

STAMPEDE CAPITAL LIMITED

Registered Office: 8-2-686/8/B/1, 3rd Floor, GAMUT Square,
Road No.12, Banjara Hills,
Hyderabad -500034; CIN: L67120TG1995PLC020170;
Tel: +91- 40-23540764; Fax: +91-40-23540763;
website:www.stampededcap.com; E-mail: info@stampededcap.com



NOTICE OF POSTAL BALLOT

To

The Members,

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

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking consent of Members of the Company by Passing the following Resolutions through Postal Ballot.

SPECIAL BUSINESS:

1. **Disclosure of Ultimate Beneficial Owners of the allottees with respect to Item No.1 'Preferential issue of equity shares of the Company' in the notice of Postal Ballot dated:14 February, 2015**

To consider and, if thought fit to give ASSENT/DISSENT to the following Resolution as a Special Resolution:

"RESOLVED THAT in furtherance to the special resolution passed by the shareholders of Stampede Capital Limited through postal ballot passed on 16 March, 2015, approval of the members of the company be and is hereby accorded to the allotment of up to 16,41,000 Equity shares of Rs.10/- each on Preferential Allotment basis to the following allottees, whose ultimate beneficiary details are provided herein below:

Sl. No.	Name of allottee	Category of persons	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of Equity shares proposed to be allotted	Pre-Preferential allotment		Post preferential allotment	
					No. of shares	%	No. of Shares	%
1	Resonance Opportunities Fund	FII (SEBI registered)	Fidelis Global Asset Management Limited and Ultimate Beneficial owner is Mr. Yajjadeo Lotun	6,31,000	38,000	0.18	6,69,000	2.92

2	Silver Stallion Limited	FPI (Foreign Portfolio Investor SEBI registered)	Quantum Leben AG (Insurance company)	6,10,000	15,14,400	7.12	21,24,400	9.27
3	Arindam Sekhar Garments Marketing Private Limited	Domestic Body Corporate	<p>1. Complan Securities Pvt. Ltd.;</p> <p>CIN: U65990MH1986PTC041385</p> <p>2. N Brijanand Securities Pvt.Ltd;</p> <p>CIN: U67120MH2003PTC141372</p> <p>3. Kajal Synthetics And Silk Mills Limited</p> <p>CIN: L17110MH1985PLC035204</p> <p>Ultimate Beneficial owners of Complan Securities Pvt. Ltd.</p> <p>a. Sohan Chaturvedi</p> <p>b. Shashi Chaturvedi</p> <p>c. Devanand Chaturvedi</p> <p>d.Nandkishor Chaturvedi</p> <p>e.Vivekanand Chaturvedi</p> <p>f.Ramavati Chaturvedi</p> <p>Ultimate Beneficial owners of N Brijanand Securities Pvt. Ltd.</p> <p>a.Nandkishor Chaturvedi</p> <p>b.Vivekanand Chaturvedi</p> <p>c. Anita Chaturvedi</p> <p>d. Rasik Chaturvedi</p> <p>Beneficial owners of Kajal Synthetics And Silk Mills Limited not applicable as it is listed Company</p>	4,00,000	10,000	0.05	4,10,000	1.79

RESOLVED FURTHER THAT the names of the ultimate beneficiaries of above allottees be and are hereby ratified and approved, to enable Stampede Capital Limited or its Board Of Directors to take requisite further action for seeking listing approval from BSE Limited, for the Equity Shares allotted on preferential basis.

RESOLVED FURTHER THAT all terms and conditions of the preferential allotment as approved by the shareholders of the Company Vide Special Resolution dated 16 March, 2015 remain the same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto without being required to seek any further approval and / or consent of the members of the Company and it is deemed that the members have given their approval for the purpose of these acts”.

For and on behalf of the Board

Emmanuel Dasi
Executive Director
DIN 02598270

Registered Office:

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

Place: Hyderabad
Date: 06 April, 2015

Notes:

1. An Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. This Postal Ballot Notice is being sent to the members whose names appear in the Register of Members / Record of Depositories as on 31 March 2015. Accordingly, the members whose name appears in the Register of Members / Record of Depositories as on 31 March 2015, will be considered for purpose of voting.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 31 March 2015.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Telugu newspaper, each with wide circulation in Hyderabad, where the registered office of the Company is situated, and published on the Company website www.stampedecap.com.
5. The Board of Directors in their meeting held on 25 March, 2015 appointed Mr. Sriranga Gorantla, Practicing Chartered Accountant, Hyderabad of M/s A.S.Naidu & Co., as Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.

6. The members are requested to carefully read the instructions printed in the attached Postal ballot form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before 6.00 p.m. on Friday, 08 May, 2015. Any Postal Ballot Form received after Friday, 08 May, 2015 shall be treated as if reply from the member has not been received.
7. E-VOTING: In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the companies (Management & Administration) rules, 2014 and clause 35B of the Equity Listing Agreement, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/ she should not vote Postal Ballot and vice-versa.

The instructions for e-voting are as under:

- (i) The voting period begins on 08 April 2015 and ends on 08 May 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31 March 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

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

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

8. In case of members receiving the physical copy of Notice [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:
 - a. Please follow all steps from sl.no. (ii) to sl.no. (xii) above, to cast vote.
 - b. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
 - c. The voting period begins on 08 April 2015 at 09.00 A.M. and will end on 08 May 2015 at 06.00P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31 March 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - d. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com, info@stampdecap.com or info@vccipl.com
9. A member can opt for only one mode of voting i.e. either through e-voting facility or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot sent by the member shall be treated as invalid.

10. The results of the Postal Ballot will be announced on Saturday, 09 May 2015 at the registered office of the company at 8-2-686/8/B/1, 3rd Floor, GAMUT Square, Road No.12, Banjara Hills, Hyderabad -500034 and will also be informed to BSE Limited and posted on the Company's website www.stampdecap.com.

For and on behalf of the Board

Emmanuel Dasi
Executive Director
DIN 02598270

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Place: Hyderabad

Date: 06 April, 2015

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

1. The members of the company had in terms of Special Resolutions passed through postal ballot, the results of which were declared on 17 March, 2015 approved the preferential allotment of up to 16,41,000 equity shares of Rs.10/- each to 3 Non promoter allottees. Subsequently, the Company made application to BSE Limited for seeking its in-principle approval for listing of the Equity Shares allotted on Preferential basis.

BSE limited has given its in-principle approval vide letter No DCS/PREF/UZ/PRE/819/2014-15 dated March 24, 2015. In terms of the said letter, BSE Limited has advised the company to disclose the identity of ultimate beneficiary of allottees to the shareholders and get it ratified by the shareholders before seeking listing approval for the shares so allotted so as to be in compliance with Regulation 73(1) (e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Pursuant to the shareholders resolution dated 16 March, 2015 and consequent to receipt of subscription amount, the Board of Directors on 25 March, 2015 allotted 15,41,000 Equity Shares to the following persons whose ultimate beneficial owner details were given in the notice:

Sl.No.	Name of Allottee	Category of Shareholder	No.of Shares
1	Resonance Opportunities fund	FII	6,31,000
2	Silver Stallion Limited	FPI	6,10,000
3	Arindam Sekhar Garments Marketing Private Limited	Domestic Body Corporate	3,00,000

Accordingly in order to disclose the ultimate beneficiaries of allottees and to ratify the allotment of Equity Shares allotted to the said allottees in terms of special resolution dated 16 March, 2015, the Board of Directors of the Company recommended the Resolution for approval of shareholders by way of a Special Resolution.

None of the directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director(s) or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution, except to the extent of their equity holdings in the company.

For and on behalf of the Board

Emmanuel Dasi
Executive Director
DIN 02598270

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