

NOTICE

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting of the members of Sportking India Limited** will be held on Saturday, the **9th day of September, 2017 at 2.00 P.M.** 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, 2017, including the Audited Balance Sheet as at 31st March, 2017 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 Sh. Munish Avasthi (DIN 00442425), who retires by rotation and being eligible, offers himself for re- appointment.
3. **To appoint Statutory Auditors of the Company and fix their remuneration**

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 Sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), M/s S. C. Vasudeva & Company, Chartered Accountants (Firm Registration Number 000235N) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

4. **Ratification of the remuneration of the Cost Auditors for Financial Year 2017-18**

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and 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 (Firm Registration Number 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 2018, be paid remuneration of Rs. 75000/- plus applicable taxes."

5. **Re-appointment and Payment of Remuneration to Sh. Raj Kumar Avasthi (DIN 01041890), as 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 the recommendations of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s)

or re-enactment(s) thereof) read with Schedule - V of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Sh. Raj Kumar Avasthi, as Managing Director of the Company for a further period of five years with effect from October 1, 2017 to September 30, 2022, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration") to him, as set out below:

Gross Salary - Salary in the scale of Rs. 1000000-100000-1400000 per month.

Perquisites - The following perquisites shall be allowed which will be included in gross salary 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 Reimbursement- Expenses incurred by the appointee (including Medclaim 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 Part II of the Schedule V and other applicable provisions of the Companies Act, 2013 during the period from 1st October 2017 to 30th September, 2020 and during the remaining term of Managing Director, the payment of minimum remuneration, if required, will again be reviewed/considered by the board of directors/members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

6. Re-appointment and Payment of Remuneration to Sh. Munish Avasthi (DIN 00442425), as 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 the recommendations of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule - V of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Sh. Munish Avasthi, as Managing Director of the Company for a further period of five years with effect from October 1, 2017 to September 30, 2022, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration") to him, as set out below:

Gross Salary - Salary in the scale of Rs. 1000000-100000-1400000 per month.

Perquisites - The following perquisites shall be allowed which will be included in gross salary 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 Reimbursement- Expenses incurred by the 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 Part II of the Schedule V and other applicable provisions of the Companies Act, 2013 during the period from 1st October 2017 to 30th September, 2020 and during the remaining term of Managing Director, the payment of minimum remuneration, if required, will again be reviewed/considered by the board of directors/members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

7. Re-appointment and Payment of Remuneration to Sh. Naresh Kumar Jain (DIN 00254045), as 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 the recommendations of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule - V of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Sh. Naresh Kumar Jain, as Whole Time Director of the Company for a further period of five years with effect from October 1, 2017 to September 30, 2022, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration") to him as set out below:

Gross Salary - Salary will be in the scale of Rs. 115000-10000-155000/- per month.

Perquisites - The following perquisites shall be allowed which will be included in gross 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 Reimbursement- Expenses incurred by the appointee (including Medclaim 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 Part II of the Schedule V and other applicable provisions of the Companies Act, 2013 during the period from 1st October 2017 to 30th September, 2020 and during the remaining term of Whole Time Director, the payment of minimum remuneration, if required, will be again be reviewed/ considered by the board of directors/members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By Order of the Board

(Raj Kumar Avasthi)
Chairman
DIN: 01041890

Place: Ludhiana
Date : 14.08.2017

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.) 4 to 7 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.
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. 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.
4. 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.
5. 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.
6. Members are requested to notify change in address, if any, to the company at its registered office quoting their folio number.
7. 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.

8. The company's Registrar and Share Transfer Agents is M/s. Beetal Financial & Computer Services (P) Ltd., 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.
9. 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 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 Wednesday, September 6, 2017 at 09:00 a.m. [IST] and ends on Friday, September 8, 2017 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, Saturday, September 02, 2017 may cast their vote electronically. The evoting 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*	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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)	<p>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.</p> <ul style="list-style-type: none"> • 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).

- 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 SPORTKING INDIA LIMITED 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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 logon 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.
- xxii. The Company has appointed **Mr. Sunny Kakkar, Practicing Company Secretary (M. No. ACS 34170 & C.P. No. 12712)** as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxiii. 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"/ "Poling Paper" for all those member who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

ANNEXURE TO THE NOTICE**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 4**

The Board of Directors of the Company, on the recommendations of the Audit Committee, approved the appointment of M/s. R.R. & Co, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 at a fixed remuneration of Rs. 75000/- plus applicable taxes.

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. 4 of the Notice for approval by the shareholders.

Item No. 5

Sh. Raj Kumar Avasthi - is a founder of the Sportking Group and possesses vast experience and expertise in managing textile businesses including apparel/garment business from the last 43 years. He is working as Managing Director of the company since 1995. He was re-appointed as Managing Director by the members in the annual general meeting held on September 30, 2012 to hold office upto September 30, 2017 at a remuneration in the scale of Rs. 200000-300000-320000 + perquisites. The remuneration was increased to Rs. 500000-750000-650000 + perquisites w.e.f. April 1, 2013 for a period of three years i.e. upto March 31, 2016 in the annual general meeting held on September 30, 2013.

Further the company in its general meeting held on September 11, 2014 had also approved the payment of commission to him @ 5% of the net profits of the company w.e.f April 01, 2014 in addition to the increased remuneration approved earlier but not exceeding Rs. 10 Lacs per month which was valid upto March 31, 2016 and in annual general meeting of the company held on September 30, 2016 the shareholders approved payment of minimum remuneration for the remaining tenure of April 01, 2016 to September 30, 2017. Now his tenure of appointment and payment of remuneration both completed on September 30, 2017.

Pursuant to the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 14, 2017 approving re-appointment and payment of remuneration of Sh. Raj Kumar Avasthi as per the resolution stated above. This is subject to the approval of the shareholders at this Annual General Meeting. Hence the said resolution is placed before the members for their approval.

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.

Sh. Raj Kumar Avasthi and Sh. Munish Avasthi and their relatives are deemed to be interested in the resolutions, to the extent of their 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 these resolutions.

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

Item No. 6

Sh. Munish Avasthi - is a founder of the Sportking Group and possesses vast experience and expertise in managing textile businesses from the last 24 years. He is working as Joint Managing Director since 1999 and later on as Managing Director. He was re-appointed as Managing Director by the members in the annual general meeting held on September 30, 2012 to hold office upto September 30, 2017 at a remuneration in the scale of Rs. 200000-300000-320000 + perquisites. The remuneration was increased to Rs. 500000-750000-650000 + perquisites w.e.f. April 1, 2013 for a period of three years i.e. upto March 31, 2016 in the annual general meeting held on September 30, 2013.

Further the company in its general meeting held on September 11, 2014 had also approved the payment of commission to him @ 5% of the net profits of the company w.e.f April 01, 2014 in addition to the increased remuneration approved earlier but not exceeding Rs. 10 Lacs per month which was valid upto March 31, 2016 and in annual general meeting of the company held on September 30, 2016 the shareholders approved payment of minimum remuneration to him for the remaining tenure of April 01, 2016 to September 30, 2017. Now his tenure of appointment and payment of remuneration both completed on September 30, 2017.

Pursuant to the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 14, 2017 approving re-appointment and remuneration of Sh. Munish Avasthi as per the resolution stated above. This is subject to the approval of the shareholders at this Annual General Meeting. Hence the said resolution is placed before the members for their approval.

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.

Sh. Raj Kumar Avasthi and Sh. Munish Avasthi and their relatives are deemed to be interested in the resolutions, to the extent of their 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 these resolutions.

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

Item No. 7

Sh. 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. He was appointed as an additional director on 30.07.2009 and later on appointed as Whole time Director on 30th September, 2009 upto 30th September, 2012 then re-appointed on 29th September 2012 w.e.f 01.10.2012 to 30.09.2017 at a salary in the scale of Rs. 65000-100000-105000 per month.

Pursuant to the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 14, 2017 approving re-appointment and remuneration of Sh. Naresh Kumar Jain as per the resolution stated above. This is subject to the approval of the shareholders at this Annual General Meeting. Hence the said resolution is placed before the members for their approval.

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.

Sh. Naresh Kumar Jain and their relatives are deemed to be interested in the resolutions, to the extent of their 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 these resolutions.

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

By Order of the Board

Place: Ludhiana
Date : 14.08.2017

(Raj Kumar Avasthi)
Chairman
DIN: 01041890

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

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

Particulars	1	2	3
Name of the Director	Sh. Raj Kumar Avasthi	Sh. Munish Avasthi	Sh. Naresh Kumar Jain
Age	71 Years	43 Years	62 Years
Date of Appointment	15.02.1989	16.11.1992	30.07.2009
Qualification	Intermediate	Graduate	Graduate
Nature of his expertise in specific functional areas	An Industrialist, having rich experience in designing and manufacturing of Apparel/Textile Business.	An industrialist, having vast experience in Spinning/Textile Industries	Vast Experience in Managing Successful textile and garments industrial enterprises.
Disclosure of Relationship between Directors	Father of Sh. Munish Avasthi, Managing Director of the Company	Son of Sh. Raj Kumar Avasthi, Managing Director of the Company	NA
Names of the listed entities in which the person also holds the directorship and the membership of the committees of the board	Nil	Nil	Nil
Shareholding of Non-Executive Director	NA	NA	NA