

# THE POWER OF MATH AND MACHINE

**STAMPEDE**

Stampede Capital Limited

18<sup>th</sup> ANNUAL REPORT

2012 - 13



**BOARD OF DIRECTORS**

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

**REGISTERED OFFICE**

Plot No. 1, JR Towers, Road No-2,  
Banjara Hills, Hyderabad-500034  
Andhra Pradesh, India  
Tel: +91-40-23540764/5  
Fax:+91-40-23540763  
URL: www.stampedecap.com

**AUDITORS**

**M/s Sarath and Associates**

**Chartered Accountants**

Plot No. 34, 8-2-577/B, 4th Floor, Maasheichts,  
Road No. 8, Banjara Hills, Hyderabad - 500 082.

**SHARE TRANSFER AGENT**

**Venture Capital And Corporate Investments Private Limited**

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

**Phone :** +91 040-23818475/23818476/23868023





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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 18th Annual General Meeting of the Members of Stampede Capital Limited will be held on Monday, the 30<sup>th</sup> day of September 2013 at 3.30 P M at Kalinga Cultural Trust, Plot No. 1269, Road No.12, Banjara Hills, Hyderabad 500 034 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013 and the Audited Profit and Loss Account for the year ended as on that date together with the Report of the Auditors and the Board of Directors thereon.
2. To appoint a Director in place of Mr Veerabhadra Rao A, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr Gouse Shaik, who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint retiring Auditors

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

**“RESOLVED THAT** M/s. Sarath & Associates, Chartered Accountants (Regn No. 005120S) Hyderabad be and are hereby re-appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a Remuneration as may mutually be agreed upon between the Board of Directors and M/s Sarath & Associates, Chartered Accountants.”

**SPECIAL BUSINESS**

**5. Appointment of Mr Vivek Kumar Ratakonda as a Director of the Company**

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

**“RESOLVED THAT** Mr Vivek Kumar Ratakonda, who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from November 15, 2012 and who holds Office upto the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act 1956 (“the Act”) and in respect of whom the Company has received a Notice in writing from a Member under Section 257 of the Act proposing his Candidature for the Office of the Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation”.



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### 6. Appointment and Remuneration of Mr Venkat Srinivas Meenavalli, as Managing Director of the Company

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act 1956 (“the Act”), as amended or re-enacted from time to time, read with Schedule XIII of the Act, the Company hereby approves the appointment and terms of remuneration of Mr Venkat Srinivas Meenavalli as Managing Director of the Company for a period of 3 (Three) years with effect from November 15, 2012 upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting including the remuneration to be paid in the event of loss or inadequacy of profits in any financial Year(s) during the tenure of his appointment with liberty to the Board of Directors to finalize such terms and conditions of the said appointment and also alter or vary the same from time to time in such manner as may be agreed between the Board of Directors and Mr Venkat Srinivas Meenavalli.”

**“RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby Authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

### 7. Appointment and Remuneration of Mr Dasi Emmanuel, as Executive Director of the Company

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act 1956 (“the Act”), as amended or re-enacted from time to time, read with Schedule XIII of the Act, the Company hereby approves the appointment and terms of remuneration of Mr Dasi Emmanuel as Executive Director of the Company for a period of 3 (Three) years with effect from May 30 2013 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year(s) during the tenure of his appointment with liberty to the Board of Directors to finalise such terms and conditions of the said appointment and also alter or vary the same from time to time in such manner as may be agreed between the Board of Directors and Mr Dasi Emmanuel.”

**“RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby Authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

### 8. Appointment and Remuneration of Mr Shaik Gouse, as Whole Time Director of the Company

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



**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act 1956 (“the Act”), as amended or re-enacted from time to time, read with Schedule XIII of the Act, the Company hereby approves the Appointment and Terms of Remuneration of Mr Shaik Gouse as Whole Time Director of the Company for a period of 3 (Three) years with effect from May 13, 2013 upon the Terms and Conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting including the Remuneration to be paid in the event of loss or inadequacy of profits in any financial year(s) during the tenure of his Appointment with liberty to the Board of Directors to finalize such terms and conditions of the said appointment and also alter or vary the same from time to time in such manner as may be agreed between the Board of Directors and Mr Shaik Gouse.”

**“RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby Authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**9. Sub-Division of Shares**

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

**“RESOLVED THAT** pursuant to the provisions of Section 94(1) (d), 97 and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals, consents, permissions, and sanctions if any as may be required from any authority and subject to such conditions as may be agreed by the Board of Directors of the Company consent of the members be and is hereby accorded for sub dividing the Equity Shares of the Company including the Paid-Up Equity Shares such that each existing Equity Shares of the Company of the face value of Rs 10/- (Rupees Ten only) each be sub divided into 10 equity shares of the face value of Re 1/- (Rupee One only) each.”

**“RESOLVED FURTHER THAT** the existing Authorised Share Capital of the Company Rs 28,00,00,000 shall be divided into 28,00,00,000 Equity Shares of Re 1/- each amounting to Rs 28,00,00,000/-.”

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





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### 10. Alteration of Memorandum of Association

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

**“RESOLVED THAT** pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act 1956 the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs 28,00,00,000 (Rupees Twenty Eight Crores only) divided into 28,00,00,000 (Twenty Eight Crore) Equity Shares of Re 1/- (Rupees One only) each.”

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

### 11. Authorization to Raise Funds

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

**“RESOLVED THAT** pursuant to, the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) (including any statutory modification(s) or reenactment thereof, for the time being in force), the applicable rules, regulations and guidelines of the Securities and Exchange Board of India (ICDR) Regulations 2009 (ICDR), the applicable provisions of Foreign Exchange Management Act, 1999 (“FEMA”), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) scheme, 1993, the enabling provisions of the Memorandum and Articles of Association of the company and the Listing Agreements entered into by the company with the Stock Exchanges where the shares of the company are listed, and subject to requisite approvals, consents, permissions, and/or sanctions, if any, of Ministry of Finance (Department of Economic Affairs), Ministry of Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance), SEBI, the Stock Exchanges, Reserve Bank of India (“RBI”), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as “Requisite Approvals”), which may be agreed to by the Board of Directors of the company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, permission, authority and approval of the Members of the company be and is hereby accorded to the Board at their absolute discretion to create, offer, issue and allot, from time to time in one or more tranches, whether rupee denominated or denominated in foreign currency, in consultation with the Lead Manager(s) and/or Underwriter(s) and/or Advisor(s), wherever required, (a)



Foreign Currency Convertible Bonds (FCCBs)/ Foreign Currency Exchangeable Bonds (FCEBs) and/or other securities convertible, at the option of the company and/or entitling holder thereof to apply and convert at his option into equity shares with or without voting/special rights and/or (b) other securities convertible into or exchangeable with or linked to equity shares, and/or (c) Non convertible securities with or without detachable warrants, and/or (d) Warrants with a right exercisable by the warrant holder to convert or subscribe to the equity shares and/or (e) any shares, instruments or securities of the company through Global Depository Receipts (GDRs), American Depository Receipts (ADRs) or equity shares through depository receipt mechanism, participatory notes or otherwise (all hereinafter collectively referred to as “Securities”) and/or any combination of securities, secured or unsecured, whether listed on any stock exchange in India or any international stock exchange outside India (f) issue of securities by way of Qualified Institutional Placements under chapter VIII of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 as amended from time to time, to any person including Qualified Institutional Buyers, Foreign Institutional Investors, Foreign, nonresident, domestic institutions, institutional investors, banks, mutual funds, companies, bodies corporate or other entities, individuals or other persons (collectively referred to as “Investors”), whether or not such investors are members of the company for an aggregate amount not exceeding Rs.100 Crore (Rupees Hundred Crore only) or equivalent thereof in one or more foreign currency, inclusive of such premium as may be fixed on such Securities by offering the securities in one or more countries through public offer and/or offer letter and/or placement document and/or circular and/or information memorandum and/or such other document writings, and/or private placement basis and/or combination thereof in such manner, on such terms and conditions and at such time(s) as may be determined by the Board in its absolute discretion, with power to settle details as to the form and terms of issue of the Securities and all other terms, conditions and matters connected therewith including to accept any modification thereto or therein as may be required by concerned authorities and/or persons involved with any such issue of securities subject, however, to all applicable laws and regulations.”

**“RESOLVED FURTHER THAT** the relevant date for the purpose of pricing of the Securities to be issued under Qualified Institutional Placement in accordance with the SEBI ICDR Regulations shall be the date of meeting in which the Board decides to open issue of the securities, subsequent to the receipt of members' approval in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act and other applicable rules, regulations and guidelines in relation to the proposed issue of the securities inter alia through qualified institutions placement(s) to qualified institutional buyers as mentioned in these resolutions.

**“RESOLVED FURTHER THAT** the Board be and is hereby Authorised to issue and allot equity shares pursuant hereto and/or as may be required to be issued and allotted upon conversion of any of the securities referred to above or as may be necessary in accordance with the terms of offering thereof and all equity shares so issued and allotted shall be subject to the Memorandum and Articles of Association of the company and shall rank PARI PASSU in all respects with the existing equity shares of the company.”



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**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any offer, issue and allotment of Securities, the Board be and is hereby Authorised to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation entering into of arrangements for underwriting, marketing, listing, trading, appointment of Lead Manager(s), Advisor(s), Registrar(s), paying and conversion agent(s) and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions, and to give such direction that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all members.”

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

**Place:** Hyderabad

**Date:** September 07, 2013

**By Order of the Board**

**Kranthi Kiran G**

**Company Secretary & Compliance Officer**

### NOTES

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy (whether Member or not) to attend and vote instead of him or her. A proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting. Completion and return of the form of proxy will not prevent a Member from attending the Meeting and voting in person if he or she so wishes.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto.
3. Members/Proxies should bring the attendance slips filled in for attending the Meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from September 28, 2013 to September 30, 2013 (inclusive of both dates).
5. Members desiring any information on financial statements are requested to inform to the Company at least Seven days before the date of the Meeting to keep the information available at the Meeting.



6. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued Circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in Physical form are requested to forward the required details (email ID) to the Registrar and Share Transfer Agent, M/s Venture Capital and Corporate Investments Pvt Ltd, Hyderabad.
7. Accordingly the Company will be sending Notices / Documents / Annual Reports etc., to the Members in future through email, wherever the email ID is available and through other modes of services provided in Section 53 of the Companies Act, 1956:

**8. Details of Directors seeking appointment/re-appointment:**

S.No.	Name	DoB	Education	Experience	Directorships in Other Companies
1	Venkat Srinivas Meenavalli	28-03-1970	MSc	21 years	1. Northgate Com Tech Ltd 2. Bio Ethanol Agro Industries Ltd 3. Stampede Cloud Services Pvt Ltd 4. Stampede Infra and Properties Pvt Ltd 5. Green Fire Agro Tech Pvt Ltd
2	Dasi Emmanuel	30-09-1960	MSc, MCA	20 years	1. Stampede Cloud Services Pvt Ltd 2. Stampede Infra and Properties Pvt Ltd
3	Shaik Gouse	09-02-1973	LLB, ACS	15 Years	Nil
4	Veerabhadra Rao	11-09-1957	Bsc, DFAT	15 Years	1. Bio Ethanol Agro Industries Ltd
5	Vivek Kumar R	14-05-1962	FCA	20 Years	Nil



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

#### **Item-5: Appointment of Mr Vivek Kumar Ratakonda as a Director of the Company**

Mr Vivek Kumar Ratakonda, aged 51 years, is a Fellow Chartered Accountant having more than 20 years of experience spread across various sectors of economy including capital markets.

The Resolution for appointment of Mr Vivek Kumar R as Director liable to retire by rotation at Item 5 of the Notice is commended for approval by the members.

Mr Vivek Kumar R is concerned or interested in the Resolution at item 5 of the Notice. No other Director of the Company is concerned or interested in this Resolution.

#### **Item-6: Appointment and Remuneration of Mr Venkat Srinivas Meenavalli as Managing Director of the Company**

Mr Venkat Srinivas Meenavalli, aged 44 years is holding a Master of Science in Computer Science from Suffield University, a distant learning university; certificate of proficiency in radiotelephony from Spectrum Management Agency, Australia and certification of Novell Certified Engineer (CNE), Microsoft Certified Engineer (MCSE); and Microsoft Certified Systems Engineer + Internet (MCSE+I). He started his career by joining University of Sydney as Network consultant in the year 1994.

Mr Venkat Srinivas Meenavalli was a key architect in Design, Development and Deployment of Online trading platform for mldirect.com. Further, he was also involved in Internet security systems, managed internet security for Online Merrill Lynch and NASDAQ platform. He has an overall experience of 21 years in the field of Information Technology, Marketing and Administration.

The main terms and conditions of appointment of Mr Venkat Srinivas Meenavalli ("hereinafter referred to as MD") are given below:

A. Tenure of Appointment:

The appointment of MD is for a period of 3 (Three) years with effect from November 15 2012.

B. Nature of Duties:

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



**C. Remuneration:**

The MD shall be entitled to Remuneration as stated hereunder in terms of Schedule XIII of the Companies Act 1956.

1. Remuneration: (a) Basic Salary up to a Maximum of Rs. 5,00,000 per Month, with authority to the Board or a Committee thereof to fix his Basic Salary within the said Maximum Amount; (b) Commission and/or Incentive Remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 1956 read with Schedule XIII of the said Act.
2. Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any Financial Year during the currency of the tenure of MD the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration as specified above within the Limits allowed under the Companies Act, 1956 read with Schedule XIII of the said Act.

**D. Other terms and conditions of the appointment of the MD are as set out in the Appointment deed signed between the Company and the Mr Venkat Srinivas Meenavalli.**

In compliance with the applicable provisions of the Companies Act 1956 (“the Act”), read with Schedule XIII of the Act, the terms and conditions of the appointment of Mr Venkat Srinivas Meenavalli, as specified above, are now placed before the members for their approval.

This may be treated as an abstracts of the terms and conditions of appointment and remuneration of Mr Venkat Srinivas Meenavalli as required under section 302 of the Act.

The Resolution for appointment and terms of remuneration of Mr Venkat Srinivas Meenavalli at Item 6 of the Notice are commended for approval by the members.

Mr Venkat Srinivas Meenavalli is concerned or interested in the Resolution at item 6 of the Notice. No other Director of the Company is concerned or interested in these Resolutions.

**Item-7: Appointment and Remuneration of Mr Dasi Emmanuel as Executive Director of the Company**

Mr Dasi Emmanuel has a MSc. in Mathematics, MSc. in Statistics and MCA Computer Science. He has Over 20 years of experience in the Research and Statistical Department. His work areas mostly concentrated on HFT, EMM Algorithms and integrated reinforcement learning algorithms on HFT systems. Mr Dasi Emmanuel was a Key architect in implementing state space modeling. Mr Dasi Emmanuel was involved in Design and implementation of algorithms for relative value arbitrage based on CAPM and Arbitrage Pricing Theory (APT) for national and international-pairs.



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Presently in Stampede Capital Limited Mr Dasi Emmanuel supervises and coordinates trading strategies for the Statistical Arbitrage Models, VWAP and Equity and Derivative markets. The main terms and conditions of appointment of Mr Dasi Emmanuel (“hereinafter referred to as ED”) are given below:

E. Tenure of Appointment:

The appointment of ED is for a period of 3 (Three) years with effect from May 30 2013.

F. Nature of Duties:

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

G. Remuneration:

The ED shall be entitled to Remuneration as stated hereunder in terms of Schedule XIII of the Companies Act 1956

1. Remuneration: (a) Basic Salary upto a Maximum of Rs. 3,00,000 per Month, with authority to the Board or a Committee thereof to fix his Basic Salary within the said Maximum Amount; (b) Commission and/or Incentive Remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 1956 read with Schedule XIII of the said Act.

2. Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any Financial Year during the currency of the tenure of ED the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration as specified above.

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

In compliance with the applicable provisions of the Companies Act 1956 (“the Act”), read with Schedule XIII of the Act, the terms and conditions of the appointment of Mr Dasi Emmanuel, as specified above, are now placed before the members for their approval.

This may be treated as an abstracts of the terms and conditions of appointment and remuneration of Mr Dasi Emmanuel as required under section 302 of the Act.



The Resolution for appointment and terms of remuneration of Mr Dasi Emmanuel at Item 7 of the Notice are commended for approval by the members.

Mr Dasi Emmanuel is concerned or interested in the Resolution at item 7 of the Notice. No other Director of the Company is concerned or interested in these Resolutions.

**Item-8: Appointment and Remuneration of Mr Shaik Gouse as Whole Time Director of the Company**

Mr Gouse Shaik, aged 41 years, is a graduate in Commerce and in law and an Associate Member of Institute of Company Secretary of India (ICSI). He is a Whole Time Director (WTD) of our Company, and currently responsible for the overall Corporate Affairs of the Company. He has about 14 years of experience in Secretarial, Corporate Law and Legal matters. He started his career with M/s Puttaparthi Jagannatham & Co., a Practicing Company Secretaries firm as Trainee in the year 2000. He then moved to Goldstone group of Companies as Company Secretary, then on to Northgate Technologies during the period 2005-10 and then on to Bio Ethanol Agro Industries Limited during the period 2010-13.

The main terms and conditions of appointment of Mr Gouse Shaik ("hereinafter referred to as WTD") are given below:

- I. Tenure of Appointment:  
The appointment of WTD is for a period of 3 (Three) years with effect from May 13, 2013.
- J. Nature of Duties:  
The WTD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board and exercise such powers as may be assigned to him, subject to the Superintendence, Control and Directions of the Board and/or the Managing Director in connection with and in the best interests of the Business of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/Subsidiaries or any other Executive Body or a Committee of such a Company.
- K. Remuneration:  
The WTD shall be entitled to Remuneration as stated hereunder in terms of Schedule XIII of the Companies Act 1956
  - 3. Remuneration: (a) Basic Salary upto a Maximum of Rs. 3,00,000 per Month, with authority to the Board or a Committee thereof to fix his Basic Salary within the said Maximum Amount; (b) Commission and/or Incentive Remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, Perquisites and Allowances as may be determined by the Board from time to time over and above the Basic Salary within the Limits allowed under the Companies Act, 1956 read with Schedule XIII of the said Act.





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4. Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any Financial Year during the currency of the tenure of WTD the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration as specified above.
- L. Other terms and conditions of the appointment of the WTD are as set out in the Appointment deed signed between the Company and the Mr Gouse Shaik.

In compliance with the applicable provisions of the Companies Act 1956 ("the Act"), read with Schedule XIII of the Act, the terms and conditions of the appointment of Mr Gouse Shaik, as specified above, are now placed before the members for their approval.

This may be treated as an abstracts of the terms and conditions of appointment and remuneration of Mr Gouse Shaik as required under section 302 of the Act.

The Resolution for appointment and terms of remuneration of Mr Gouse Shaik at Item 8 of the Notice are commended for approval by the members.

Mr Gouse Shaik is concerned or interested in the Resolution at item 8 of the Notice. No other Director of the Company is concerned or interested in these Resolutions.

### **Item-09: Sub-Division of Shares & Item-10: Alteration of Memorandum of Association**

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

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

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital clause V in the Memorandum of Association of the Company relating to Authorised Share Capital need to be relevantly amended. Section 94(1)(d) of the Act provides for Sub-Division of shares into shares of smaller amount, and section 16 read with section 13 of the Act, provides for amendment of Capital clause of the Memorandum of Association.

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



None of the Directors of your Company are deemed to be interested in the said Resolution except to the extent of their shareholding in the Company

**Item-11: Authorization to Raise Funds**

For the purpose of (i) Capital Expenditure (ii) Acquisition of businesses, (iii) Investments in subsidiaries and (iv) Working Capital and general corporate requirements, your Company is proposing to issue Equity Shares under Qualified Institutional Placement, GDRs, FCCBs, and such other securities convertible into Equity shares or a combination thereof

For the above purposes, your company plans to raise upto Rs.100 Crore (Rupees Hundred Crores only) through a combination of equity/quasi equity instruments and therefore proposes issue of Equity Shares/ADRs/ GDRs/ FCCBs/ ECBs/ FCEBs and such other securities convertible into equity shares or a Combination thereof. The actual composition of various instruments will be decided by the company in consultation with the Merchant Bankers/Investment Bankers and as per the requirements of the funds from time to time and such offer shall be made to any person including Domestic/Foreign Investors/ Foreign Institutional Investors, Qualified Institutional Buyers, Trusts, Mutual Funds, Banks, Insurance Companies, Pension Funds, retail public, whether shareholders of the company or not, at a price which shall not be lower than the price as prescribed under applicable SEBI guidelines, if any.

Accordingly, the consent of the members is being sought, pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956, and SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 as amended from time to time, and in terms of the provisions of the Listing Agreements, to issue and allot equity shares as stated in the Special Resolution.

**Place** : Hyderabad

**Date** : September 07, 2013

By Order of the Board

**Kranthi Kiran G**

**Company Secretary & Compliance Officer**



## STAMPEDE CAPITAL LIMITED

### DIRECTORS REPORT

#### TO THE MEMBERS OF STAMPEDE CAPITAL LIMITED

Your Directors have pleasure in presenting the Eighteenth Annual Report together with the Audited Accounts for the year ended 31st March, 2013.

#### FINANCIAL HIGHLIGHTS:

(Rs.)

Particulars	Year ended 31 March, 2013	Year ended 31 March, 2012
<b>Revenue:</b>		
Revenue from Operations	376,551,535	61,624,235
Other income	2,349,798	1,079,696
<b>Total Revenue</b>	<b>378,901,333</b>	<b>62,703,931</b>
<b>EXPENDITURE:</b>		
Cost of Securities traded	-	15,859,085
Cost of Infra Contract Works	216,082,831	-
Employee benefits expense	20,021,343	14,955,646
Selling and Marketing expenses	23,744,814	-
Finance costs	1,250,105	2,456,972
Depreciation and amortization expense	30,300,513	25,957,047
Other expenses	8,851,862	15,268,092
<b>Total</b>	<b>300,251,468</b>	<b>74,496,842</b>
Profit/(Loss) Before Tax	78,649,865	(11,792,911)
Less: Tax Expense	(2,388,496)	3,015,556
Profit/(Loss) After Tax	81,038,361	(14,808,467)
Earnings / (Loss) per equity share - Basic/Diluted	3.92	(0.92)

#### REVIEW OF OPERATIONS:

For the financial year ended March 31, 2013, your Company had reported consolidated total income of Rs. 3789.01 Lakhs as against Rs. 627.04 Lakhs during the previous financial year. The company recorded a net profit of Rs. 810.38 lakhs as against net loss Rs. 148.08 lakhs during the previous financial year.



**DIRECTORS:**

In accordance with Section 256 of the Companies Act, 1956 Mr A Veerabhadra Rao and Mr Shaik Gouse, Directors of the company retires by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

Mr Vivek Kumar Ratakonda, as appointed as Additional Director with effect from 15.11.2012 and the Board commends for passing of the respective resolution proposed in the Notice of the Annual General Meeting.

**AUDITORS:**

The Statutory Auditors, M/s Sarath and Associates, Chartered Accountants, retire at this Annual General Meeting. The Board of Directors recommends appointment of M/s Sarath and Associates, as Statutory Auditors of the Company for the financial year 2013-14.

**PUBLIC DEPOSITS:**

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

**PARTICULARS OF EMPLOYEES:**

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

**SUBSIDIARIES**

Your Company has two wholly owned subsidiaries viz. Stampede Cloud Services Private Limited and Stampede Infra and Properties Private Limited in India.

The Ministry of Corporate Affairs has issued a General Circular No.:2/2011 dated February 8,2011 granting a general exemption to the companies stating the provisions of section 212 of the Companies Act,1956 (Act)"shall not apply in relation to subsidiaries of companies subject to the company fulfilling certain conditions stated in the said circular. The Company is in compliance with the conditions stipulated by the Ministry of Corporate Affairs, therefore, the accounts and related reports of the subsidiary companies are not attached to Annual Report of the company for the year ended March 31, 2013. The Company will make available the accounts related information of the subsidiary companies upon request by any member/investor of the Company or its subsidiaries. Further, the accounts and related information of the subsidiary companies will be kept open for inspection by any Member, at the registered office of the Company and at the registered office of the subsidiaries during office hours of the Company.

**EMPLOYEE STOCK OPTION PLANS**

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



## STAMPEDE CAPITAL LIMITED

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### LISTING OF SHARES

The shares of the company are listed on Bombay Stock Exchange Limited (BSE). The listing fee for the year 2013-14 has already been paid to the BSE.

### CORPORATE GOVERNANCE:

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

### DIRECTORS' RESPONSIBILITY STATEMENT

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

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

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

The particulars as required under section 217(1)(e) of the Companies Act 1956 read with Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 are provided in the Annexure B forming part of this report.

### ACKNOWLEDGEMENTS:

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

For and on behalf of the Board

Place : Hyderabad  
Date : 07.09.2013

**Venkat Srinivas Meenavalli**  
**Chairman & Managing Director**



**ANNEXURE A**

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

<b>Sl. No.</b>	<b>Particulars</b>	
a.	Options outstanding at the beginning of the year Options granted during the year	14,92,400 Nil
b.	Pricing formula	The Exercise Price of the option shall be the closing market price of the equity share preceding the date of grant of options on the Stock Exchange on which the shares of the company are listed.
c.	Options vested till March 31, 2013	3,73,100
d.	Options exercised	Nil
e.	Total number of equity shares arising as a result of exercise of options	Nil
F	Options lapsed during the year	Nil
g.	Variation in terms of options	Nil
h.	Money realized on exercise of options (Rs. In lakhs)	Nil
i.	Total number of options in force	14,92,400
j.	Employee wise options granted to:	
	• Senior Management	Nil
	• any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil
	• employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding warrants and conversions) of the company at the time of grant	Nil
k.	Diluted earnings per share pursuant to issue of shares on exercise of option calculated in accordance with AS 20 'Earnings per Share.	Rs.2.60
n.	Description of method and significant assumptions used to estimate the fair value of options	The fair value of the options granted has been estimated using the Black-Scholes option pricing Model. Each tranche of vesting have been considered as a separate grant for the purpose of valuation.



## STAMPEDE CAPITAL LIMITED

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### ANNEXURE - B

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

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

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

### Foreign Exchange Earnings and Outgo

(in Rupees)

Particulars	As at March 31, 2013	As at March 31, 2012
Foreign Exchange Earnings	8,48,28,405	1,62,00,144
Foreign Exchange outgo	Nil	Nil

Place : Hyderabad

Date : 07.09.2013

For and on behalf of the Board  
**Venkat Srinivas Meenavalli**  
Chairman & Managing Director



**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, Executive and Non-Independent Director	01	17%
Executive and Independent Director	02	33%
Non-Executive and Independent Director	03	50%
Total	06	100%

**b) Attendance of each Director at the Board Meetings held during year 2012-13 and at the Last Annual General Meeting;**

No. Sl.	Name and Designation of the Director	Board Meetings held during the year	Board Meetings Attended during the year	Attendance at Last AGM (Yes/No)
1.	Mr Venkat Srinivas Meenavalli	5	5	Yes
2.	Mr A Veerabhadra Rao	5	5	Yes
3.	Mr Dasi Emmanuel	5	5	Yes
4.	Mr Shaik Gouse	5	5	Yes
5.	Mr Gaddi Linga Murthy, Executive Director Resigned wef February 15 2013	5	4	No
6.	Mr Karingam Avinash, Whole Time Director Resigned wef February 15 2013	5	4	No
7.	Mr Vivek Kumar Ratakonda Appointed wef November 15 2012	5	2	NA
8.	Mr D V S S Lakshminarayana	5	5	Yes





## STAMPEDE CAPITAL LIMITED

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

Name of the Director	Board@		Committee	
	Chairman	Director	Chairman	Member
Mr Venkat Srinivas Meenavalli	5	Nil	Nil	Nil
Mr A Veerabhadra Rao	Nil	1	Nil	Nil
Mr Dasi Emmanuel	Nil	2	Nil	Nil
Mr Shaik Gouse	Nil	Nil	Nil	Nil
Mr Vivek Kumar Ratakonda	Nil	Nil	Nil	Nil
Mr D V S S Lakshminarayana	Nil	1	Nil	Nil

@Directorships in Foreign Companies are excluded

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

The Board of Directors met 5 times during the year 2012-13 on May 30, 2012, August 14, 2012, September 03, 2012, November 15, 2012 and February 15, 2013.

### 3. AUDIT COMMITTEE

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

**i. Brief description of terms of reference;**

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

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

**ii. Composition, name of members and Chairperson**

The composition of Audit Committee is as follows:

1. Mr Vivek Kumar Ratakonda Chairman\*
2. Mr A Veerabhadra Rao Member
3. Mr D V S S Lakshminarayana Member
4. Mr Dasi Emmaneul Member#



The Audit Committee has been re-constituted due to following reasons:

1. \*Appointment of Mr Vivek Kumar Ratakonda as a Member Chairman of the Audit Committee wef November 15, 2012; and
2. #Resignation of Mr Dasi Emmanuel as Chairman wef November 15, 2012 and as a Member wef May 30, 2013

**iii. No.of Meetings and dates during the year**

*During the Financial Year 2012-13, the Audit Committee met 4 times on the following dates: 30<sup>th</sup> May 2012, 14<sup>th</sup> August 2012, 15<sup>th</sup> November 2012 and 15<sup>th</sup> February 2013*

**4. COMPENSATION / REMUNERATION COMMITTEE**

The composition of Compensation / Remuneration Committee is as follows:

- |                               |           |
|-------------------------------|-----------|
| 1. Mr Vivek Kumar Ratakonda   | Chairman+ |
| 2. Mr D V S S Lakshminarayana | Member    |
| 3. Mr A Veerabhadra Rao       | Member    |
| 4. Mr Dasi Emmanuel           | Member@   |

The Audit Committee has been re-constituted due to following reasons:

1. +Appointment of Mr Vivek Kumar Ratakonda as a Member Chairman of the Audit Committee wef November 15, 2012; and
2. @Resignation of Mr Dasi Emmanuel as Chairman wef November 15, 2012 and as a Member wef May 30, 2013

**(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. SHAREHOLDERS / INVESTOR GRIEVANCE COMMITTEE:**

The composition of Shareholders/Investors' Grievance Committee is as follows:

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



## STAMPEDE CAPITAL LIMITED

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

The details of investor's complaints received and resolved during the financial year 2012-13 is as under.

No. of Investor's Complaints received during the financial year 2012-13	No. of Investor's Complaints resolved during the financial year 2012-13	Investor Complaints pending at the end of financial year 2012-13
2	2	Nil

### 6. GENERAL BODY MEETING

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

<i>Financial year ended</i>	<i>Date</i>	<i>Venue</i>	<i>Time</i>
March 31, 2012	29.09.2012	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	11.30 A.M.
March 31, 2011	29.09.2011	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	10.30 A.M.
March 31, 2010	24.12.2010	Kalinga Cultural Trust, Plot No.1269, 2 <sup>nd</sup> Floor, Road No.12, Banjara Hills, Hyderabad-500034	10.00 A.M.

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

### 7. DISCLOSURES

- 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 nonmandatory requirements as Remuneration Committee, Disclosures, Communication and General Information to the shareholders.

## **8. MEANS OF COMMUNICATION**

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

## **9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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

## **10. GENERAL SHAREHOLDERS INFORMATION:**

### **I. Annual General Meeting:**

- |                                      |   |  |
|--------------------------------------|---|--|
| Date                                 | : | 30 <sup>th</sup> September, 2013   |
| Time                                 | : | 3.30 P.M.  |
| Venue                                | : | Kalinga Cultural Trust, Banjara Hills, Hyderabad   |
| ii. <b>Financial Year</b>            | : | 1st April to 31st March  |
| iii. <b>Date of Book Closure</b>     | : | 28 <sup>th</sup> September 2013 to 30 <sup>th</sup> September, 2013<br>(both days inclusive) |
| iv. <b>Listing on Stock Exchange</b> | : | The Bombay Stock Exchange Limited,<br>Mumbai, INDIA  |
| v. <b>Stock Code</b>                 | : | 531723   |



## STAMPEDE CAPITAL LIMITED

- vi. **Market price data:** High / Low during the each month in the financial year 2012-13 and performance in comparison to broad based indices, Sensex (BSE) etc.,

Month & Year	BSE (in Rs.)		Sensex	
	High	Low	High	Low
April 2012	62.50	55.45	17,664.10	17,010.16
May 2012	60.90	54.10	17,432.33	15,809.71
June 2012	67.30	54.15	17,448.48	15,748.98
July 2012	69.85	49.80	17,631.19	16,598.48
August 2012	69.25	55.60	17,972.54	17,026.97
September 2012	79.00	62.55	18,869.94	17,250.80
October 2012	73.00	60.50	19,137.29	18,393.42
November 2012	110.25	57.00	19,372.70	18,255.69
December 2012	126.10	108.05	19,612.18	19,149.03
January 2013	138.50	122.40	20,203.66	19,508.93
February 2013	136.85	122.70	19,966.69	18,793.97
March 2013	130.90	104.45	19,754.66	18,568.43

- vii. **Registrar and Transfer Agent:**

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

- viii. **Share Transfer System:**

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

- ix. **Distribution of shareholding:**

Category	Number of Members	(%) of Total Members	Number of Equity Shares	(%) of Total Shareholding
0-500	706	70.25	102540	0.5
501-1000	58	5.77	48339	0.23
1001-2000	61	6.07	95177	0.46
2001-3000	24	2.39	63109	0.31
3001-4000	12	1.19	44319	0.21
4001-5000	14	1.39	66780	0.32
5001-10000	38	3.78	289319	1.4
10001-above	92	9.15	19938287	96.56
Total	1005	100	20647870	100



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

As on 31<sup>st</sup> March 2013, 99.61% of the paid up equity capital of the Company has been dematerialized and the trading of Equity shares in the Stock Exchanges is under compulsory dematerialization.

**ISIN: INE224E01010**

**xi. Address for correspondence:**

Company Secretary & Compliance Officer  
Stampede Capital Limited  
2<sup>nd</sup> Floor, JR Towers, Road No.2,  
Banjara Hills, Hyderabad 500 034  
Phone: 91-40 2354 0764, 2354 0765  
Fax: 91-40-2354 0763

**11. MANAGEMENT DISCUSSION AND ANALYSIS**

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

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**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Industry Structure and Development/CEO Message**

**Global Economy Scenario**

Last 1000 years' Landlords controlled the economy. Last 100 years Industrialization lead to industrialists controlling the economy. Last decade onwards the rise of Global Internet lead to Digital Billionaires controlling the Digital Economy across the globe. Billions of dollars created & evaporated with electronic Red & Green signals, Debit and Credit signals across the world. The real currencies replaced by digital currencies.

**Financial Markets**

Fundamental analysis ruled the basics of Financial Markets where MBA's from Business Schools controlled the financial markets. Mid 50's technical analysis came to foreground but never entered in to the main stream till now it is treated as Historical analysis and never accepted as main stream course in any of the top business schools in the world.

Prediction is for slaves, reaction is for Kings. (RANDOM) nothing can be predicted.

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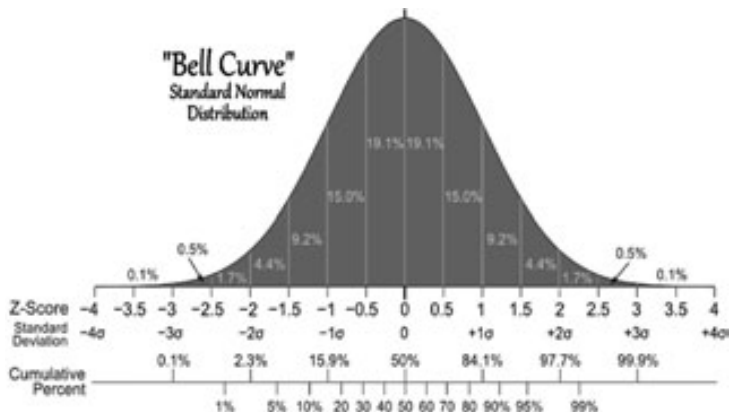


## STAMPEDE CAPITAL LIMITED

### The Rise of Math (Financial Alchemy)

#### Quantitative Analysis

*If nothing can be predicted. Is everything random?*



Robert Brown is father of the Random Theory. His theory remained unsolved until Albert Einstein in 1905 proven that every movement was result of millions of microscopic particles.

Louis Bachelier applied the Random theory to the Stock Markets and found that every day is coin flip. It can be up or down. That led to random walk.

The Three Models that changed the Modern Quantitative Finance.

- MPT (Markowitz's Modern Portfolio Theory)
- CAPM (Capital Asset Pricing Model)
- BSM (Black-Scholes-Merton Model)

#### The Black Scholes Model:

BSM model changed the World of Derivatives where the assets risk can be managed by continuous trading which led to drastic rise of computation power and paved the way for democratized capital rising for global corporate.

The core formula for today's Finance is:

$$Ds = osdt + \acute{osdz}$$

$$(\text{Change of basis}) = (\text{Risk free rate or fixed}) + (\text{Random changes in basis})$$

#### STAMPEDE Core Revenue Models

- 1) Underwriting FX/Equity/Debt Market
- 2) Electronic Market Making
- 3) Financial Cloud Services
- 4) Asset Management
- 5) Securitization



Stampede developed its core PDE's on top of BSM model for addressing FAT Tails using Jump Diffusion Process.

Core fundamental Stampede models were built on

- 1) Money has time value (Cost of Carry)
- 2) Continuous Compounding ( $e^{rt}$ )
- 3) No Arbitrage
- 4) Everything follows Normal Distribution
- 5) Assets has to generate income or else cost of carry will eat the asset value

### **Underwriting**

Risk of FX movements due to Global Yield Curve movements created and destroyed Global Economies. India's Import / Export FX volume is One Trillion dollars. 50% of the Indian Banks revenue comes from Treasury Operations. Small SMEs and Midsize companies are not able to hedge the risks using nonlinear (Calls + Puts) other than forwards. The BID/ASK spreads vary between 200 to 250 Bps. Equity markets in emerging countries also suffering capital risk due to lack of proper hedging methods.

Stampede's core PDE's and VGT model address the key vulnerabilities In BSM module and developed its own stochastic VGT surface to underwrite FX/Equity markets.

We are planning to offer platform for **Underwriters** Russian, Brazil, Vietnam, South Africa and other emerging markets.

### **Electronic Market Making**

Stampede EMM model is developed using Bayesian and Conditional probabilities. The range of processing power to trillions of flops / second led to calculate and price the Skew distribution of volatility surface. Bid and Ask across multiple assets / multiple markets in real-time. Our EMM brings Liquidity / Price discovery to the markets.

The misbelief or Myth lot of people believes that machines are too fast and are meant for arbitrage. We believe there is no free lunch (No ARB). As asset size increases the returns of assets (VOL) has to be traded every second or else cost of capital eats the assets.

In Wall Street, major banks trade at a speed of less than 6 milliseconds to manage the huge asset books. Trading assets continuously leads to capturing the return in continuous compounding way ( $e^{rt}$ ).

EMM brings the price equilibrium and provide liquidity. In USA, major EMM companies like (Getco/ Knight / Liquid Net etc..) make money by providing Bid / Ask spreads.

Assumptions Bid / Ask of 1 Cent with billion roundtrips makes 10 million USD every day.

Stampede is one of the few companies in India using 1 Trillion flops processing power, our platform handled more than USD 48 Billion FX transactions in Indian FX markets. We achieved execution speed of around 200 milliseconds in peak time of markets.





## STAMPEDE CAPITAL LIMITED

We are connected to NSE, MCX-SX and USE. This year we will integrate our platform with SGX, DGCX, BSE, CURRNEX. Our Options Market Making platform is ready and we will be launching official market making for Index options on NSE. We are confident that we will handle 10% of the market volume by next year.

### Financial Cloud Services

Large hedge funds to small funds today are looking for virtual cloud platform to manage risk, back testing as well as Live Market simulations, Real-time execution.

Current Stampede platform (VWAP / Slicing / Icebergging / Implementation Shortfall) is used by Institutions, FII's and Hedge Funds. We are working to integrate our platforms with Global institutions through virtual cloud.

### FINANCIAL HIGHLIGHTS:

(Rs.)

Particulars	Years ended 2013	Year ended 2012
<b>Revenue:</b>		
Revenue from Operations	376,551,535	61,624,235
Other income	2,349,798	1,079,696
<b>Total Revenue</b>	<b>378,901,333</b>	<b>62,703,931</b>
<b>EXPENDITURE:</b>		
Cost of Securities traded	-	15,859,085
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Employee benefits expense	20,021,343	14,955,646
Selling and Marketing expenses	23,744,814	-
Finance costs	1,250,105	2,456,972
Depreciation and amortization expense	30,300,513	25,957,047
Other expenses	8,851,862	15,268,092
<b>Total</b>	<b>300,251,468</b>	<b>74,496,842</b>
Profit/(Loss) Before Tax	78,649,865	(11,792,911)
Less: Tax Expense	(2,388,496)	3,015,556
Profit/(Loss) After Tax	81,038,361	(14,808,467)
Earnings / (Loss) per share Basic/Diluted	3.92	(0.92)

### Revenues

The company earned a gross income of Rs.3789.01333 Lakhs and incurred net profit of Rs.810.38361 Lakhs.

### Future Outlook:

#### Asset Management

We are planning to launch Asset Management Trading in India this year, which will be managed using stochastic models based on the core formula.

$$ds = \mu s dt + \sigma s dz$$



Along with Stampede PDE's,

A great year of progress, I thank all my team and Investors who supported us in the leap of first Milestone At Stampede we believe that perusing dreams do not just to realize goals, aspiration but also have the power to inspire scientific breakthrough. Change causes great anxiety the effects and like hood of a chance occurrence can only be measures aren't predictions.

**Opportunities and Risks:**

<b>FX Underwriting Market</b>	<ul style="list-style-type: none"><li>• India's Export/Import Underwriting market size is \$1 Trillion</li><li>• NDF market size is \$8 Billion a day</li><li>• Opportunity to capture 1% of NDF market</li></ul>
<b>Equity Derivative Markets</b>	<ul style="list-style-type: none"><li>• India Derivative market size is \$35 Billion a day</li><li>• Expected to grow (CAGR) 30%</li><li>• Opportunity to capture 5% of EMM market</li></ul>
<b>Cloud Computing Markets</b>	<ul style="list-style-type: none"><li>• India Cloud Computing market size is \$100 Million</li><li>• Expected to grow (CAGR) 30%</li></ul>
<b>Structured Notes (Equity, Index &amp; FX)</b>	<ul style="list-style-type: none"><li>• Market size in nascent stage is \$1 Billion</li><li>• Opportunity to create synthetic Debt for equity markets, combining the Derivatives, Equity Capital Management</li></ul>
<b>Real Estate (Fixed Income)</b>	<ul style="list-style-type: none"><li>• Rental income high yields of the Indian Real Estate markets are converted using cross currency swaps</li><li>• Market size and opportunity is very huge</li><li>• Huge growth curve</li></ul>
<b>Other Emerging Markets</b>	<ul style="list-style-type: none"><li>• Replicating the trade finance underwriting business across all emerging markets</li><li>• Structured Debt markets for ABS / MBS (Real Estate Cash Flow)</li><li>• Liquidity provision and EMM for all emerging Exchanges</li></ul>

We are exposed to numerous risks in the ordinary course of our business and activities; therefore, effective risk management is critical to our financial soundness and profitability. We have a comprehensive risk management structure and processes to monitor and evaluate the principal risks we assume in conducting our business.



## STAMPEDE CAPITAL LIMITED

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Our risk management policies, procedures and methodologies are subject to ongoing review and modification. The principal risks we face are as follows:

### **Market Risk**

Our market making and trading activities expose our capital to significant risks. These risks include, but are not limited to, absolute and relative price movements, price volatility, interest rates, credit spreads, and changes in liquidity, over which we have virtually no control.

Securities price risks result from exposure to changes in prices and volatilities of individual equities, equity baskets and equity indices.

Interest rate risks result primarily from exposure and changes in the yield curve, the volatility of interest rates and credit spreads.

For working capital purposes, we invest in money market funds and government securities or maintain interest-bearing balances at banks and in our trading accounts with clearing brokers, which are classified as Cash and cash equivalents and Receivable from brokers, dealers and clearing organizations, respectively, on the Consolidated Statements of Financial Condition.

### **Operational Risk**

Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents arising, for example, from major systems failures or human errors.

Primary responsibility for the management of operational risk lies with our operating segments and supporting functions. Our operating segments maintain controls designed to manage and mitigate operational risk for existing activities. As new products and business activities are developed, we endeavor to identify operational risks and design controls to seek to mitigate the identified risks.

### **Capital Risk**

Government regulators SEBI have supervisory responsibility over our regulated activities and require us to maintain specified minimum levels of regulatory capital in our broking operations. If not properly monitored, our regulatory capital levels could fall below the required minimum amounts set by our regulators, which could expose us to various sanctions ranging from fines and censure to imposing partial or complete restrictions on our ability to conduct business.

To mitigate this risk, we continuously evaluate the levels of regulatory capital and adjust the amounts of regulatory capital as necessary to ensure compliance with regulatory capital requirements.

### **Legal Risk**

Legal risk includes the risk of non-compliance with applicable legal and regulatory requirements and standards. Legal risk also includes contractual and commercial risk such as the risk that counterparty's performance obligations will be unenforceable. We have established procedures based on legal and regulatory requirements that are designed to foster compliance with applicable statutory and regulatory requirements. We have also established procedures that are designed to require that our policies relating to conduct, ethics and business practices are followed.

### **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.



**CEO/CFO Certificate**

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

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

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

**Place:** Hyderabad  
**Date:** May 30, 2013

Venkat Srinivas Meenavalli  
Chairman & Managing Director



## STAMPEDE CAPITAL LIMITED

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### 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, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

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

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

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

S Sarveswar Reddy  
Practicing Company Secretary  
CP No. 7478  
Place: Hyderabad

Date: September 6, 2013



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

***Report on the Financial Statements***

We have audited the attached Consolidated Balance Sheet of **STAMPEDE CAPITAL LIMITED** ('the Company') (formerly Brilliant Securities Limited) and its subsidiaries, which comprise the Consolidated Balance Sheet as at March 31, 2013, Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date and a summary of Significant accounting policies and other explanatory information.

***Management's Responsibility for the Financial Statements***

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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



## STAMPEDE CAPITAL LIMITED

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### Independent Auditors' Report to the Board of Directors of Stampede Capital Limited on the Consolidated Financial Statements of Stampede Capital Limited and its Subsidiaries

#### **Opinion**

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

- i) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2013; and
- ii) In the case of the Consolidated Statement of Profit and Loss, of the consolidated Profit for the year ended on that date;,
- iii) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

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

Place: Hyderabad  
Date: 30.05.2013

G.L.N. PRASAD  
Partner  
Membership No. 214735



**Consolidated Balance sheet as at 31 March 2013**

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

Particulars	Note No.	As at 31 March 2013	As at 31 March 2012
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholder's funds</b>			
Share capital	2	206,478,700	206,478,700
Reserves and surplus	3	22,472,471	(58,563,159)
		228,951,171	147,915,541
Minority interest		3,362	631
<b>Current liabilities</b>			
Trade payables		7,677,967	45,684,353
Other current liabilities	4	32,050,218	13,109,944
Short-term provisions	5	11,911,324	3,015,556
		51,639,509	61,809,853
<b>TOTAL</b>		<b>280,594,042</b>	<b>209,726,025</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets	6		
(i) Tangible assets		43,828,996	7,487,896
(ii) Intangible assets		93,761,017	120,597,745
		137,590,013	128,085,641
(b) Deferred tax asset (net)		8,834,211	-
<b>Current assets</b>			
Current investments		33,810	-
Trade receivables	7	77,171,891	16,200,144
Cash and bank balances	8	8,169,958	8,577,748
Short-term loans and advances	9	48,276,228	56,334,690
Other current assets	10	517,931	527,802
		134,169,818	81,640,384
<b>TOTAL</b>		<b>280,594,042</b>	<b>209,726,025</b>
<b>III. Notes forming part of the financial statements</b>	1 to 26		
As per our report attached For <b>Sarath &amp; Associates</b> Chartered Accountants Firm's registration no. 005120S		For and on behalf of the Board of Directors of <b>Stampede Capital Limited</b>	
<b>GLN Prasad</b> Partner Membership No: 214735	<b>Venkat S. Meenavalli</b> Chairman and Managing Director	<b>Dasi Emmanuel</b> Executive Director	
		<b>Kranthi Kiran G.</b> Company Secretary	
Place: Hyderabad Date : 30.05.2013		Place: Hyderabad Date : 30.05.2013	





## STAMPEDE CAPITAL LIMITED

### Consolidated Statement of Profit and Loss for the year ended 31 March 2013

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

Particulars	Note No.	For the year ended 31 March 2013	For the year ended 31 March 2012
<b>Revenue</b>			
Revenue from operations	11	376,551,535	61,624,235
Other income		2,349,798	1,079,696
<b>Total Revenue</b>		<b>378,901,333</b>	<b>62,703,931</b>
<b>Expenses</b>			
Cost of securities traded		-	15,859,085
Cost of infra contract works		216,082,831	-
Employee benefits expense	12	20,021,343	14,955,646
Selling and marketing expenses		23,744,814	-
Interest	13	1,250,105	2,456,972
Depreciation and amortisation expense	6	30,300,513	25,957,047
Other expenses	14	8,851,862	15,268,092
<b>Total Expenses</b>		<b>300,251,468</b>	<b>74,496,842</b>
<b>Profit / (loss) before tax</b>		<b>78,649,865</b>	<b>(11,792,911)</b>
<b>Tax expense:</b>			
- Current tax		10,495,768	3,015,556
- Deferred tax charge/(credit)		(8,834,211)	-
- MAT Credit		(4,050,053)	-
<b>Profit / (Loss) for the year before Minority Interest</b>		<b>81,038,361</b>	<b>(14,808,467)</b>
<b>Less: Minority Interest</b>		<b>2,731</b>	<b>611</b>
<b>Net Profit / (Loss) for the year</b>		<b>81,035,630</b>	<b>(14,809,078)</b>
<b>Earnings per equity share</b>			
Basic / Diluted		3.92	(0.92)
<b>Number of shares used in computing earnings per share</b>			
Basic / Diluted		20,647,870	16,057,706
<b>Notes forming part of the financial statements</b>	1 to 26		
As per our report attached For <b>Sarath &amp; Associates</b> Chartered Accountants Firm's registration no. 005120S		For and on behalf of the Board of Directors of <b>Stampede Capital Limited</b>	
<b>GLN Prasad</b> Partner Membership No: 214735	<b>Venkat S. Meenavalli</b> Chairman and Managing Director	<b>Dasi Emmanuel</b> Executive Director	
	<b>Kranthi Kiran G.</b> Company Secretary		
Place: Hyderabad Date : 30.05.2013		Place: Hyderabad Date : 30.05.2013	



**Consolidated Cash Flow Statement for the year ended 31 March, 2013**

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

Particulars	Note No.	For the year ended 31 March 2013		For the year ended 31 March 2012	
<b>I. Cash flow from / (used in) Operating Activities:</b>					
Net Profit/(Loss) before tax			78,649,865		(11,792,911)
<b>Adjustments for:</b>					
Depreciation		30,300,513		25,957,047	
Interest earned		(723,651)		(1,079,696)	
Interest expense		1,250,105		2,456,972	
			30,826,967		27,334,323
<b>Operating Profit / (Loss) before Working Capital changes</b>			<b>109,476,832</b>		<b>15,541,412</b>
<b>Adjustments for working capital changes:</b>					
(Increase) / Decrease in trade receivables		(60,971,747)		(16,200,144)	
Increase/ (Decrease) in trade payables		(38,006,386)		37,929,508	
(Increase) / Decrease in Other current assets		(221,924)		-	
Increase / (Decrease) in Other current liabilities		18,940,274		1,824,864	
(Increase) / Decrease in Short-term loans and advances		12,108,515	(68,151,268)	(44,574,358)	(21,020,130)
Cash generated from / (used in) Operations			41,325,564		(5,478,718)
Less: Direct taxes paid			1,600,000		-
<b>Net Cash flow from / (used in) Operating Activities</b>			<b>39,725,564</b>		<b>(5,478,718)</b>
<b>II. Cash flow from/ (used in) Investing Activities:</b>					
Purchase of fixed assets			(39,804,885)		(2,218,185)
(Increase)/Decrease in current investments			(33,810)		-
Interest received			955,446		848,717
<b>Net Cash flow from / (Used in) Investing Activities</b>			<b>(38,883,249)</b>		<b>(1,369,468)</b>
<b>III. Cash flow from/(used in) Financing Activities:</b>					
Interest paid			(1,250,105)		(252,206)
<b>Net Cash flow from / (used in) Financing Activities</b>			<b>(1,250,105)</b>		<b>(252,206)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>			<b>(407,790)</b>		<b>(7,100,392)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	8		<b>8,577,748</b>		<b>13,178,140</b>
<b>Cash and Cash Equivalents at the end of the year</b>	8		<b>8,169,958</b>		<b>6,077,748</b>
<b>IV. Notes forming part of the financial statements</b>	1 to 26				
<b>Cash and Cash Equivalents at the end of the year:</b>			<b>2012-13</b>		<b>2011-12</b>
Cash and Bank Balances as per the Balance Sheet			8,169,958		8,577,748
Less: Deposits lodged towards margin money against bank guarantees dealt separately			-		2,500,000
			<b>8,169,958</b>		<b>6,077,748</b>

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

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

**GLN Prasad**  
Partner  
Membership No: 214735

**Venkat S. Meenavalli**  
Chairman and Managing Director

**Dasi Emmanuel**  
Executive Director

**Kranthi Kiran G.**  
Company Secretary

Place: Hyderabad  
Date : 30.05.2013

Place: Hyderabad  
Date : 30.05.2013



## STAMPEDE CAPITAL LIMITED

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### Notes to Consolidated financial statements for the year ended 31 March 2013

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

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

##### **Company Overview**

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

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

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

##### **b) Use of Estimates**

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

##### **c) Current-non-current classification**

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

##### **Assets**

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

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



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

***Liabilities***

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

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

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

**d) Fixed Assets and Depreciation**

- i. Fixed assets are stated at their original cost less depreciation. Cost includes inward freight, duties, taxes, expenses incidental to acquisition and installation, excise duty and VAT wherever applicable.
- ii. Depreciation:  
Depreciation on tangible assets is provided under Straight Line Method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956. Intangible assets are being amortised over a period of five years from the date of acquisition.

**e) Investments**

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

**f) Taxes on Income**

- i. Tax expense comprises current year income tax and deferred income tax charges or credit for the year.
- ii. Current year income tax charge will be calculated based on assessable profits of the company determined in accordance with the provisions of Income Tax Act, 1961. It will



## STAMPEDE CAPITAL LIMITED

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also includes, income tax charge provided if any, for such disallowances made on completion of assessment proceedings pending appeals, as considered appropriate depending on the merits of each case.

- iii. Deferred income tax charge or credit pertaining to future tax consequences attributable to timing difference between the financial statement determination of income and their recognition for tax purposes will be recognised. The effect of a change in tax rates on deferred tax assets and liabilities is recognised in income using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- iv. Minimum Alternate Tax (MAT) Credit entitlement:

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

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

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

### **g) Earnings Per Share**

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



**h) Revenue Recognition**

- i. Revenue from broking activities is accounted on the trade date of transaction.
- ii. Gains / loss, on investments in options and futures, both equity stock and index, being the difference between the contracted rate and the rate on the settlement or sale date, whichever is earlier is recognized in the Profit and Loss Account on settlement / sale.
- iii. Revenue from services consist primarily of revenue earned from services performed on a 'time and material' basis. The related revenue is recognised as and when the services are rendered and when there is no significant uncertainty in realizing the same.
- iv. Revenue from construction activities recognized on the basis of percentage completion method according to the Accounting Standard 7 issued by the Institute of Chartered Accounts of India notified under section 211(3C) of the Companies Act, 1956.
- 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.



## STAMPEDE CAPITAL LIMITED

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### **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 2013**

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

**Note 2 Share Capital**

Particulars	As at 31 March 2013	As at 31 March 2012
<b>Authorised:</b>		
<b>Equity shares</b>		
25,000,000 equity shares of Rs 10 each (Previous year 25,000,000 shares @ Rs. 10/- each)	250,000,000	250,000,000
	<b>250,000,000</b>	<b>250,000,000</b>
<b>Issued, subscribed and paid-up:</b>		
<b>Equity shares</b>		
20,647,870 equity shares of Rs. 10 each, (previous year: 20,647,870 shares @ Rs. 10/- each)	206,478,700	206,478,700
	<b>206,478,700</b>	<b>206,478,700</b>

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

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	20,647,870	206,478,700	5,647,870	56,478,700
Shares Issued during the year	-	-	15,000,000	150,000,000
Shares outstanding at the end of the year	<b>20,647,870</b>	<b>206,478,700</b>	<b>20,647,870</b>	<b>206,478,700</b>

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

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number of shares	% of Holding	Number of shares	% of Holding
Venkat Srinivas Meenavalli	13,060,321	63.25%	13,060,321	63.25%
	13,060,321	63.25%	13,060,321	63.25%





## STAMPEDE CAPITAL LIMITED

### Note 3 Reserves and Surplus

Particulars	As at 31 March 2013	As at 31 March 2012
<b>Securities Premium Account</b>		
Opening balance	5,135,415	5,135,415
Add: Additions during the year	-	-
Closing balance	<b>5,135,415</b>	<b>5,135,415</b>
<b>Balance in the statement of profit and loss account</b>		
Opening balance	(63,698,574)	(48,889,496)
Add: Profit / (loss) for the year	81,035,630	(14,809,078)
Closing balance	<b>17,337,056</b>	<b>(63,698,574)</b>
	<b>22,472,471</b>	<b>(58,563,159)</b>

### Note 4 Other current liabilities

Particulars	As at 31 March 2013	As at 31 March 2012
Salaries payable	1,748,851	1,365,002
Other current liabilities	25,264,924	10,795,724
Provision for expenses	1,250,140	564,802
TDS Payables	3,786,303	384,416
	<b>32,050,218</b>	<b>13,109,944</b>

### Note 5 Short-term provisions

Particulars	As at 31 March 2013	As at 31 March 2012
Provision for Income Tax	11,911,324	3,015,556
	<b>11,911,324</b>	<b>3,015,556</b>



Note 6 Fixed Assets

Sl. No.	Description	Gross Block			Depreciation			Net Block		
		As on 01.04.2012	Additions	Deductions	As on 31.03.2013	As on 01.04.2012	For the Year	Deductions	As on 31.03.2013	As on 31.03.2012
<b>I. Tangible Assets</b>										
1	Land	-	28,548,400	-	28,548,400	-	-	-	28,548,400	-
2	Data Processing Equipments	13,278,912	8,926,485	-	22,205,397	3,138,193	-	9,632,788	12,572,609	6,784,317
3	Furniture and Fixtures	1,405,845	-	-	1,405,845	88,990	-	1,107,438	298,407	387,397
4	Office Equipments	508,332	-	-	508,332	24,146	-	216,296	292,036	316,182
5	Vehicles	-	2,150,000	-	2,150,000	32,456	-	32,456	2,117,544	-
	<b>Total</b>	<b>15,193,089</b>	<b>39,624,885</b>	<b>-</b>	<b>54,817,974</b>	<b>3,283,785</b>	<b>-</b>	<b>10,988,978</b>	<b>43,828,996</b>	<b>7,487,896</b>
<b>ii. Intangible Assets</b>										
1	Computer Software	83,366,662	34,580,529	83,366,662	34,580,529	6,880,106	48,966,133	6,880,106	27,700,423	34,400,529
2	Good will	100,541,210	-	-	100,541,210	20,108,242	-	34,542,104	65,999,106	86,107,348
3	Copy Rights	141,900	-	-	141,900	28,380	-	80,412	61,488	89,868
	<b>Total</b>	<b>184,049,772</b>	<b>34,580,529</b>	<b>83,366,662</b>	<b>135,263,639</b>	<b>27,016,728</b>	<b>48,966,133</b>	<b>41,502,622</b>	<b>93,761,017</b>	<b>120,597,745</b>
	<b>Total Fixed Assets</b>	<b>199,242,861</b>	<b>74,205,414</b>	<b>83,366,662</b>	<b>190,081,613</b>	<b>30,300,513</b>	<b>48,966,133</b>	<b>52,491,600</b>	<b>137,590,013</b>	<b>128,085,641</b>
	Previous Year	3,520,781	195,722,080	-	199,242,861	25,957,047	-	71,157,220	128,085,641	1,824,503



## STAMPEDE CAPITAL LIMITED

### Note 7 Trade receivables

Particulars	As at 31 March 2013	As at 31 March 2012
- Outstanding for a period exceeding six months	-	-
- Others	77,171,891	16,200,144
	<b>77,171,891</b>	<b>16,200,144</b>

### Note 8 Cash and bank balances

Particulars	As at 31 March 2013	As at 31 March 2012
Cash on hand	2,362	137,099
Balance with banks		
- in current accounts	3,994,985	934,820
Other Bank balances		
Bank deposits with less than 12 months maturity	4,172,611	7,505,829
	<b>8,169,958</b>	<b>8,577,748</b>

### Note 9 Short-term loans and advances

Particulars	As at 31 March 2013	As at 31 March 2012
Unsecured, considered good:		
Other advances	28,666,878	40,381,401
Secured, considered good:		
TDS Receivable	294,144	218,042
Service tax receivable	178,058	393,060
Security deposits	15,087,095	15,342,187
MAT Credit	4,050,053	-
	<b>48,276,228</b>	<b>56,334,690</b>



**Note 10 Other current assets**

<b>Particulars</b>	<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
Interest accrued	270,054	501,849
Prepaid expenses	247,877	25,953
	<b>517,931</b>	<b>527,802</b>

**Note 11 Revenue from operations**

<b>Particulars</b>	<b>For the Year ended 31 March 2013</b>	<b>For the Year ended 31 March 2012</b>
Income from Underwriting/Trading	74,552,930	45,424,091
Income from financial cloud services	84,828,405	16,200,144
Revenue from Infrastructure Projects	217,170,200	-
	<b>376,551,535</b>	<b>61,624,235</b>

**Note 12 Employee benefits expense**

<b>Particulars</b>	<b>For the Year ended 31 March 2013</b>	<b>For the Year ended 31 March 2012</b>
Salaries and allowances	19,543,418	14,664,942
Contribution to provident fund	344,972	240,566
Staff welfare expenses	132,953	50,138
	<b>20,021,343</b>	<b>14,955,646</b>

**Note 13 Interest**

<b>Particulars</b>	<b>For the Year ended 31 March 2013</b>	<b>For the Year ended 31 March 2012</b>
Interest expense	1,250,105	2,456,972
	<b>1,250,105</b>	<b>2,456,972</b>



## STAMPEDE CAPITAL LIMITED

### Note 14 Other expenses

Particulars	For the Year ended 31 March 2013	For the Year ended 31 March 2012
Traveling and conveyance	569,050	459,113
Vehicle Maintenance	43,027	-
Rates and taxes	92,911	3,993,660
Legal and professional charges	843,710	1,399,000
Rent	1,350,000	1,434,000
Auditors' Remuneration		
- Audit Fee	240,000	125,000
- Tax Audit Fee	110,000	55,000
Communication expenses	1,091,206	518,960
Shares Trading Expenses	711,961	3,472,717
Electricity Charges and Maintenance	661,113	621,163
Printing and stationery	84,039	85,734
Subscription charges	117,041	344,374
General Expenses	694,522	428,039
Clearing charges	1,709,665	-
Office Maintenance	494,542	348,500
Repairs and Maintenance	36,845	571,173
Books and periodicals	2,230	-
Loss on trading derivatives	-	1,411,659
	<b>8,851,862</b>	<b>15,268,092</b>

### Note 15 Contingent Liabilities and Capital Commitments

Particulars	For the Year ended 31 March 2013	For the Year ended 31 March 2012
i. Towards Guarantees issued by Bank	-	2,500,000
ii. Interest claims by the Clients disputed by the Company not acknowledged as debts	-	4,524,476

### Note 16 Employee Benefits

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



**Note 17 Segment Information**

The company is engaged in the business of Financial Cloud services, Broking services, and Construction of Infra projects . Primary reportable segment information is based on business segment for the year ended 31st March, 2013 is given below. Geographic segment is not applicable to the company.

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

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

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

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

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

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



## STAMPEDE CAPITAL LIMITED

### Primary Segment for the year ended 31 March, 2012 – Business Segment

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

Particulars	Securities & Currency, Broking and Trading	Financial Cloud Services	Infrastructure	Eliminations	Total
<b>i) Revenue:</b>					
External	45,424,091	16,200,144	-	-	61,624,235
Inter Segment	-	1,464,000	-	1,464,000	-
<b>Total Revenue</b>	45,424,091	17,664,144	-	1,464,000	61,624,235
<b>ii) Segment Results:</b>					
<b>Operating Profit / (Loss)</b>	(21,995,328)	9,294,364	(171,643)	-	(12,872,607)
Other Income					1,079,696
Profit Before Tax					(11,792,911)
Less: Income Tax Expense					3,015,556
Less: Minority Interest					611
<b>Profit / (Loss) for the year</b>					<b>(14,809,078)</b>
Segment Assets	164,317,939	51,302,040	23,753,356	29,647,310	209,726,025
Unallocable assets	-	-	-	-	-
Segment liabilities	89,572,980	1,729,126	155,688	29,647,310	61,810,484
Depreciation (included in segment expense)	25,957,047	-	-	-	25,957,047
Non cash expenses (other than depreciation included in segment expense)	-	-	-	-	-

### Note 18 Tax Expense

Deferred tax is provided on all 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, 2013 comprises of:

	As at 31 March, 2013	As at 31 March, 2012
<b>Deferred tax asset:</b>		
Carried forward losses	17,245,658	-
<b>Deferred tax (liability):</b>		
Excess of depreciation allowable under the Income-tax laws, over the depreciation provided in books of accounts	(8,411,447)	-
<b>Deferred tax asset / (liability), net</b>	<b>8,834,211</b>	<b>-</b>

**Note 19 Leases**

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

**Note 20 Amounts payable to Micro, Small and Medium enterprises**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March, 2013 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

	For the year ended 31 March, 2013	For the year ended 31 March, 2012
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
The amount of interest accrued and remaining unpaid at the end of the year, and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-





## STAMPEDE CAPITAL LIMITED

### Note 21 Related Party Disclosures

#### A. List of related parties

- |      |   |   |
|------|---|---|
| i)   | Subsidiaries  | 1. Stampede Cloud Services Private Limited<br>2. Stampede Infra and Properties Private Limited  |
| ii)  | Associate Companies                                 | 1. Green Fire Agri Commodities Limited<br>2. Stampede Holdings Limited<br>3. Bio Ethanol Agro Industries Limited  |
| iii) | Key Managerial Personnel                            | 1. Mr. Venkat S. Meenavalli, CMD ( w.e.f. 15.11.2012)<br>2. Mr. K. Avinash, Whole Time Director ( till 15.02.2013)<br>3. Mr. G. Lingamurthy, Executive Director (till 15.02.2013)<br>4. Mr. Dasi Emmanuel, Executive Director<br>5. Mr. Shaik Gouse, Wholetime Director |
| iv)  | Persons having Substantial Interest in Voting Power | Mr. Venkat Srinivas Meenavalli  |

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

Name of the personnel	Relationship
Mr. Venkat S. Meenavalli	Non Executive Director (till 14.11.2012)
Mr. A. Veerabhadra Rao	Independent Director
Mr. D.V.S.S. Lakshminarayana	Independent Director
Mr. R. Vivek Kumar	Independent Director (w.e.f. 15.11.2012)

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

Name of the Related party	Nature of the Transactions	2012-13		2011-12	
		Amount	Balance outstanding as on 31.03.2013	Amount	Balance outstanding as on 31.03.2012
Stampede Cloud Services Private Limited	<u>Other Transactions:</u>				
	Un Secured loan given	-	-	3,730,000	3,763,219
	Un Secured loan repaid	5,378,011	-	-	-
	Interest on loan	-	-	33,219	-
	Data Access Charges	-	-	1,614,792	1,614,792
	Transfer of Assets	34,400,529	-	-	-
Share Application Money paid	53,368,550	53,368,550	-	-	



## STAMPEDE CAPITAL LIMITED

Stampede Infra and Properties Private Limited	<u>Other Transactions:</u>				
	Un Secured loan given	-	-	23,057,000	23,169,301
	Un Secured loan repaid	23,169,301	-	-	-
	Interest on loan	-	-	124,779	-
	Share Application Money paid	46,352,981	46,352,981	-	-
Bio Ethanol Agro Industries Limited	<u>Other Transactions:</u>				
	Unsecured Loan received	237,378	-	-	-
	Unsecured Loan repaid	237,378	-	-	-
Stampede Holdings Limited	<u>Client Transactions:</u>				
	Margin Money Received	-	798,223	925,000	1,012,120
	Margin Money Returned	200,000	-	780,000	-
	Brokerage / Commission earned	1,787	-	58,408	-
	<u>Other Transactions:</u>				
	Un Secured loan given	5,502,098	4,374,070	38,974,857	-
Un Secured loan repaid	-	-	40,570,966	1,128,028	
Interest on loan	-	-	259,023	-	
Green Fire Agri Commodities Limited	<u>Client Transactions:</u>				
	Margin Money Received	51,885,147	8,404,561	-	-
	Margin Money Returned	-	-	-	-
	Income from Brokerage and underwriting options	34,253,950	-	-	-
	<u>Other Transactions:</u>				
	Un Secured loan taken	-	-	45,253,951	24,626,530
Un Secured loan repaid	24,626,530	-	20,627,421	-	
Interest on loan	-	-	2,448,994	-	
Venkat S. Meenavalli	<u>Client Transactions:</u>				
	Margin Money Received	-	23,773	350,000	23,773
	Margin Money Returned	-	-	400,000	-
	Brokerage / Commission earned	-	-	6,325	-



## STAMPEDE CAPITAL LIMITED

### Note 22 Employee Stock Option Plan

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

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

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

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

A summary of activity under the above employee stock option plan for the years ended 31 March, 2013 and 31 March, 2012 are given below:

Particulars	As at 31 March 2013	As at 31 March 2012
	2011 ESOP Plan	2011 ESOP Plan
Options Outstanding at the beginning of the year	1,492,400	-
Options Granted during the year	-	1,492,400
Options Forfeited during the year	-	-
Options cancelled during the year	-	-
Options Exercised during the year	-	-
Options Expired during the year	-	-
Options Outstanding at the end of the year	1,492,400	1,492,400
Options Exercisable at the end of the year	373,100	-

**Note 23 Earnings Per Share**

<b>Particulars</b>	<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
Profit / (Loss) after tax	81,035,630	(14,809,078)
Weighted average number of Equity shares outstanding during the year	20,647,870	16,057,706
Nominal value of Equity share	10	10
Earnings / (Loss) per share	3.92	(0.92)

**Note 24**

There are no outstanding dues to Investor and Education Protection Fund as on 31 March 2013

**Note 25**

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

<b>Particulars</b>	<b>As at 31 March 2013</b>	<b>As at 31 March 2012</b>
A. Earnings in foreign Currency	84,828,405	16,200,144
B. Expenditure in foreign Currency	-	-
C. The Other Particulars as required under Part - II of Schedule VI of the Companies Act, 1956 are not given as the same are not applicable to the company for this year		

**Note 26 Previous year figures**

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

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

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

**GLN Prasad**  
Partner  
Membership No: 214735

**Venkat S. Meenavalli**  
Chairman and Managing Director

**Dasi Emmanuel**  
Executive Director

**Kranthi Kiran G.**  
Company Secretary

Place: Hyderabad  
Date : 30.05.2013

Place: Hyderabad  
Date : 30.05.2013



## STAMPEDE CAPITAL LIMITED

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary companies:  
(All amounts in Indian rupees, except share data and where otherwise stated)

Particulars	Name of the Subsidiary	
	Stampede Cloud Services Private Limited	Stampede Infra and Properties Private Limited
Country of incorporation	India	India
Reporting currency	INR	INR
Financial Period of subsidiary ended on	March 31, 2013	March 31, 2013
Stampede Capital Limited (Holding Company) Interest	99.99%	99.99%
Capital	100,000	100,000
Reserves and Surplus	32,944,941	471,331
Total Assets	117,234,509	50,947,449
Total Liabilities	84,189,568	50,376,118
Investments	-	-
Revenues	86,453,657	217,170,200
Net Aggregate Profit/(loss) before taxation	36,353,233	951,779
Provision for taxation	9,687,100	308,805
Profit after taxation	26,666,133	642,974
Proposed dividend	-	-

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

**Venkat S. Meenavalli**  
Chairman and Managing Director

**Dasi Emmanuel**  
Executive Director

**Kranthi Kiran G.**  
Company Secretary

Place: Hyderabad  
Date : 30.05.2013











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**STAMPEDE**

Stampede Capital Limited

STAMPEDE CAPITAL LIMITED

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