



**A. S. Naidu & Co.**  
Chartered Accountants

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**SCRUTINIZER'S REPORT**

To  
The Chairman,  
Stampede Capital Limited,  
8-7-686/8/B/1, GAMUT Square,  
Road No.12, Banjara Hills,  
Hyderabad - 500034

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Stampede Capital Limited ("the Company") has vide resolution passed by its Board of Directors at its meeting held on 10<sup>th</sup> February, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Notice along with Explanatory Statement under Section 102 of the Companies Act, 2013, was sent to the shareholders by courier and / or through electronic means along with the postal ballot forms and pre-paid postal envelope, returnable to Scrutinizer, for passing of the Resolutions as mentioned below:

1. Preferential issue of equity shares of the Company
2. Giving Loans/Guarantees or providing securities for and on behalf of Subsidiary Companies (including overseas subsidiaries) and/or making investments in such Subsidiary Companies (including overseas subsidiaries)
3. Increase the investment limits of Registered FII's from 24% to 49% of the Paid up Capital of the Company

The Company also availed the e-Voting facility offered by Central Depository Services (India) Limited for conducting e-Voting facility to the members of the Company as required under Rule 20 of the Rules of Chapter VII.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid enveloped addressed to Scrutinizer not later than 6.00 P.M. on 16<sup>th</sup> March,



2015 or cast their votes online on the basis of procedure provided to them by CDSL. Accordingly, the Postal Ballot Forms received and e-votes casted up to 6.00 p.m. on 16<sup>th</sup> March, 2015 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register was maintained and particulars of all postal ballot forms received from the members have been recorded therein.

A summary of the ballot papers received and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

Based on the above, all the Special Resolutions as set out in the Notice are passed with requisite majority.

The results of the voting by members through Postal Ballots and E-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For A S Naidu & Co

Chartered Accountants

FRN: 008549S

*G Sri Ranga*  
CA Sri Ranga Gorantla

Partner

Mem No: 222450



Place: Hyderabad

Date: 17 March 2015

## Annexure

The summary of the Postal Ballot Forms and e-Voting confirmations received is given below:

### SPECIAL RESOLUTIONS

#### Resolution 1:

Sl. No.	Particulars	Resolution 1	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	9069
b.	e-Voting confirmations received	20	12241472
	<b>Total</b>	<b>36</b>	<b>12250541</b>
c.	Less: Invalid Ballot / e-Voting confirmations	6	407
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>		
	(i) Physical Ballot Forms /e-voting with assent for the Resolution	30	12250134
	<b>% of Assent</b>	-	100.00
	(ii) Physical Ballot Forms /e-voting with dissent for the Resolution	0	0
	<b>% of Dissent</b>	-	0.00

#### Resolution 2:

Sl. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	9069
b.	e-Voting confirmations received	20	12241472
	<b>Total</b>	<b>36</b>	<b>12250541</b>
c.	Less: Invalid Ballot / e-Voting confirmations	2	20
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>		
	(i) Physical Ballot Forms /e-voting with assent for the Resolution	33	12250421
	<b>% of Assent</b>	-	100.00
	(ii) Physical Ballot Forms /e-voting with dissent for the Resolution	1	100
	<b>% of Dissent</b>	-	0.00



**Resolution 3:**

Sl. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	16	9069
b.	e-Voting confirmations received	20	12241472
	<b>Total</b>	36	12250541
c.	Less: Invalid Ballot / e-Voting confirmations	1	15
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>		
(i)	Physical Ballot Forms / e-voting with assent for the Resolution	35	12250526
	<b>% of Assent</b>	-	100.00
(ii)	Physical Ballot Forms / e-voting with dissent for the Resolution	0	0
	<b>% of Dissent</b>	-	0.00

For A S Naidu & Co  
Chartered Accountants  
FRN: 008549S

*G. Sri Ranga*  
CA Sri Ranga Gorantla  
Partner



Mem No: 222450