

# Sportking INDIA LTD

(Govt. Recognised Three Star Export House)

Corporate Office : Vill. Kanech, Near Sahnewal, G.T. Road, Ludhiana-141120 Ph. (0161) 2845456 to 60 Fax : 2845458  
Admn. Office : 178, Col. Gurdial Singh Road, Civil Lines, Ludhiana-141001 Ph. (0161) 2770954 to 55 Fax : 2770953  
E-mail : sportking@sportking.co.in For online shopping visit us :  
Website : www.sportking.co.in www.sportkingbrands.com  
GST No. : 03AAACS3037Q1ZA CIN No. L17122DL1989PLC035050

SIL / 2020-21/BSE

28.11.2020

To  
Listing Department  
BSE Limited  
Phiroze Jeeheebhoy Towers,  
Dalal Street, Mumbai-400001

## Sub: Notice of 31st Annual General Meeting

Dear Sir,

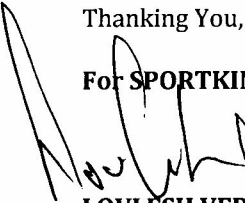
Pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that 31st Annual General Meeting of the Company is scheduled to be held on Saturday, the 26th December, 2020 at 2.00 P.M. at the Registered Office of the Company situated at 5/69, Guru Mansion, Ist Floor, Padam Singh Road, Karol Bagh, New Delhi-110005. The Notice of 31st Annual General Meeting is enclosed herewith for your information and record

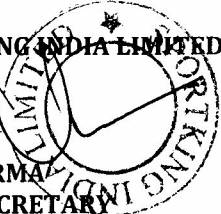
Further Pursuant to the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the company is providing the facility to its Members holding shares in physical or dematerialized form to exercise their right to vote by electronic means on all or any of the business specified in the Notice convening the AGM (Remote E-Voting). Accordingly, for the purpose of determining the shareholders eligible to cast their votes electronically/physically, the company has fixed Saturday, 19th December, 2020 as the cut-off date. The Remote E-Voting period begins on Wednesday, 23rd Day, December, 2020 at 09:00 a.m. [IST] and ends on Friday, 25th day, December, 2020 at 05.00 p.m. [IST]. The remote e-voting shall not be allowed beyond the above said dates and time. The company has engaged the services of Central Depository Services Limited (CDSL) to provide the Remote E-Voting facility to its member.

Kindly also consider this letter as compliance of prior intimation in accordance with proviso to Regulation 29(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

For SPORTKING INDIA LIMITED

  
LOVLESH VERMA  
COMPANY SECRETARY  
(ACS: 34171)



## NOTICE

NOTICE is hereby given that the **31st Annual General Meeting** of the members of Sportking India Limited will be held on **Saturday, the 26<sup>th</sup> December 2020 at 02.00 PM** at Registered Office of the company situated at 5/69, Guru Mansion, 1st Floor, Padam Singh Road, Karol Bagh, New Delhi-110005 to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Munish Avasthi (DIN: 00442425), who retires by rotation and being eligible, offers himself for re- appointment.

## SPECIAL BUSINESS

3. **Ratification of the remuneration of the Cost Auditors for Financial Year 2020-21**

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 148 & other applicable provisions, if any, of the Companies Act, 2013( the Act) read with the Companies (Audit and Auditors) Rules, 2014 & the Companies (Cost Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s R.R. & Co, Cost Accountants, Ludhiana (Registration No. 00323) appointed by the board of directors as cost auditors of the company, to conduct the audit of the cost records of the company for the financial year ending 31st March, 2021, be paid remuneration of Rs. 1,10,000/- plus applicable taxes."

4. **Regularization of the appointment of Mrs. Harpreet Kaur Kang (DIN: 03049487) as an Independent Director of the Company for a first term of consecutive five years**

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

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ( the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Harpreet Kaur Kang (DIN: 03049487), who was appointed as an Additional Director in the capacity of Independent Director (Non Executive) of the Company by the Board of Directors in their meeting held on 17<sup>th</sup> October, 2020 who holds office upto conclusion of this Annual general Meeting as per section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, who has submitted a declaration that she meets the criteria of the Independence as provided in Section 149(6) of the Act and is also qualified for such appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of consecutive 5 years from 17<sup>th</sup> October 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Re-appointment of Mr. Prashant Kochhar (DIN: 07298730) as an Independent Director of the company for a second term of consecutive five years**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152,160 read with Schedule IV & all other applicable provisions, if any, of the Companies Act 2013( the Act), the Companies ( Appointment and Qualification of Directors) Rules 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prashant Kochhar (DIN: 07298730) ,who was appointed as an Independent Director of the

Company on 30<sup>th</sup> September, 2015 for his first term for a period of five consecutive years (i.e up to 30<sup>th</sup> September 2020) who has offered himself for re-appointment as a non-executive independent director of the company for a second term of five consecutive years and submitted a declaration that he meets the criteria of the independence as provided in Section 149(6) of the Act and is also qualified for such appointment. As recommended by Nomination and Remuneration Committee and Board of Directors, in their meeting held on 21<sup>st</sup> August 2020 consent of the members be and is hereby accorded for re-appointment of Mr. Prashant Kochhar (DIN: 07298730) as an independent director of the company for a second term of five consecutive years w.e.f. 01<sup>st</sup> October 2020 and he shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**6. Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Punjab**

To consider and, if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 ( the Act) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and consents, as may be required under the provisions of the said Act or under any other law for the time being in the force, the consent of the members of the Company be and is hereby accorded

- a. for shifting the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Punjab.
- b. Clause II of the Memorandum of Association of the Company be substituted with the following clause:  
"The Registered Office of the Company will be situated in the State of Punjab".

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to accept any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, permission, consent as may be considered necessary and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**7. Payment of Remuneration to Mr. Raj Kumar Avasthi (DIN: 01041890), Managing Director of the company.**

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

**"RESOLVED THAT**, pursuant to recommendation of the Nomination and Remuneration Committee as approved by the Board of Directors and subject to the provisions of Sections 197 and other applicable provisions of the Companies Act, 2013( the Act) and the rules made thereunder read with Schedule- V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded for payment of salary, Commission and perquisites (hereinafter referred to as "remuneration") to Mr. Raj Kumar Avasthi, Managing Director of the Company w.e.f 01<sup>st</sup> October, 2020 upto the date of his appointment as Managing Director i.e 30<sup>th</sup> September, 2022 on the terms and conditions as set out below:

Basic Salary of Rs. 10,00,000/- (Rupees Ten Lakh Only) Per Month with a yearly provision of additional salary/commission/perquisite of Rs. 2, 40,00,000/- (Rupees Two Crore Forty Lakh Only) payable in one or more tranches as the Board may decide from time to time, however subject to a ceiling of overall remuneration of Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per year.

Perquisites - The following perquisites shall be allowed which will be included in gross remuneration except those prescribed under Section IV of Part II of Schedule V of the Companies Act, 2013:

- a. Housing - Free furnished residential accommodation along with other amenities. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.

- b. Medical Expenses/Reimbursement- Expenses incurred by the company/appointee (including Mediclaim insurance premium) on self and his family will be subject to a ceiling of one month's salary in a year or three month's salary over a period of three years
- c. Leave Travel concession - The expenses incurred on Leave Travel Concession by the appointee on self and his family shall be reimbursed once in a year.
- d. Club Fees -Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- e. Personal Accident Insurance- Premium not to exceed Rs. 5000/- per annum.
- f. Provident Fund -Contribution to provident fund, superannuation funds or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- g. Gratuity -Gratuity payable shall not exceed half a month's salary for each completed year of service.
- h. Car - Free use of company's car for official as well as personal purposes along with driver.
- i. Telephone/Cell phone - Free use of company's telephone at residence/cell phone for official as well as personal purposes.

Explanation-Family means the spouse, the dependent children and dependent parents of the Managing Director.

Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of the Managing Director, the company has no profits or its profits are inadequate, the company will pay remuneration in accordance with the provisions as required under Clause A of Section II of PartII of the Schedule V and other applicable provisions of the Companies Act, 2013 during the period from 1st October, 2020 to 30th September, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 and is authorized to do all such acts, deeds matters and things as may be necessary or expedient for giving effect to said resolution."

#### 8. **Payment of Remuneration to Mr. Munish Avasthi (DIN: 00442425), Managing Director of the Company**

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

**"RESOLVED THAT**, pursuant to recommendation of the Nomination and Remuneration Committee as approved by the Board of Directors and subject to the provisions of Sections 197 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule- V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded for payment of salary, commission and perquisites (hereinafter referred to as "remuneration") to Mr. Munish Avasthi, Managing Director of the Company w.e.f 01<sup>st</sup> October, 2020 upto the date of his appointment as Managing Director i.e 30<sup>th</sup> September, 2022 on the terms and conditions as set out below:

Basic Salary of Rs. 10,00,000/- (Rupees Ten Lakh Only) Per Month with a yearly provision of additional salary/commission/perquisites of Rs. 2,40,00,000/- (Rupees Two Crore Forty Lakh Only) payable in one or more tranches as the Board may decide from time to time, however subject to a ceiling of overall remuneration of Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per year.

Perquisites - The following perquisites shall be allowed which will be included in gross remuneration except those prescribed under Section IV of Part II of Schedule V of the Companies Act, 2013:

- a. Housing - Free furnished residential accommodation along with other amenities. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
- b. Medical Expenses/Reimbursement- Expenses incurred by the company/appointee (including Mediclaim insurance premium) on self and his family will be subject to a ceiling of one month's salary in a year or three month's salary over a period of three years
- c. Leave Travel concession - The expenses incurred on Leave Travel Concession by the appointee on self and his family shall be reimbursed once in a year.
- d. Club Fees -Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- e. Personal Accident Insurance- Premium not to exceed Rs. 5000/- per annum.

- f. Provident Fund -Contribution to provident fund, superannuation funds or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- g. Gratuity -Gratuity payable shall not exceed half a month's salary for each completed year of service.
- h. Car - Free use of company's car for official as well as personal purposes along with driver.
- i. Telephone/Cell phone - Free use of company's telephone at residence/cell phone for official as well as personal purposes.

Explanation-Family means the spouse, the dependent children and dependent parents of the Managing Director.

Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of the Managing Director, the company has no profits or its profits are inadequate, the company will pay remuneration in accordance with the provisions as required under Clause A of Section II of PartII of the Schedule V and other applicable provisions of the Companies Act, 2013 during the period from 1st October, 2020 to 30th September, 2022

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 and is authorized to do all such acts, deeds matters and things as may be necessary or expedient for giving effect to said resolution."

**9. Payment of Remuneration to Mr. Naresh Kumar Jain (DIN: 00254045), Whole Time Director of the Company**

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

" **RESOLVED THAT**, pursuant to recommendation of the Nomination and Remuneration Committee as approved by the Board of Directors and subject to the provisions of Sections 197 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule- V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded for payment of salary and perquisites (hereinafter referred to as "remuneration") to Mr. Naresh Kumar Jain, Whole Time Director of the Company w.e.f 01<sup>st</sup> October, 2020 upto the date of his appointment as Whole Time Director i.e 30<sup>th</sup> September, 2022 on the terms and condition as set out below:

Basic Salary Rs. 1,15,000/- (Rupees One Lakh Fifteen Thousand Only) Per Month.

Perquisites -The following perquisites shall be allowed from in addition to Basic Salary except those prescribed under Section IV of Part II of Schedule V of the Companies Act, 2013

- a. Housing - Free furnished residential accommodation alongwith other amenities or house rent allowance equal to 50% of the basic salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
- b. Medical Expenses/Reimbursement- Expenses incurred by the company/appointee (including Mediclaim insurance premium) on self and his family will be subject to a ceiling of one month's salary in a year or three month's salary over a period of three years
- c. Leave Travel concession - The expenses incurred on Leave Travel Concession by the appointee on self and his family shall be reimbursed once in a year.
- d. Club Fees -Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- e. Personal Accident Insurance- Premium not to exceed Rs. 5000/- per annum.
- f. Provident Fund -Contribution to provident fund, superannuation funds or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- g. Gratuity -Gratuity payable shall not exceed half a month's salary for each completed year of service.
- h. Car - Free use of company's car for official as well as personal purposes along with driver.
- i. Telephone/Cell phone - Free use of company's telephone at residence/cell phone for official as well as personal purposes.

Explanation-Family means the spouse, the dependent children and dependent parents of the Whole Time Director.

Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of the Whole time Director, the company has no profits or its profits are inadequate, the company will pay remuneration in accordance with the provisions as required under Clause A of Section II of PartII of the Schedule V and other applicable provisions of the Companies Act, 2013 during the period from 1st October, 2020 to 30th September, 2022

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to alter and vary the terms and conditions so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 and is authorized to do all such acts, deeds matters and things as may be necessary or expedient for giving effect to said resolution."

**10. Create, offer, issue and allot 5% Non-Cumulative Non-Convertible Redeemable Preference Shares on Private Placement Basis**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 ( the Act)read with the Rules framed there under, the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by regulatory authorities from time to time, and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee there of constituted/ to be constituted for the time being exercising the powers conferred on the Board by this Resolution) the consent of the Company be and is hereby accorded to the Board to create, offer or invitation to subscribe, issue and allot, 24,40,000 (Twenty Four Lakh Forty Thousand) 5% Non Cumulative Non Convertible Redeemable Preference Shares of Nominal Value of Rs. 10/- (Rupees Ten) each, at an issue price of Rs. 100/- (Rupees One Hundred) including premium of Rs. 90/- (Rupees Ninety) per share for an aggregate value of Rs. 24,40,00,000/- (Rupees Twenty Four Crore Forty Lakh) in one or more tranches as may be decided by the Board of Directors by way of cash or otherwise viz., conversion of loans into 5% Non-cumulative Non convertible Redeemable Preference Shares ("NCRPS") on a private placement basis, to Promoters' /Promoters' Group or such other person(s) in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the said 5% Non Cumulative Non-Convertible Redeemable Preference Shares shall not be convertible into equity shares and accordingly the same shall not be listed with any Stock Exchange.

**RESOLVED FURTHER THAT** in accordance with the provisions of section 43 of the Companies Act, 2013, the Preference Shares shall be non-participating, non-convertible, non-cumulative, redeemable, carry a preferential right vis-a-vis ordinary share of the Company, with respect to payment of dividend and repayment in case of winding up only.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to agree and to make such modification (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient including issuance of 'Offer Document' as may be prescribed under the Act and the Rules made thereunder and to resolve all questions of doubts and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate."

**By Order of the Board  
For Sportking India Limited**

**(Raj Kumar Avasthi)  
Chairman  
DIN: 01041890**

**Place: Ludhiana  
Date : 09.11.2020**

**Regd. Office:  
5/69, Guru Mansion, 1st Floor,  
Padam Singh Road, Karol Bagh,  
New Delhi - 110005**

## NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item No (s.) 3 to 10 set out above and the details under Regulation 36 (3) of SEBI (LODR) Regulations, 2015 in respect of Directors proposed to be appointed/ re-appointed at the Annual General Meeting, is annexed hereto as Annexure 1 and Annexure 2 respectively.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**

The instrument(s) appointing the proxy, if any, shall be deposited at the Registered Office of the Company at 5/69, Guru Mansion, 1st Floor, Padam Singh Road, Karol Bagh, New Delhi -110005 not less than Forty Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have right to speak at the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrars and the Share Transfer Agent of the Company.
5. The copy of relevant documents can be inspected at the registered office of the company on any working day between 11:00 A.M. To 01:00 P.M.
6. Electronic copy of the Annual Report for the financial year 2019-20 is being sent to all the members whose Email IDs are registered with the Company / Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered the Email address, physical copy of the Annual Report is being sent separately
7. Members are requested to bring their copies of the Annual Report at the Meeting. Members seeking any information with regard to the accounts of the company are requested to write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information ready.
8. Members are requested to notify change in address, if any, to the company at its registered Office quoting their folio number.
9. Members/Proxies should bring the attendance slip sent herewith, duly filled in and signed and handover the same at the entrance of the meeting place.
10. The company's Registrar and Share Transfer Agents M/s. Beetal Financial & Computer Services (P) Ltd., are situated at Beetal House, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi and has maintained connectivity with both NSDL/CDSL.
11. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies. Your company has joined the MCA in its environmental friendly initiative. The company would send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register / update their latest e-mail addresses with the Depository Participants (D.P.) with whom they are having Demat Account or send the same to the Company via e-mail at: cs@sportking.co.in We solicit your valuable co-operation and support in our endeavor to contribute our bit to the environment.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations, Members have been provided with the facility of "remote e- voting" (e-voting from a venue other than place of Annual General Meeting) on resolutions proposed to be considered at the ensuing Annual General Meeting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

***The instructions for shareholders voting electronically are as under:***

- (i) The voting period begins on 23<sup>rd</sup> Day of December 2020 at 09.00 a.m. (IST) and ends on 25<sup>th</sup> Day of December 2020 at 05.00 p.m. (IST). 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) 19<sup>th</sup> December, 2020 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](http://www.evotingindia.com).
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (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](http://www.evotingindia.com) and voted on an earlier e-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 Shareholders 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) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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. <ul style="list-style-type: none"> <li>If both 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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 <201126015> for **Sportking India Limited** 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". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote 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 logon to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address ([cs@sportking.co.in](mailto:cs@sportking.co.in)), if they have voted from individual tab & not uploaded same in the CDSL e-voting 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022- 23058543) or Mr. Rakesh Dalvi (022-23058542).
- (xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
- (xxiii) The Company has appointed Mr. Sunny Kakkar, Practicing Company Secretary (M. No. FCS 10111 & C.P. No. 12712) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper"/ "Polling Paper" for all those member who are present at the AGM but have not cast their votes by availing the remote e- voting facility.

**Order of the Board  
For Sportking India Limited**

**(Raj Kumar Avasthi)  
Chairman  
DIN: 01041890**

**Place: Ludhiana  
Date : 09.11.2020**

**Regd. Office:  
5/69, Guru Mansion, 1st Floor,  
Padam Singh Road, Karol Bagh,  
New Delhi - 110005**

**ANNEXURE 1 TO THE NOTICE  
STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. R.R. & Co, Cost Accountants, Ludhiana to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 at a fixed remuneration of Rs. 1,10,000/- plus applicable taxes in their meeting held on 21<sup>st</sup> August, 2020.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**Item No. 4**

The Board of Directors of the Company in their meeting held on 17<sup>th</sup> October 2020 had appointed Mrs. Harpreet Kaur Kang as an Additional Director in the capacity of Independent Director (Non Executive) of the Company pursuant to section 161(1) of the Companies Act, 2013 and Articles of Association of the Company for a period of 5 years subject to the approval of shareholders. She will hold office upto the date of ensuing Annual General Meeting as per the section 161 of the Companies Act, 2013. The Company has received requisite notice in writing from a Member proposing Mrs. Harpreet Kaur Kang as a candidate for the office of Independent Director of the Company for a term of consecutive five years starting from 17<sup>th</sup> October, 2020.

The Company has also received consent from Mrs. Harpreet Kaur Kang to act as independent director and declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Harpreet Kaur Kang is Independent of the Management and in the opinion of the Board, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company

Brief resume of Mrs. Harpreet Kaur Kang and nature of her expertise in specific functional areas and names of companies in which she hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors is provided in the statement giving details under Regulation 36 (3) of the Listing Regulation in respect of the Directors proposed to be appointed/ re-appointed, annexed to this notice.

Copy of the draft letter for appointment of Mrs. Harpreet Kaur Kang as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mrs. Harpreet Kaur Kang and their relatives to the extent of their shareholding's interest, if any, in the company are interested/deemed to be interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolutions.

The Board recommends the Ordinary Resolution set out at Item No 4 of the Notice for approval by the shareholders.

**Item No. 5**

Mr. Prashant Kochhar (DIN: 07298730) was appointed/regularized as an independent director of the company by the Board of Directors/ Shareholders of the Company w.e.f 30.09.2015 for a first term of five consecutive year i.e upto 30<sup>th</sup> September 2020.

As per the provisions of Section 149 of the Companies Act,2013 and the Rules made thereunder, an Independent Director can be re-appointed for a second term of consecutive five years by obtaining approval of the shareholders by a way of special resolution.

Mr. Prashant Kochhar has offered himself for re-appointment as an Independent Director of the Company for second term of consecutive five years. The company has also received declaration from Mr. Prashant Kochhar that he is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as director and meet with the criteria of independence as prescribed both under section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(B) of SEBI (LODR) Regulations, 2015.

In the opinion of board Mr. Prashant Kochhar fulfill the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Based on the recommendations given by the Nomination and Remuneration Committee accepted by the Board of Director in its meeting held on 21<sup>st</sup> August, 2020 it is proposed to re-appoint Mr. Prashant Kochhar (DIN: 07298730) as an Independent Director for a second term of consecutive five years w.e.f. 01st October, 2020 to 30<sup>th</sup> September, 2025 and he shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

Brief resume of Mr. Prashant Kochhar and nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors is provided in the statement giving details under Regulation 36 (3) of the Listing Regulation with Stock Exchanges in respect of the Directors proposed to be appointed/ re-appointed, annexed to this notice.

Copy of the draft letter for appointment of Mr. Prashant Kochhar as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Mr. Prashant Kochhar and their relatives to the extent of their shareholding's interest, if any, in the company are interested/deemed to be interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No 5 of the Notice for approval by the shareholders.

**Item No. 6**

Presently, the Registered Office of the Company is situated in the National Capital Territory (NCT) of Delhi and the Corporate Office overseeing the day to day operations of the Company is situated in the State of Punjab at Ludhiana. All the Business/ Manufacturing operations, Financing Banks, Income Tax/ Goods & Services Tax/ Other Statutory Jurisdictions relating to the Company falls in the State of Punjab.

So, to have better administrative and business control and to enable the Company to rationalize and streamline its business operations and secretarial work, the Board of Directors of the Company in its meeting held on 09.11.2020 has recommended the shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Punjab.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another state and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution subject to approval of the Central Government (power delegated to Regional Director).

The shifting of Registered Office from the National Capital Territory (NCT) of Delhi to the State of Punjab is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

In light of the above facts, the approval of the members is sought for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Punjab and consequently for altering Clause II of the Memorandum of Association (MOA).

Copy of the existing MOA, copy of MOA indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m to 1.00 p.m. on all working days (Monday to Saturday),

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the Special Resolution set out at Item No 6 of the Notice for approval by the shareholders.

**Item No. 7**

Mr. Raj Kumar Avasthi was re-appointed as Managing Director of the company by the members in the annual general meeting held on 09th September, 2017 for a period of 5 years to hold office upto 30th September, 2022. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Raj Kumar Avasthi was approved for a period of three years w.e.f., 01st April, 2018 to 30th September, 2020. The approval of the Members pursuant to Section 197 of the Companies Act, 2013 (as amended from time to time) is now sought for the proposed remuneration payable to Mr. Raj Kumar Avasthi the Managing Director of the Company for the remaining period from 01st October, 2020 to 30th September, 2022.

Mr. Raj Kumar Avasthi - is founder of the Sportking Group and possesses vast experience and expertise in managing textile businesses including apparel/garment business and has provided dedicated and significant contribution to the overall growth of the Company.

In view of current Industry scenario and Market Situation, the Nomination and Remuneration Committee in their meeting held on 21<sup>st</sup> August, 2020 had recommended the payment of remuneration to Mr. Raj kumar Avasthi for the remaining period of two years Basic Salary of Rs. 10,00,000/- (Rupees Ten Lakh Only) Per Month with a yearly provision of additional salary/commission/perquisite of Rs. 2,40,00,000/- (Rupees Two Crore Forty Lakh Only) payable in one or more tranches as the Board may decide from time to time, however subject to a ceiling of overall remuneration of Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per year has been approved by Board of Directors in the their Meeting held on 21<sup>st</sup> August, 2020 subject to the approval of the shareholders.

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel. Further, Pursuant to Regulation 17 (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs.5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. As the company is having more than one executive promoter directors and the remuneration to all the executive promoter directors may exceed the 5% of the net profits of the Company, special resolution is proposed for such remuneration.

The proposed special resolution being approved in respect of resolution set out at Item No. 7, of this Notice would also be in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Mr. Raj Kumar Avasthi and Mr. Munish Avasthi and their relatives are deemed to be interested in the resolution to the extent of his remuneration in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**Item No. 8**

Mr. Munish Avasthi was re-appointed as Managing Director by the members in the annual general meeting held on 09th September, 2017 for a period of 5 years to hold office upto 30th September, 2022. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Munish Avasthi was approved for a period of three years w.e.f., 01st April, 2018 to 30th September, 2020. The approval of the Members pursuant to Section 197 of the Companies Act, 2013 as amended from time to time is now sought for the proposed remuneration payable to Mr. Munish Avasthi the Managing Director of the Company for the remaining period from 01st October, 2020 to 30th September, 2022.

Mr. Munish Avasthi - possesses vast experience and expertise in managing textile businesses and has provided dedicated and significant contribution to the overall growth of the Company.

In view of current Industry scenario and Market Situation, the Nomination and Remuneration Committee in their meeting held on 21<sup>st</sup> August, 2020 had recommended the payment of remuneration to Mr. Munish Avasthi for the remaining period of two years the Basic Salary of Rs. 10,00,000/- (Rupees Ten Lakh) Per Month with a provision of additional salary/commission/perquisite of Rs. 2,40,00,000/- (Rupees Two Crore Forty Lakh Only) payable in one or more tranches as the Board may decide from time to time, however subject to a ceiling of overall remuneration of Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per year which has been approved by Board of Directors in their Meeting held on 21<sup>st</sup> August, 2020 subject to the approval of the shareholders.

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel. Further, Pursuant to Regulation 17 (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs.5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. As the company is having more than one executive promoter directors and the remuneration to all the executive promoter directors may exceed the 5% of the net profits of the Company, Special resolution is proposed for such remuneration.

The proposed special resolution being approved in respect of resolution set out at Item No. 8, of this Notice would also be in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and resolution stated above may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Mr. Munish Avasthi and Mr. Raj Kumar Avasthi and their relatives are deemed to be interested in the resolution to the extent of his remuneration in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

#### **Item No. 9**

Mr. Naresh Kumar Jain was re-appointed as Whole time Director by the members in the annual general meeting held on 09th September, 2017 for a period of 5 years to hold office upto 30th September, 2022. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Naresh Kumar Jain was approved for a period of three years w.e.f., 01st April, 2018 to 30th September, 2020. The approval of the Members pursuant to Section 197 of the Companies Act, 2013 as amended from time to time is now sought for the proposed remuneration payable to Mr. Naresh Kumar Jain as the Whole Time Director of the Company for the remaining period from 01st October, 2020 to 30th September, 2022.

Mr. Naresh Kumar Jain is a graduate and has enormous experience and exposure in managing textile and garment business. He is associated with the Sportking Group since inception and has made major contribution in the success of the group.

In view of current Industry scenario and Market Situation, the Nomination and Remuneration Committee in their meeting held on 21<sup>st</sup> August, 2020 had recommended the payment of remuneration of Mr. Naresh Kumar Jain for the remaining period of two years as Basic Salary of Rs. 1,15,000/- (Rupees One Lakh Fifteen Thousand Only) Per Month along with perquisites (in addition to Basic Salary) which has been approved by Board of Directors in their Meeting held on 21<sup>st</sup> August, 2020 subject to the approval of the shareholders.

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel.

The resolution stated above may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Mr. Naresh Kumar Jain or his relatives are deemed to be interested in the resolution to the extent of his remuneration in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

**The following additional information as required under Schedule V of the Companies Act, 2013 in respect of Item No 7 to 9 is given below:**

#### I. General Information:

##### Nature of Industry

Sportking India Limited is into textile Industry.

##### Date or expected date of commencement of commercial production:

The Company was incorporated on February 15, 1989 under the Companies Act, 1956. The Certificate for Commencement of Business was issued by the Registrar of Companies, Delhi & Haryana on June 15, 1990 and it started commercial production soon thereafter.

##### In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

#### Financial performance for the year ended 31.03.2020

Particulars	F.Y. 2019-20 (Rs in Lakhs)
Revenue from Operations (Net)	135505.11
Other Income	298.59
Profit before Depreciation, Interest and Tax (PBDIT)	13915.26
Interest and Financial expenses	5753.34
Profit before Depreciation and Tax (PBDT)	8161.92
Depreciation and Amortization	6333.66
Profit before Tax (PBT)	1828.26
Provision for Tax	
Current {Net of MAT Credit Tax of (Rs. -115.90)}	212.83
Prior Period Tax	(58.61)
Deferred Tax	438.27
Profit after Tax (PAT)	1235.77
Other Comprehensive Income (Net of Tax of Rs. 22.27 Lakhs)	(41.46)
Total Comprehensive Income for the period	1194.31

Foreign Investments or collaborators, if any. : Nil

#### II. INFORMATION ABOUT THE APPOINTEE

##### A. Mr. Raj Kumar Avasthi, Managing Director

##### Background Details

Mr. Raj Kumar Avasthi aged 74 years having rich experience in Designing & Manufacturing of Apparel/Textile Business from last 46 years. He is the Chairman cum Managing Director of the company since 1995. He has knowledge of latest textile technology and advancement in manufacturing operations as well as a great vision for future of textile industry.

##### Past Remuneration

The company has approved remuneration to Mr. Raj Kumar Avasthi, Chairman cum Managing Director on a salary in the scale of Rs. 20,00,000/- per month with annual ceiling of remunerations of Rs. 2,40,00,000/-

Recognition or awards : Nil

**Job Profile and his suitability**

Mr. Raj Kumar Avasthi is the Chairman cum Managing Director of the Company. He looks after the overall operations of the Company. He has enriched experience of more than 46 years in Textile Industry. The Company has made tremendous growth under his leadership. Mr. Raj Kumar Avasthi is instrumental in the development of the Company and has provided dedicated and significant contribution to the overall growth of the Company

**Remuneration Proposed**

Basic Salary of Rs. 10,00,000/- (Rupees Ten Lakh) Per Month with a yearly provision of additional salary/commission/perquisite of Rs. 2,40,00,000/- (Rupees Two Crore Forty Lakh Only) payable in one or more tranches as the Board may decide from time to time, however subject to a ceiling of overall remuneration of Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per year

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).**

Taking into consideration the size of the Company, the profile of Mr. Raj Kumar Avasthi, Chairman cum Managing Director of the Company, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Except for receiving remuneration from the company as Chairman-cum- Managing Director, Mr. Raj Kumar Avasthi had no other pecuniary relationship with the company. Mr. Munish Avasthi, Managing Director is his relative.

**B. Mr. Munish Avasthi, Managing Director****Background Details**

Mr. Munish Avasthi aged 47 years having rich experience in Spinning/Textile Industry from last 27 years. He is the Managing Director of the company since 1999. He has knowledge of latest technology and advancement in manufacturing operations as well as a great vision for future of textile industry.

**Past Remuneration**

The company has approved remuneration to Mr. Munish Avasthi, Managing Director on a salary in the scale of Rs. 20,00,000/- per month with annual ceiling of remunerations of Rs. 2,40,00,000/- .

**Recognition or awards:**

He has been awarded First Generation Entrepreneur Award for Textile Mills by the Cotton Association of India on 09.04.2018.

**Job Profile and his suitability**

Subject to the supervision and control of the Board of Directors Mr. Munish Avasthi is in overall in-charge of operational affairs of the Company. The Company has made tremendous growth under his leadership. He is also looking after the finance, sales and purchase. He is a dynamic new generation industrialist. As a Managing Director he has played a key role in making the Company one of the most efficient yarn manufacturers in the country.

**Remuneration Proposed**

Basic Salary of Rs. 10,00,000/- (Rupees Ten Lakh) Per Month with a yearly provision of additional salary/commission/perquisite of Rs. 2,40,00,000/- (Rupees Two Crore Forty Lakh Only) payable in one or more tranches as the Board may decide from time to time, however subject to a ceiling of overall remuneration of Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) per year.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).**

Taking into consideration the size of the Company, the profile of Mr. Munish Avasthi, Managing Director of the Company, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Except for receiving remuneration from the company as Managing Director, Mr. Munish Avasthi had no other pecuniary relationship with the company. Mr. Raj Kumar Avasthi, Managing Director is his relative.

**C. Mr. Naresh Kumar Jain, Whole Time Director****Background Details**

Mr. Naresh Kumar Jain is a graduate and has enormous experience and exposure in managing textile and garment business. He is associated with the Sportking Group since inception and has made major contribution in the success of the group

**Past Remuneration**

The company has approved remuneration to Mr. Naresh Kumar Jain, Whole Time Director on a salary in the scale of Basic Salary of Rs. 1,15,000/- per month along with perquisite (in addition to Basic Salary).

**Recognition or awards:**

Nil

**Job Profile and his suitability**

Mr. Naresh Kumar Jain is looking after the day to day affairs of the Company. He is also looking after the Commercial and Secretarial work of the Company..

**Remuneration Proposed**

Salary - Salary will be in the scale of Rs 1,15,000/- per month along with perquisite (in addition to Basic Salary).

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).**

Taking into consideration the size of the Company, the profile of Mr. Naresh Kumar Jain, Whole Time Director of the Company, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Except for receiving remuneration from the company as Whole Time Director, Mr. Naresh Kumar Jain had no other pecuniary relationship with the company.

**III. OTHER INFORMATION:****Reasons of loss or inadequate profits**

The company had adequate net profits during the last many financial years. The recent outbreak of COVID-19 pandemic globally including India is resulting in an economic slowdown all over. The Indian economy has been impacted by this pandemic with contraction in industrial and services industries which may affect the profitability of the company in future. So an enabling provision is made for payment of minimum remuneration in case of loss or inadequate profits.

**Steps taken or proposed to be taken for improvement**

Optimal utilization of the resources available with the Company, by using technologically advanced machines to achieve optimum production mix. The Company is planning to expand its presence in those domains where small and mid-size companies are operating but cannot provide superior quality products and thus it will help the Company to increase its order book size and in turn help the Company to achieve optimum utilization of its installed capacity as well as optimum product mix. Concentrating on the Export Market, the Company is actively touching base with new clients in international market, whereby the untapped territories can be explored leading to increase in overall performance of the Company.

**Expected increase in productivity and profits in measurable terms**

With the above mentioned steps taken by the Company, the Company will be able to improve its sales and profit.

**IV. DISCLOSURES****Remuneration Package**

As described in the resolution stated above



**Item No. 10**

The Company had issued 24,39,000, 5% Non Cumulative Redeemable Preference Shares of Rs.10/- at a premium of Rs. 25/- per shares amounting to Rs.8.44 crores on 31<sup>st</sup> March, 2001 to promoters which is redeemable within a period of 20 years. So the said preference shares are due for redemption by 31<sup>st</sup> March, 2021. In terms of Section 55 of the Companies Act, 2013, no preference shares shall be redeemed except out of the profits of the Company which would otherwise be available for distribution of dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption. The redemption of existing Redeemable Preference Shares out of fresh issue of Redeemable Preference Shares would enable the Company to augment financial resources and simultaneously maintain its financial ratio(s) at reasonable levels in terms of requirements of Financing Banks and also without any change in the existing capital structure.

The Board of Directors at its meeting held on 09<sup>th</sup> November, 2020 had approved the offer and issuance of 24,40,000 (Twenty Four Lakh Forty Thousand) 5% Non Cumulative Non Convertible Redeemable Preference Shares of Nominal Value of Rs. 10/- (Rupees Ten) each, at an issue price of Rs. 100/- (Rupees Hundred) per share including premium of Rs. 90/- (Rupees Ninety) per share for an aggregate value of Rs. 24,40,00,000/- (Rupees Twenty Four Crore Forty Lakh only) to Promoters' /Promoters' Group / other person(s) in one or more tranche(s) on private Placement basis as mentioned in the resolution.

As per Section 42 and Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules'), a Company shall not make a Private Placement of Securities unless the proposed offer of securities or invitation to subscribe to securities have been previously approved by the Members of the Company by a Special Resolution.

Accordingly, approval of the Members is being sought by way of Special Resolution under Section 42, 55 and such other provisions, if any, of the Companies Act, 2013 read with Rules made thereunder to create, offer, issue and allot 24,40,000 (Twenty Four Lakh Forty Thousand) 5%, Non-convertible Non-cumulative, Redeemable, Preference Shares (NCRPS) of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 100/- (Rupees Hundred only) per share including premium of Rs. 90/- (Rupees Ninety Only) per share for an aggregate value of Rs. 24,40,00,000/- (Rupees Twenty Four Crore Forty Lakh only) on a Private Placement basis to Promoters/Promoter Group/ other person(s) on the terms and conditions as set hereunder:

Number of Preference Shares	24,40,000
Nominal Value	Rs. 10/ per share
Size of Issue	Rs. 24,40,00,000 /- (Rupees Twenty Four Crore Forty Lakh only)
Nature of Preference Shares	5% Non-cumulative Non-convertible Non-participating, Redeemable Preference Shares
Object of the Issue	Redemption of existing Preference Shares out of fresh issue of Preference Shares. This would enable the company to augment financial resources and simultaneously maintain its financial ratio(s) at reasonable levels in terms of requirements of Financing Banks and also without any change in the existing capital structure.
Manner of Issue of Shares	Offer on private placement basis to the Promoters/ Promoters Group/ other person(s) in one or more tranches as may be decided by the Board of Directors.
Price at which such shares are proposed to be issued	Issue price of Rs. 100/- (Rupees Hundred only) per share including premium of Rs. 90/- (Rupees Ninety Only) per share
Basis on which the price has been arrived at	Valuation Report of CA Rochak Batta (Registered Valuer)
Terms of the Issue, including terms and rate of dividend on each shares etc.	The Shares shall carry a right to a preferential dividend of 5% per annum in relation to the capital paid-up on them. The holders of the said shares shall have a right to attend General Meetings and vote on the resolutions directly affecting their interest and where the dividend in respect thereof are in arrears for the two financial years immediately preceding the meeting or for any three years during the period of six years ending with the financial year preceding the meeting, on all resolution at every meeting of the company. In a winding up, the holders of the said shares shall be entitled to a preferential right of return of the amount paid-up on the shares, but shall not have any further right or claim over the surplus assets of the company. The said

	preference shares will rank on pari-passu basis with the existing Preference Shareholders.
Terms of Redemption	Out of profits available for distribution as dividend and /or by issue of fresh shares, in one or more tranches at the option of the Company only in accordance with the relevant provisions of the Companies Act, 2013
Tenure of Redemption, redemption of shares at premium	To be redeemed within the maximum permissible time period under the provisions of Section 55 of the Companies Act, 2013, which period is presently 20 years from the date of issue of NCRPS, or such other extended period which may be provided by any subsequent modification or amendment to the Companies Act, 2013 or on an earlier date only at the discretion of the Company and the redemption price will be decided by the Board of Directors at the time of redemption.
Terms of Conversion, if the preference shares are convertible	Not Applicable as the same is Non-Convertible
Manner and Mode of Redemption	As stated above
Expected dilution in equity share capital upon conversion of preference shares	Nil, since the preference shares are non-convertible.

**Company Shareholding Pattern as on March 31, 2020 is as follows:**

Category	No. of Equity Shares Held	Percentage (%)	No. of Preference Shares Held	Percentage (%)
<b>Promoters and Promoters Group</b>				
Individuals/HUF	729400	20.48	5529000*	55.20
Bodies Corporate	1734050	48.70	4487200*	44.80
Others	-	-	-	-
Sub Total (A)	2463450	69.18	10016200	100.00
<b>Public and Others</b>				
Institutions	-	-	-	-
Non-Institutions	1097550	30.82	-	-
Sub Total (B)	1097550	30.82	-	-
<b>GRAND TOTAL</b>	<b>3561000</b>	<b>100.00</b>	<b>10016200</b>	<b>100.00</b>

\*2439000 issued in the year 2000-01 are due for redemption in F.Y. 2020-21 which will be redeemed out of fresh issue of Redeemable Shares as proposed.

As the securities proposed to be issued by this resolution are "Non-Convertible Redeemable Preference Shares", the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), are not applicable.

Except the Promoter Directors and their relatives and / or other promoter entities (to the extent of their directorship / shareholding interest in the Company), no other Director or KMP is concerned or interested, financially or otherwise, in passing of this resolution.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

**By Order of the Board  
For Sportking India Limited**

**(Raj Kumar Avasthi)  
Chairman  
DIN: 01041890**

**Place: Ludhiana  
Date : 09.11.2020**

**Regd. Office:  
5/69, Guru Mansion, 1st Floor,  
Padam Singh Road, Karol Bagh,  
New Delhi - 110005**

## ANNEXURE 2 TO THE NOTICE

## Details of Directors seeking appointment/ re-appointment at the Annual General Meeting (Pursuant to Regulation 36 (3) of the Listing Regulations)

Name of the Director	Mr. Munish Avasthi	Mrs Harpreet Kaur Kang	Mr. Prashant Kochhar
DIN	00442425	03049487	07298730
Age	47 Years	47 Years	46 Years
Date of Appointment	16.11.1992	17.10.2020	30.09.2015
Qualification	Graduate	Graduate in Advance Business Program in International Business and International Marketing from Harvard University, USA and Masters in Journalism from College of Humanities, Punjab Agricultural University, Ludhiana	Chartered Accountant
Nature of his expertise in specific functional areas	An Industrialist, having rich experience in Spinning/Textile Business.	Expertise in subjects: International Business, Consumer Behavior and Business Communication	Having Rich Experience in the Field of Finance and Accountancy.
Names of the listed entities in which the person also holds the Directorship	NA	Vardhman Textiles Limited	NA
The membership of the committees of the board of Listed Entities	Nil	Nil	Nil
Disclosure of Relationship between Directors	Son of Mr. Raj Kumar Avasthi(Managing Director)	NA	NA
Shareholding of Non-Executive Director	NA	NA	NA

**SPORTKING INDIA LIMITED**  
**CIN :L17122DL1989PLC035050**  
**Registered Office: 5/69, Guru Mansion (First Floor) Padam Singh Road,**  
**Karol Bagh, New Delhi-110005, E-mail: cs@sporking.co.in, Website: www.sporking.co.in**  
**ATTENDANCE SLIP**

Ref. Folio/DP/ & Client No. \_\_\_\_\_

No. of shares held \_\_\_\_\_

Member's/Proxy's Name in Block Letter \_\_\_\_\_

I/We certify that I am a registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the company held on Saturday, 26th day of December, 2020 at 2.00 P.M. at its Registered Office at 5/69, Guru Mansion (First Floor) Padam Singh Road, Karol Bagh, New Delhi-110005.

Name of the Shareholder/Proxy  
(In Block Letter)

Signature of the Shareholder/Proxy

**Note:** 1) Please fill the attendance slip and hand it over at the entrance of meeting venue. Joint shareholders may obtain additional attendance slip on request.

2) Please read instructions given at Note No. 12 of the Notice of 31<sup>st</sup> Annual General Meeting, carefully before voting electronically.

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**Form No. MGT-11**  
**SPORTKING INDIA LIMITED**  
**CIN: L17122DL1989PLC035050**  
**Registered Office: 5/69, Guru Mansion (First Floor) Padam Singh Road,**  
**Karol Bagh, New Delhi-110005, E-mail: cs@sporking.co.in, Website: www.sporking.co.in**  
**PROXY FORM**

**(Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014**

Name of the member (s) : \_\_\_\_\_

Registered Address: \_\_\_\_\_

Folio No./DP & Client Id: \_\_\_\_\_

I/We, being the member (s) holding \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name & Address \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her

2. Name & Address \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her

3. Name & Address \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her as

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the company, to be held Saturday, 26th day of December, 2020 at 2.00 P.M. at its Registered Office at 5/69, Guru Mansion (First Floor) Padam Singh Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of the following resolutions as are indicated below:-

S. No	Resolution
	<b>ORDINARY BUSINESS</b>
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of Directors and Auditors thereon
2.	To appoint a Director in place of Mr. Munish Avasthi (DIN: 00442425), who retires by rotation and being eligible, offers himself for re- appointment.
	<b>SPECIAL BUSINESS</b>
3.	Ratification of the remuneration of the Cost Auditors for Financial Year 2020-21.
4.	Regularization of the appointment of Mrs. Harpreet Kaur Kang (DIN: 03049487) as an Independent Director of the Company for a first term of consecutive five years.
5.	Re-appointment of Mr. Prashant Kochhar (DIN: 07298730) as an Independent Director of the company for a second term of consecutive five years.
6.	Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Punjab
7.	Payment of Remuneration to Mr. Raj Kumar Avasthi (DIN: 01041890), Managing Director of the company.
8.	Payment of Remuneration to Mr. Munish Avasthi (DIN: 00442425), Managing Director of the Company.
9.	Payment of Remuneration to Mr. Naresh Kumar Jain (DIN: 00254045), Whole Time Director of the Company.
10	Create, offer, issue and allot 5% Non-Cumulative Non-Convertible Redeemable Preference Shares on Private Placement Basis.

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Incomplete Proxy form will not be accepted.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2020

**Signature of the proxy holder**

**Signature of shareholder**

Affix Revenue Stamp of Rs. 1/-
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**VENUE OF AGM**  
**SPORTKING INDIA LIMITED**  
 Regd. office: 5/69, Guru Mansion (First Floor) Padam Singh Road,  
 Karol Bagh, New Delhi-110005

