

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(1) AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF STAMPEDE CAPITAL LIMITED

Open Offer for acquisition of up to 7,44,28,650 (Seven Crore Forty Four Lakh Twenty Eight Thousand Six Hundred Fifty only) shares consisting of 5,95,42,920 (Five Crore Ninety Five Lakh Forty Two Thousand Nine Hundred and Twenty only) fully paid-up equity shares of face value of INR 1 (Indian Rupee One) each ("Equity Shares") and 1,48,85,730 (One Crore Forty Eight Lakh Eighty Five Thousand Seven Hundred Thirty only) fully paid-up differential voting right shares of face value of INR 1 (Indian Rupee One) each ("DVR Shares") of Stampede Capital Limited ("Target Company"), representing 26% (twenty six percent) of the Voting Share Capital (as defined below) from the Public Shareholders (as defined below) of the Target Company by Jonna Venkata Tirupati Rao ("Acquirer") together with Gayi Adi Management and Trends Private Limited ("PAC") in its capacity as a person acting in concert with the Acquirer.

This public announcement ("Public Announcement" or "PA") is being issued by Ashika Capital Limited, the Manager to the Open Offer ("Manager to the Offer"), for and on behalf of the Acquirer and the PAC, to the Public Shareholders (as defined below) pursuant to and in compliance with Regulations 3(1) and 4 read with other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011").

For the purpose of this Public Announcement, the following terms shall have the meanings assigned to them below:

"Public Shareholders" shall mean all the shareholders of the Target Company excluding: (i) the promoter and members of the promoter group of the Target Company, (ii) the Acquirer, the PAC, the persons deemed to be acting in concert with the Acquirer and the PAC, (iii) the parties to the SPA (as defined below) and any persons deemed to be acting in concert with the parties to the SPA and (iv) the shareholders whose unclaimed shares have been transferred by the Target Company to the Investor Education and Protection Fund;

"Stock Exchanges" means BSE Limited and National Stock Exchange of India Limited; and

"Voting Share Capital" means the total voting share capital of the Target Company on a fully diluted basis expected as of the 10th (Tenth) working day from the closure of the tendering period for the Open Offer.

1. Offer Details:

1.1. Offer Size: Up to 7,44,28,650 (Seven Crore Forty Four Lakh Twenty Eight Thousand Six Hundred Fifty only) shares consisting of 5,95,42,920 (Five Crore Ninety Five Lakh Forty Two Thousand Nine Hundred and Twenty only) Equity Shares and 1,48,85,730 (One Crore Forty Eight Lakh Eighty Five Thousand Seven Hundred Thirty only) DVR Shares of the Target Company, representing 26% (twenty six percent) of the Voting Share Capital, subject to the terms and conditions mentioned in this Public Announcement, and to be set out in the detailed public statement ("DPS") and the letter of offer ("LoF") that are proposed to be issued for the Offer in accordance with the SEBI (SAST) Regulations, 2011.

1.2. Offer Price / Consideration: The Offer is being made at a price of INR 0.45/- (Forty Five Paise only) per Equity Share and INR 0.55/- (Fifty Five Paise only) per DVR Share ("Offer Price") that will be offered to the Public Shareholders who validly tender their Equity and / or DVR Shares in the Open Offer. The Offer Price is arrived / determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Offer, the total consideration payable by the Acquirer and PAC in accordance with the SEBI (SAST) Regulations, 2011 will be INR 3,49,81,466/- (Indian Rupees Three Crores Forty Nine Lakh Eighty One Thousand Four Hundred and Sixty Six only) ("Offer Consideration").

1.3. Mode of Payment: The Offer Price is payable in cash by the Acquirer and PAC in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.

1.4. Type of Offer: This Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 pursuant to the substantial acquisition of shares, voting rights and control over the Target Company.

2. Transaction which has triggered the Open Offer obligations (Underlying Transaction):

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Equity Shares/Voting Rights acquired / proposed to be acquired		Total Consideration for Equity Shares / Voting Rights acquired (Rs. in Lakhs)	Mode of Payment (Cash/ Securities)	Regulation which has triggered
		Number	% vis a vis Equity Shares / Voting Rights			
Direct	Share Purchase Agreement dated July 8, 2020 ("Agreement") entered into between the Acquirers and the Seller	5,82,071 Equity Shares & 95,725 DVR Shares	0.25% of Voting Share Capital	2.71	Cash	3(1) & (4) of the SEBI (SAST) Regulations, 2011

3. Acquirer and PAC:

Details	Acquirer	PAC	Total
Name of Acquirer/PACs	Jonna Venkata Tirupati Rao	Gayi Adi Management and Trends Private Limited	Not Applicable
Address	Villa No.39, Manjeera Smart Homes, Quthubullapur, Hyderabad- 500055, Telangana, India	Villa No.39, Manjeera Smart Homes, Quthubullapur, Hyderabad- 500055, Telangana, India	Not Applicable
Names of persons in control/ Promoters	Not Applicable	Jonna Venkata Tirupati Rao and Shaik Haseena	Not Applicable
Name of the Group, if any, to which the Acquirer and the PACs belongs to	Nil	Nil	Not Applicable
Pre Transaction Shareholding • Number • % age of Voting Share Capital	Nil Not Applicable	3,90,00,000 Equity Shares & 2,44,00,000 DVR Shares constituting 17.04% of Voting Share Capital	3,90,00,000 Equity Shares & 2,44,00,000 DVR Shares constituting 17.04% of Voting Share Capital
Proposed Shareholding after the acquisition of Shares which triggered the Open Offer (excluding the Shares tendered in the Open Offer)	5,82,071 Equity Shares & 95,725 DVR Shares constituting 0.25% of Voting Share Capital	-	5,82,071 Equity Shares & 95,725 DVR Shares constituting 0.25% of Voting Share Capital
Any other interest in the Target Company	Nil	Nil	Not Applicable

4. Details of the selling shareholders, if applicable:

Name	Part of Promoter Group (Yes / No)	Details of shares / voting rights held by the Selling Shareholders			
		Pre Transaction		Post Transaction	
		Number of Shares	% Voting Share Capital	Number of Shares	% Voting Share Capital
Usha Rani Meenavalli	Yes	Equity Shares- 5,82,071	0.25	Nil	NIL
		DVR Shares- 95,725	-	Nil	NIL

5. Target Company:

Name:	Stampede Capital Limited
Corporate Identification Number (CIN):	L67120TG1995PLC020170
Registered Office:	Flat No. 1003, 10 th Floor, Block - A, Royal Pavilion Apartment, H. No. 6-3-787, Ameerpet, Hyderabad - 500016, Ranga Reddy District, Telangana, India

Stock Exchanges where the Equity Shares and DVR Shares of the Target Company are listed:	<ul style="list-style-type: none"> BSE Limited, Mumbai ('BSE') Equity Shares: Scrip ID: STAMPEDE; Scrip Code: 531723; DVR Shares: Scrip ID: SCAPDVR; Scrip Code: 570005 National Stock Exchange of India Ltd., Mumbai ('NSE') Equity Shares: Symbol: STAMPEDE; DVR Shares: Symbol: SCAPDVR
International Securities Identification Number (ISIN):	Equity Shares: INE224E01028 DVR Shares: INE224E01036

6. Other Details:

- 6.1.** The DPS to be issued under the SEBI (SAST) Regulations, 2011 shall be published in newspaper(s), within five working days of this public announcement, in accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011 on or before July 15, 2020. The DPS shall, inter alia, contain details of the Open Offer, including detailed information on the Offer Price, the Acquirer, the PAC, the Target Company, the Sellers, the background to the Open Offer, the statutory approvals required, details of the Share Purchase Agreement, including the conditions precedent, if any), details of financial arrangements, settlement procedure and other terms of the Open Offer and the conditions thereto.
- 6.2.** The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011. This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.3.** The Acquirer and PAC undertake that they are fully aware of and will comply with the obligations under the SEBI (SAST) Regulations, 2011. The Acquirer and PAC confirms that they have adequate financial resources to meet their obligations under the Offer and have made firm financial arrangements for acquisition of the Offer Shares, through verifiable means, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.
- 6.4.** The Acquirer, the PAC and its directors accept full responsibility for the information contained in this Public Announcement, other than the information pertaining to the Target Company, which has been obtained from publicly available sources or provided by the Sellers, and the accuracy thereof has not been independently verified by the Manager to the Open Offer.
- 6.5.** The completion of the Offer is subject to receipt of statutory approvals required, to be set out in the DPS and LoF.

Issued by the Manager to the Offer:



ASHIKA CAPITAL LIMITED
(CIN: U30009WB2000PLC091674)
1008, 10th Floor, Raheja Centre,
214, Nariman Point, Mumbai-400021.
Tel: +91-22-66111700; Fax: +91-22-66111710
E-mail: mbd@ashikagroup.com
SEBI Registration Number.: INM000010536
Validity of Registration: Permanent
Contact Person: Narendra Kumar Gamini / Varshika Sarada

For and on behalf of the Acquirer and PAC:

Acquirer:

PAC:

Sd/-

Sd/-

Jonna Venkata Tirupati Rao

Authorised Signatory

Gayi Adi Management and Trends Private Limited

Place: Hyderabad

Date: July 8, 2020