scrutinizer's decision on the validity of the Postal Ballot Form and e-voting will be final and binding on the members.
Members can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-a-versa. However, in case member cast his/her vote both via physical ballot and e-voting then voting done by e-voting shall prevail and voting through physical ballot shall be invalid.
10. The voting (Postal & e-voting) begins on 22nd March, 2017 and ends on 20th April, 2017 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Record date) viz. 17th March, 2017 may cast their vote. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be able to change it subsequently. A person who is not a member as on the Record Date should treat this notice for information purposes only.

11. All the documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and Sundays), between 2:00 p.m. to 5:00 p.m. up to the date of announcement of the results of the Postal Ballot.
12. Any query/grievances connected with the voting by Postal Ballot including voting by electronic means may be addressed to the Company Secretary, Stampede Capital Limited or at cs@stampedecap.com
13. The instructions for members for voting electronically are as under:-
- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on “Shareholders” tab.
 - (iii) Now enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
For Physical Form: Members should enter Folio Number registered with the Company.
 - (iv) Thereafter please enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:
Now, fill up the following details in the appropriate boxes:

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

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly to 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for <stampede capital Limited> to vote.
- (xi) 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.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire resolution(s).
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote subsequently.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the password then enter the User ID, the image verification code and thereafter click on Forgot Password & then enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians:
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com

under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement sets out material facts relating to the business under Item No. 1, 2, 3, 4, 5 & 6 of the accompanying Notice dated on 20th March, 2017

ITEM NO.1:

MATERIAL FACTS RELATING TO THE PREFERENTIAL ALLOTMENT OF SHARE WARRANTS:

The Company proposes to approve the proposal for raising fund by way of issue Securities through Preferential Allotment of Warrants to Non-Promoters to enable the Company to mobilize funds for funding Current/future expansion plans/activities by the Company or potential acquisition and general corporate purpose. Approval of the members by way of special resolution is required 'inter-alia' in terms of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder. The Preferential Allotment of Securities to the proposed allottees as detailed below would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009. The preferential issue would comprise of Share Warrants not exceeding 4,25,17,007 with a right exercisable by the warrant holder to subscribe for One Equity share per warrant within Eighteen Months of its allotment.

The relevant disclosures as required in terms of the Companies Act, 2013 read with Rule 13(2) of Companies (Share Capital and Debenture) Rules, 2014 and SEBI (ICDR) Regulations are as under:

The allotment of the Warrants is subject to the Non-Promoter /Non-Promoter Group of the Company not having sold any Equity Shares of the Company during the 6 (six) months preceding the 'relevant date'. The Non-Promoter / Non-Promoter Group of the Company has represented that they have not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.

1. Object(s) of the issue through preferential issue:
The object of raising the equity share capital by issuing Warrants to the Proposed Allottee is to mobilize funds for funding Current/future expansion plans/technology updation/activities by the Company or potential acquisition and general corporate purpose. It is therefore proposed to issue and offer Share Warrants not exceeding 4,53,72,051 Share Warrants of the face value of Rs. 1/- each respectively to the Non-Promoter of the Company on a preferential basis.
2. Proposal of the Non-Promoters / Directors / Key Management Persons of the Company to subscribe to the preferential issue:
The preferential issue of Warrants is being made to the 'Non-Promoter(s) or Non-Promoter Group' of the Company. The Non-Promoter of the Company i.e. details as are listed below has conveyed its intention to subscribe to the offer.

Sl. No	Name of the Proposed Allottees	Category	CIN/PAN No	Activity	Pre-issue Holding %	No of convertible warrants to be allotted	Post Issue Holding %	Beneficial Interest
1.	Binod Kumar Agarwal	Individual	AEBPA9270K	Business	---	425170	0.16	Binod Kumar Agarwal
2.	Sandhya Agarwal	Individual	ADIPAZ7134P	Business	---	425170	0.16	Sandhya Agarwal
3.	Binod Kumar (HUF)	Individual (HUF)	AADHB4133Q	Business	---	425170	0.16	Binod Kumar Agarwal
4.	Albhnath Steels Pvt. Ltd	Private Company limited by Shares	AACXAY201N/ U51420WB1999PTC055016	Wholesale of non-agricultural intermediate products, waste and scrap	---	2125850	0.78	1.Shyam Sundar Chatterjee 2. Anand Mohan Prasad
5.	Ganesh Vincon Pvt. Ltd	Private Company limited by Shares	AADCG0228N/ U51109WB2008PTC121299	Wholesale on a fee or contract basis. [Includes commission agents, commodity brokers & auctioneers & all other wholesalers who trade on behalf & on the account of others	---	2125850	0.78	1. Niladri Bihari Barik
6.	Gouri Merchandise Pvt. Ltd	Private Company limited by Shares	AADCG0227D/ U51109WB2008PTC121301	Wholesale on a fee or contract basis. [Includes commission agents, commodity brokers and auctioneers & all other wholesalers who trade on behalf & on the account of others	0.54	2125850	1.24	1.Surendra Kumar Jain 2.Subhankar Kaya
7.	Kanupriya Commercial Pvt. Ltd	Private Company limited by Shares	AACCK5711B/ U51909WB2004PTC100225	Other wholesale [Includes specialized wholesale not covered in any one of the previous categories and wholesale in a variety of goods without any particular specialization]	---	2125850	0.78	1. Surendra Kumar Jain 2.Bhikash Adhikary
8.	Rangbarshi Projects Pvt. Ltd	Private Company limited by Shares	AARCG6330M/ U45203WB1999PTC077661	Building of complete constructions or parts thereof civil engineering	---	2125850	0.78	1. Kamal Kanti Baskhandi 2.Subhankar Kaya
9.	Tumley Infrastructure Pvt. Ltd	Private Company limited by Shares	AARCT4710P/ U45201MH2010PTC204035	Building of complete constructions or parts thereof; civil engineering	---	2125850	0.78	1. Bhavesh Navinchandra Goradia 2. Maya Bhavesh Goradia
10.	Annex TradeLinks Pvt. Ltd	Private Company limited by Shares	AAICAY688K/ U51101WB2010PTC150296	Wholesale on a fee or contract basis. [Includes commission agents, commodity brokers and auctioneers & all other wholesalers who trade on behalf and on the account of others	---	8508401	3.13	1. Himanshu Sharma 2. Abhijit Singh
11.	Subhshah Fiscal Services Pvt. Ltd	Private Company limited by Shares	AADC8846A/ U67120PB1999PTC017605	Activities auxiliary to financial intermediation, except insurance and pension funding. [This Group includes activities involved in or closely related to financial inter-mediation other than insurance & pension funding but not themselves involving financial inter-mediation].	0.81	8508401	3.81	---
12.	Shreekunj Securities Pvt. Ltd	Private Company limited by Shares	AACFS4082M/ U05921WB1999PTC080492	Other financial intermediation [This group includes financial intermediation other than that conducted by monetary institutions]	0.44	5527211	2.4	1. Manoranjan Pal 2. Himanshu Sharma 3.Ratan Kumar Chakraborty 4.Aadesh Singh Kushwaha
13.	Stream Suppliers Pvt. Ltd	Private Company limited by Shares	AACFS4608P/ U51101WB2010PTC150292	Wholesale on a fee or contract basis. [Includes commission agents, commodity brokers and auctioneers and all other wholesalers who trade on behalf and on the account of others]	0.44	5952381	2.56	1.Jitendra Kumar Singh 2.Prakash Kumar Khaitan
			Total securities being proposed		2.23	42517007	17.52	

Note: The % of post issue capital is arrived after considering the proposed allotment of Equity Shares on conversion of Share Warrants.

Note: The % of post issue capital is arrived after considering the proposed allotment of Equity Shares on conversion of Share Warrants.

No Warrants or Equity Shares are being offered to the directors, key managerial personnel or relatives of directors / key managerial personnel of the Company.

3. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the preferential Issue offer of equity shares (standalone) would be as under:

Sl.No		Category of Shareholders	Pre-issue Shareholding		Post-issue Shareholding	
			Shares	%	Shares	%
A		Shareholding of Promoter & Promoter Group				
1		Indian				
	A	Individuals/Hindu Undivided Family (Including persons acting in concern)	58216507	25.42	58216507	21.44
		Sub Total (A1)	58216507	25.42	58216507	21.44
2		FOREIGN				
	A	Individuals(NRI's/Foreign individuals) (Including persons acting in concern)	-	-	-	-
	B	Foreign Body Corporate	-	-	-	-
		Sub Total (A2)	-	-	-	-
		Total Shareholding of Promoter & Promoter Group (A)=(A1) + (A2)	58216507	25.42	58216507	21.44
B		Public Share Holdings				
1		Institutions				
	A	Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	2719586	1.19	2719586	1
	B	Foreign Institutional Investors	21950976	9.58	21950976	8.08
		Sub Total (B1)	24670562	10.77	24670562	9.08
2		Non-institutions				
	A	Foreign Nationals	-	-		
	B	Foreign Corporate Bodies	-	-		
		Individuals:				
	A	Individuals-Shareholders holding nominal share capital up to Rs. 2 Lakhs	25771162	11.25	25771162	9.49
	B	Shareholders holding nominal share capital in excess of Rs. 2 Lakhs	26251685	11.46	27527195	10.14
	C	Any Other (specify)-NRI	1540567	0.67	1540567	0.57
	D	NBFCs Registered with RBI	-	-	-	-
	E	Clearing Member	29548884	12.9	29548884	10.88
	F	Bodies Corporate	62991833	27.51	104233330	38.39
	G	Trust	20000	0.01	20000	0
		SUB-TOTAL (B2)	146124131	63.81	188641138	69.47
		Total Public Shareholding (B)=(B1) + (B2)	170794693	74.58	213311700	78.56
		GRAND TOTAL (A+B)	229011200	100	271528207	100

[# assuming exercise by the Proposed Allottees for conversion of all the Warrants]

The proposed preferential allotment will not result in any change in management control of the Company as the proposed allottees belong to Non-promoter(s) / Non-promoter group.

PRE AND POST ISSUE SHAREHOLDING OF DVR EQUITY SHARE CAPITAL (STAND ALONE)

Sl. No		Category of Shareholders	Pre-issue Shareholding		Post-issue Shareholding	
			Shares	%	Shares	%
A		Shareholding of Promoter & Promoter Group				
1		Indian				
	A	Individuals/Hindu Undivided Family (Including persons acting in concern)	24495726	42.79	24495726	42.79
		Sub Total (A1)	24495726	42.79	24495726	42.79
2		FOREIGN				
	A	Individuals(NRI's/Foreign individuals) (Including persons acting in concern)	-	-	-	-
	B	Foreign Body Corporate	-	-	-	-
		Sub Total (A2)	-	-	-	-
		Total Shareholding of Promoter & Promoter Group (A)=(A1) + (A2)	24495726	42.79	24495726	42.79
B		Public Share Holdings				
1		Institutions				
	A	Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	5157349	9.01	5157349	9.01
	B	Foreign Institutional Investors	1924750	3.36	1924750	3.36
		Sub Total (B1)	7082099	12.37	7082099	12.37
2		Non-institutions				
	A	Foreign Nationals	-	-	-	-
	B	Foreign Corporate Bodies	-	-	-	-
		Individuals:				
	A	Individuals-Shareholders holding nominal share capital up to Rs. 2 Lakhs	6364747	11.12	6364747	11.12
	B	Shareholders holding nominal share capital in excess of Rs. 2 Lakhs	7679273	13.41	7679273	13.41
	C	Any Other (specify)-NRI	406961	0.71	406961	0.71
	D	NBFCs Registered with RBI	-	-	-	-
	E	Clearing Member	2431671	4.25	2431671	4.25
	F	Bodies Corporate	8787323	15.35	8787323	15.35
	G	Trust	5000	0.01	5000	0.01
		SUB-TOTAL (B2)	25674975	65.1	25674975	65.1
		Total Public Shareholding (B)=(B1) + (B2)	32757074	57.21	32757074	57.21
		GRAND TOTAL (A+B)	57252800	100	57252800	100

4. The time within which the preferential allotment shall be completed:

The allotment of Warrants will be completed within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

5. Pricing of the preferential issue:

The pricing of the Equity Shares to be allotted on conversion of Warrants to the Promoter(s) of the Company on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations.

The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than the higher of the following or as per the law prevailing at the time of allotment of Warrants:

- a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 26 (twenty six) weeks preceding the relevant date; or
- b) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 2 (Two) weeks preceding the 'relevant date'.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations.

The price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the relevant date.

6. Relevant Date:

The relevant date for the purpose of pricing shall be 21st March, 2017 being the date which is 30 (thirty) days prior to the deemed date of passing of special resolution by the Members of the Company through Postal Ballot to approve the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations.

7. Auditors' Certificate:

The price at which the Warrants would be issued to the Promoter(s) of the Company cannot be exactly determined before issue of this Notice to the

shareholders as the same depends on the average of the market prices prevailing in the preceding 2 (two) weeks or (26) (twenty six weeks) of the 'relevant date' as per Regulation 76 of the SEBI (ICDR) Regulations. Auditors' certificate issued by M/s. Ch. Sri Ranga Chartered Accountants, Statutory Auditors of the Company as required under Regulation 73(2) SEBI (ICDR) Regulations will be available for inspection at the registered office of the Company on any working day between 02.00 p.m. to 5.00 p.m. upto the last date of voting under Postal Ballot.

8. Lock-in Period:

The Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to Warrants shall be subject to lock-in as per SEBI (ICDR) Regulations.

As per Regulation 78(6) of the SEBI (ICDR) Regulations, the entire pre-preferential allotment shareholding of the above proposed allottee(s) shall be locked-in from the Relevant Date up to the period of 6 months from the date of preferential allotment.

9. Undertakings

In terms of SEBI (ICDR) Regulations, 2009, the Company hereby undertakes that:

- a) It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

The Board believes that the proposed preferential issue is in the best interests of the Company and its members and recommends the resolution as set out at Item No. 1 for approval of the shareholders as a Special Resolution.

None of the directors, Key managerial personnel or any relative of any of the directors or key managerial personnel of the Company is, in anyway, concerned or interested in the above resolution.

ITEM NO. 2: ISSUE OF EQUITY SHARES AND/OR OTHER SECURITIES

In order to strengthen the balance sheet of the Company by de-leveraging and also to explore further growth initiatives such as expansion, acquisition, additional working capital needs and other general corporate purposes, the Company proposes to create,

issue, offer and allot Indian Securities and/or Foreign Securities (such terms as defined in the resolution of the Notice) at such price or prices (subject to compliance with applicable law), at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board (as defined in the resolution of the Notice) at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and other advisors to the offering. The Company intends to issue Indian Securities and/or Foreign Securities for an aggregate amount not more than INR equivalent of (USD 40 Million), with or without a green shoe option of up to 15 (fifteen) per cent.

This special resolution, among other things, seeks to enable the Board to undertake a Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers (“QIBs”) in accordance with the SEBI ICDR Regulations (as defined in the resolution of the Notice).

The pricing of the Indian Securities to be issued to QIBs pursuant to Chapter VIII of the SEBI ICDR Regulations shall be determined by the Board subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. In the event the Equity Shares and/or convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs pursuant to the provisions of Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of the Equity Shares (including those issued upon conversion of convertible securities) shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and/or convertible securities, as the case may be. The resolution enables the Board of Directors to, in accordance with applicable laws, offer a discount of not more than 5% (five per cent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The special resolution also enables the Board to issue Indian Securities and/or Foreign Securities in tranches, at such times, as the Board deems fit.

The Company with this resolution intends to retain the right and flexibility to issue Foreign Securities (as defined in the resolution of the notice).

The detailed terms and conditions for the offer will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with the applicable law. The Equity Shares allotted or arising out of conversion of any Indian Securities and/or Foreign Securities will be listed on recognized stock exchanges subject to obtaining regulatory approvals.

The offer/issue/allotment/conversion/exchange/redemption of the securities proposed to be issued pursuant to this resolution would be subject to obtaining regulatory approvals, if any, by the Company. The conversion of securities held by foreign investors into Equity Shares would be subject to applicable ceiling on foreign investment in the Company. As and when the Board does take a decision on matters on which it has the

discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Regulations (including any statutory modification or re-enactment thereof, for the time being in force).

The Indian Securities and/or the Foreign Securities issued pursuant to the offer may be secured, if necessary, by mortgage/ hypothecation on the assets of the Company as may be finalized by the Board. Necessary approval(s) under Section 180(1)(a) of the Companies Act, 2013 are being obtained for the enhanced limits through Postal Ballot now

Pursuant to the SEBI ICDR Regulations, issue of the Indian Securities shall be completed within a period of 12 months from the date of passing of this resolution.

Section 62(1)© of the Companies Act, 2013 provides that when the subscribed capital of a company is proposed to be increased by issue of further shares, such further shares may be offered to any person (whether or not those persons are existing equity shareholders of the company) by passing a special resolution. The approval of the shareholders of the Company authorizing the Board to issue the Indian Securities and/or Foreign Securities as defined in the resolution of the Notice is, therefore, being sought by way of a special resolution.

The Board recommends the resolution for approval of the shareholders of the Company as a special resolution through Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution.

ITEM NO. 3: INVESTMENTS IN ANY BODY CORPORATE INCLUDING SUBSIDIARIES:

To increase the turnovers and profitability, the company may generate few spare funds for deployment in the market. For better utilization of these liquid funds in the hands of company, the same may be invested into securities. It may also require giving loan, guarantee or provide security during course of business in the interest of company.

The Company proposes to seek approval of shareholders to make investment exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more. Accordingly your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment exceeding the limit prescribed under Section 186 of the Companies Act, 2013 read with Rule 11 and 12 of the Companies (Meeting of Board and its Powers) Rules, 2014.

In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment or give loan, guarantee or provide security within the limits as mentioned in proposed

resolution.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4 & 5 INCREASE OF AUTHORIZED SHARE CAPITAL AND AMENDMENT OF MEMORANDUM OF ASSOCIATION

The Board of Directors have considered and recommended on 20th February, 2017 to issue shares to the eligible shareholders and also to explore the opportunities to raise further funds by way of issue of new securities either by private placement or rights or preferential issue. This needs an increase in the amount of Authorized Capital and also an amendment in the Authorized Share Capital clause of the Memorandum of Association of the Company.

The Board of Directors recommends the resolutions for approval of shareholders. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6: TO SELL LEASE OR OTHERWISE DISPOSE OF THE ASSETS OF THE SUBSIDIARY COMPANY

In order to restructure the company's business plans, improve liquidity a financing plan is being worked out. Under this plan it may be required to sell out or otherwise transfer some of the undertakings / assets / projects to strategic investor / Special Purpose Vehicle (SPV) Company or third party (ies), on a going concern basis to ensure smooth functioning of operations.

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

Accordingly, pursuant to Section 180(1) (a) of the Companies Act, 2013 and regulation 24 of the SEBI (LODR) Regulations, 2015, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer the business/assets of the subsidiary Company by means of sale/disposal/merger /swapping of shares etc.

The proposed enabling resolution at Item No. 6 provides adequate flexibility and discretion to the Board to finalize the terms of the sale of the Assets as business undertaking in consultation with advisors, experts or other authorities as may be required.

The Directors recommend the resolution proposed at Item No.6 for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 7: ISSUE OF ESOP SHARES/SWEAT EQUITY SHARES TO THE KEY MANAGERIAL PERSONS BY STAMPEDE TRADEX PTE LTD., SINGAPORE

Stampede Capital Limited has a wholly owned subsidiary in Singapore, Stampede Tradex Pte Limited. The Singapore based wholly owned subsidiary has proposed to allot shares to the Key Managerial Persons of the Holding Company i.e., Stampede Capital Limited by way of ESOPs and/or sweat equity shares on the lines of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI Regulations”) and/or Securities And Exchange Board Of India (Issue Of Sweat Equity) Regulations, 2002 and the approval of the Shareholders of the Company is sought to enable the issue of ESOPS and/or sweat equity shares.

The Resolution at Item No. 7 seek to obtain the Members’ approval to authorize the Board of Directors of the Company subsidiary Company to exercise its powers in relation hereto, including the powers conferred by this resolution and/or such other persons who may be authorized by the Board or the Administrator to do all such acts in order to give effect to this resolution.

ITEM NO. 8: AUTHORISATION AND APPROVAL FOR CONVERSION OF UNSECURED LOANS OF THE PROMOTER INTO EQUITY SHARES OF THE COMPANY

The Board of Directors discussed the future plans of the company and its existing requirements for funds. In order to meet the financial requirements of the Company, it is proposed to issue further capital for strengthening the financial position of the Company “through Rights Issue.. Mrs. Usha Rani Meenavalli has, requested the board of directors to consider the outstanding unsecured loans for conversion towards her entitlement for the proposed Rights Issue at the appropriate time as and when it is decided by the Board. As and when the Rights issue is taken up after the necessary approvals and clearances, Mrs. Usha Rani Meenavalli, the promoter of the Company may be considered for

allotment of securities by considering the outstanding unsecured loans to the Company. It is, therefore, proposed to authorize the Board of Directors of the Company to issue and allot Rights equity shares/securities to Mrs. Usha Rani Meenavalli on the same terms and conditions as would be applicable to all other shareholders of the company pursuant to the proposed rights issue.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal is proposed for the approval of the members of the Company by way of Special Resolution.

The Board commends your approval by way Special resolution for appropriation of the unsecured loan as and when required.

None of the Directors, except Mrs. Usha Rani Meenavalli of the Company, are interested or concerned in the resolution except to the extent of shares that may be offered to them.

ITEM NO. 9: RE-CLASSIFICATION OF PROMOTER GROUP TO PUBLIC PURSUANT TO REGULATION 31A (7) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Mr. K. Bhaskar Reddy's was the promoter of the Company. As on date he is neither involved in the management nor hold any shares in the Company nor has not entered into any Shareholders Agreement with the Company nor have they got any Veto Rights or Special Information Rights or Special Rights as to voting power or control of the Company, it is proposed to reclassify him from that of promoter category to public Category, where ever it appears, in terms of Regulation 31A of SEBI (LODR) Regulations 2015. The compliance as required under Regulation 31(A) (5) of SEBI and 31A (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any, the Company proposes to reclassify him from "Promoter Category" to "Public Category as Mr. K. Bhaskar Reddy in all the disclosures and documents where ever it appears and is required to be done. He presently does not hold any shares in the company nor he directly or indirectly exercising control over the affairs of the entity; Pursuant to reclassification of promoters, it shall not have any bearing or no effect on achieving compliance with minimum public shareholding requirement under Rule 19A.

The event of reclassification shall be disclosed to Stock Exchange as material event in accordance with the provisions of SEBI (Listing obligations and Disclosure Requirement) Regulations and the Board does not have any specific cases requiring the Stock Exchange to relax any conditions for under Rule 19A of the Act. On and from the date of the passing of the resolution, his category as promoter share holder will cease to be so in all the documents and disclosures.

Pursuant Regulation 31A (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the reclassification of his name from that promoter

category to public category, in all the places where ever it appears, requires members approval and hence this resolution. The Board of Directors believes that the re-classification of Mr. K. Bhaskar Reddy from promoter category to pubic category is in the interest of the Company and therefore recommends the resolution for your approval.

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

By Order of the Board of Directors

**Hyderabad
20th March, 2017**

**CS Kiran Koduri
Company Secretary & Compliance Officer**