

Date: 06.09.2017

To
The Bombay Stock Exchange Limited,
PJ Tower,
Dalal Street,
Mumbai- 400001

To,
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 05

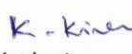
Sub: Notice of 22nd Annual General Meeting of M/S Stampede Capital Limited.

Dear Sir,

With reference to the above subject, we would like to inform you that the company's 22nd Annual General Meeting would be conducted on Friday 29th September, 2017 at 10:30 A.M. at Moti Nagar Community Hall, Mothinagar X Roads, Borabanda, Hyderabad – 500 018 Telangana. The Notice of Annual General Meeting is enclosed to this letter for your information.

Please take the same on your record.

For STAMPEDE CAPITAL LIMITED


Kiran Koduri
Company Secretary



Stampede Capital Ltd.

A-Z Elite, 1st Floor, Plot No. 197, Guttala Begumpet Village, Madhapur, Hyderabad - 500081. Telangana, India.
Ph: +91 40 2354 0763/64, Tele Fax: +91 40 2354 0763. CIN: L67120TG1995PLC020170
www.stampedecap.com | info@stampedecap.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the Members of Stampede Capital Limited (CIN: L67120TG1995PLC020170) will be held on Friday, the 29th day of September, 2017 at 10.30 A M at Moti Nagar Community Hall, Mothi Nagar Cross Roads, Borabanda, Hyderabad-500018 to transact the following business:

Ordinary Business

Item No.1: Adoption of Financial Statements

To receive, consider and adopt the audited Balance Sheet as at March 31, 2017 and the Audited Profit and Loss Account for the year ended as on that date together with the Reports of the Auditors and the Board of Directors thereon.

Item No.2: Appointment of Director

To appoint a Director in place of Mr. Parthasarathi Prathipati (DIN 00004936), who retires by rotation and being eligible offers himself for re-appointment.

Item No.3: Re-appointment of Auditors

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 139 (2) and 142(1) of the Companies Act, 2013 the reappointment of the statutory auditors of company M/s Sarath & Associates, Chartered Accountants (Regn. No. 005120S) Hyderabad be and are hereby ratified by the members of the company for the financial year 2017-18 at such remuneration as may be determined by the Board of Directors of the Company."

Special Business:

Item No. 4. Appointment of Mr. Suresh Tammineedi (DIN: 00952079) as a Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution

"RESOLVED that in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the Company hereby approves the appointment and terms of remuneration of Mr. Suresh Tammineedi as an Executive Director of the Company for the period from February 13, 2017 to February 12, 2020, upon the terms and conditions set out in the Explanatory Statement annexed to the notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Suresh Tammineedi.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including

the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Item No. 5. Appointment of Mrs.Chukka Lakshmi (DIN: 07733231) as a Woman Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution

"**RESOLVED** that pursuant to the provisions of Sections 149, 152, 164 read with the rule of the Companies (Appointment and Qualifications of Directors) Rules 2014, and any other applicable provisions of the Companies Act, 2013 ("Act") and the companies (Appointment & Qualification of Directors) Rules, 2014, Mrs.Chukka Lakshmi(DIN: 07733231), who was appointed as additional director by the Board of Directors of the company pursuant to section 161(1) of the Companies Act, 2013 and who holds office upto the conclusion date of this AGM and in respect of whom the Company has received a notice under section 161(1) of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is, hereby, appointed as the Non Executive Woman Director of the Company liable to retire by rotation."

Item No. 6: Appointment of Mr. Vivek Kumar Ratakonda (DIN: 02090966) as a Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution.

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vivek Kumar Ratakonda (DIN: 02090966) in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of 27th AGM."

Regd Office:

1st Floor, Plot No. 197,
Kavuri Hills, Gutlabegumpet Village,
Madhapur, Hyderabad-500081

Telangana, INDIA

Date: 28-08-2017

By Order of the Board

For Stampede Capital Limited

KIRAN KODURI

Company Secretary

NOTES

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto.

2. PROXIES

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES (WHETHER MEMBER OR NOT) TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
- b. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
- c. Members' voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
- d. This notice ("**AGM Notice**") is being sent to all the members, whose names appear in the Register of Members as on 1st September, 2017.
- e. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- f. Members desirous of asking any questions at the General Meeting are requested to send their questions so as to reach the Registered Office of the Company at least Seven (7) days before the General Meeting so that the same can be suitably replied to.
- g. Members/ Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
- h. Proxy forms in order to be effective, must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the meeting.
- i. Pursuant to Section 103 of the Companies Act, 2013 at least Thirty (30) members should be personally present to form quorum for a meeting of the Company.
- j. Members who have registered their e-mail Id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail and others are sent by the permitted mode. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
- k. Documents specifically stated in the explanatory statement are open for inspection at the Registered office of the Company between 10:00 a.m. to 01:00 p.m. on all working days (except Saturdays, Sundays and public holidays) up to the date of AGM.

- I. The Company has notified closure of Register of Members and Share Transfer Books from 25th September, 2017 to 29th September, 2017 (both days inclusive).
- m. The business as set out in this AGM Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The members who wish to vote physically in the meeting (instead of e-voting) can do the same by voting in the meeting dated 29th September, 2017.
- n. The voting through an electronic means will commence on 26th September, 2017 at 09.00 a.m. and will end on 28th September, 2017 at 05.00 p.m. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- o. The Company has appointed M/s. Gorantla & Co., Chartered Accountants (FRN:016943S) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- p. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on 26th September, 2017 at 09.00 a.m. and ends on 28th September, 2017 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-of- date (record date) of 23rd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

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

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

- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired.

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page. (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 linked in the login 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- q. Kindly note that the members can opt only one mode of voting i.e. either by physical voting or e-voting . If you are opting for e-voting, then you are not eligible for physical voting. However, once the vote on resolution is cast by any shareholder by e-voting, he shall not be allowed to change it subsequently at the physical meeting.
- r. The Scrutinizer will submit his/her report addressed to the Chairman within a period not exceeding three working days from the date of conclusion of e-voting period. The result of the voting on Resolutions at the meeting shall be announced by the Chairman on 30th September, 2017. The results declared along with the Scrutinizer's report, will be posted on the Company's website and on CDSL's website and stock exchanges on 30th September, 2017.

Regd. Office:

1st Floor, Plot No. 197,
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Madhapur, Hyderabad-500081
Telangana, INDIA

Date: 28-08-2017

By Order of the Board

For Stampede Capital Limited

KIRAN KODURI

Company Secretary

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

Item No.4:

Mr. Suresh Tammineedi, aged 47 years, is an Additional Director of the Company. He holds a DME from State Board of Technical Education, Karnataka. He has over 10 years of experience in Online Advertising Industry.

A. Tenure of Appointment:

The appointment is for a period of 3 (Three) years with effect from February 13, 2017 to February 12, 2020

B. Nature of Duties

The Executive Director 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 Associate Companies and/or Subsidiaries including performing duties as assigned by the Board from time to time by serving on the Boards of such Associate Companies/ Subsidiaries or any other Executive Body or a Committee of such Companies.

C. Remuneration:

The Executive Director shall be entitled to a remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013 ("the Act")

1. Remuneration: (a) Basic Salary upto a Maximum of Rs.1,00,000 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, 2013 read with Schedule V 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 Executive Director of 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, 2013 read with Schedule V of the said Act.

In compliance with the applicable provisions of the Companies Act, 2013, read with Schedule V of the Act, the terms and conditions of the appointment of Mr. Suresh Tammineedi as specified above, are now placed before the members for their approval.

Other than Mr. Suresh Tammineedi, none of the Directors / Key Managerial Personnel (KMP) or relatives of directors and KMP, are concerned or interested in the Resolution at Item No. 4 of the Notice.

The Board commends the Special Business set out at Item No.4 of the Notice for approval by the shareholders.

Item No.5:

Mrs. Chukka Lakshmi (DIN: 07733231) was appointed as an Additional Woman Director of the Company with effect from March 20, 2017 by the Board of Directors. In terms of Section 161(1)

of the Companies Act, 2013, Mrs. Chukka Lakshmi holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director.

Mrs. Chukka Lakshmi has given a declaration to the Board that she meets the criteria for the appointment as a woman director as per the provisions of the Companies Act, 2013.

Mrs. Chukka Lakshmi aged 44 years has a lot of business experience in the various fields. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Mrs. Chukka Lakshmi as a Non executive Woman Director.

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

Except Mrs. Chukka Lakshmi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5

Item No.6

Mr. Vivek Kumar Ratakonda (DIN: 02090966), who holds office upto the date of this Annual General Meeting ('AGM') but is eligible for the appointment as a Director. The Company has received a Notice in writing along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013.

Mr. Vivek Kumar Ratakonda (DIN: 02090966) has submitted a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act.

R. Vivek Kumar is a fellow member of the Institute of Chartered Accountants of India having nearly three decades of experience in the profession of Chartered Accountants. He has a rich blend of consulting and industry experience. His experience inter alia includes advising on transaction structuring including mergers, acquisitions, divestitures, corporate restructuring, capital restructuring, foreign investment consulting, contract structuring and negotiations. He has held leadership roles and has been in the forefront in articulating group philosophy and values and believes in a team building approach.

Except Mr. Vivek Kumar Ratakonda, being an appointee, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise, in resolution set out at Item No. 6.

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

Regd Office:

1st Floor, Plot No. 197,
Kavuri Hills, Gutlabegumpet Village,
Madhapur, Hyderabad-500081

Telangana, INDIA

Date: 28-8-2017

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

KIRAN KODURI
Company Secretary

EXPLANATORY STATEMENTAS PER SEBI LODR Regulations

Name of the Director	Mrs. Chukka Lakshmi
DIN	07733231
Date of Birth	18-10-1973
Type of appointment	Director liable to retire by rotation
Date of Appointment/ Re-appointment	20-03-2017
Areas of Specialization	Business Experience
Qualifications	Under Graduate
No. of Shares Held in the Company	Nil
List of Directorship held in outside Public Limited Companies	Nil
Chairman/member of the Committee of the Board of Directors of this Company	Nil
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	NA
Justification for appointment	Her business expertise to be used for the overall business development of the Company

Name of the Director	Mr. Suresh Tammineedi
DIN	00952079
Date of Birth	18-02-1970
Type of appointment	Director liable to retire by rotation
Date of Appointment/ Re-appointment	13/02/2017
Areas of Specialization	Online Advertising, MIS & Risk Management
Qualifications	DME
No. of Shares Held in the Company	25,000
List of Directorship held in outside Public Limited Companies	1
Chairman/member of the Committee of the Board of Directors of this Company	Nil
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	NA
Justification for appointment	Expertise in company's Business model

Name of the Director	Mr. Vivek Kumar Ratakonda
DIN	02090966
Date of Birth	14.05.1962
Type of appointment	Independent Director
Areas of Specialization	Consulting and industry experience
Qualifications	Chartered Accountant
No. of Shares Held in the Company	681038
List of Directorship held in outside Public Limited Companies	SRIJA HOTELS & PROPERTIES PRIVATE LIMITED
Chairman/member of the Committee of the Board of Directors of this Company	Audit Committee
Chairman/member of the Committee of the Board of Directors of other Companies	1
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	Fellow member of the Institute of Chartered Accountants of India having nearly three decades of experience in the profession of Chartered Accountants. He has held leadership roles and has been in the forefront in articulating group philosophy and values and believes in a team building approach.

Attention of the Members:

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

Sending notices and documents to shareholders through email:

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