

NOTICE

NOTICE is hereby given that the **Twenty Ninth Annual General Meeting of the members of Sportking India Limited** will be held on **Saturday, the 29th day of September 2018 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, 2018, including the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Sh. Naresh Kumar Jain (DIN 00254045), 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 2018-19**

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, 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 2019, be paid remuneration of Rs. 75000/- plus applicable taxes."

4. Increase of the Remuneration of Sh. 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 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the company be and is hereby accorded for payment of salary and perquisites (hereinafter referred to as "remuneration") of Sh. Raj Kumar Avasthi, Managing Director of the Company w.e.f 01.04.2018 till the earlier approved period upto. 30th September, 2020 on the terms and conditions as set out below:

Gross Salary - Rs. 20,00,000/- (Rupees Twenty Lakhs Only) 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 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 Part II of the Schedule V and other applicable provisions of the Companies Act, 2013 during the period from 1st April 2018 to 30th September, 2020 and during the remaining term of Managing Director, the minimum remuneration, if required, will be again reviewed/considered by the board of directors/shareholders

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 including any statutory modification or re-enactment thereof and is authorized to do all such acts, deeds matters and things as may be necessary or expedient for giving effect to said resolution.

5. Increase of the Remuneration of Sh. 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 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the company be and is hereby accorded for payment of salary and perquisites (hereinafter referred to as "remuneration) of Sh. Munish Avasthi, Managing Director of the Company w.e.f 01.04.2018 till the earlier approved period upto 30th September, 2020 on the terms and conditions as set out below:

Gross Salary - Rs. 20,00,000/- (Rupees Twenty Lakhs Only) 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 Expenses/Reimbursement- Expenses incurred by the company/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 April 2018 to 30th September, 2020 and during the remaining term of Managing Director, the minimum remuneration, if required, will be again reviewed/considered by the board of directors/shareholders

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 including any statutory modification or re-enactment thereof and is authorized to do all such acts, deeds matters and things as may be necessary or expedient for giving effect to said resolution.."

6. Remuneration to Sh. 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 in modification of special resolution adopted at the 28th Annual General Meeting of the company held on 09th September, 2017 and pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), and subject to statutory approval(s), if any, the consent of the Company be and is hereby accorded that Sh. Naresh Kumar Jain, Whole Time Director of the Company will be paid the following perquisites from 1st October 2017 to 30th September 2020 in addition to 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 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 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 reviewed/ considered by the board of directors/shareholders.

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 including any statutory modification or re-enactment thereof and is authorized to do all such acts, deeds matters and things as may be necessary or expedient for giving effect to said resolution.

7. Create, offer, issue and allot Non-Cummulative 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 ("Act") read with the Rules framed there under, as may be amended from time to time and 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 invite to subscribe, issue and allot, 15,00,000 (Fifteen Lacs only) Non Cumulative Non Convertible Redeemable Preference Shares of Nominal Value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 100/- (Rupees One Hundred only) per share including premium of Rs. 90/- (Rupees Ninety Only) per share for an aggregate value of Rs. 15,00,00,000 - (Rupees Fifteen Crores only) 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 Non-cumulative, Non convertible, Redeemable Preference Shares ("NCRPS") on a private placement basis, to Promoters' /Promoters' Group or such others person or persons 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 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 alternation (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 : 31.08.2018**

**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 7 set out above and the details under Regulation 36 (3)of SEBI(LODR) Regulations, 2015 in respect of Directors proposed to be 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. 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., 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
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 (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.
10. **Further members are requested to get their physical equity shares in dematerialized form as SEBI has notified on 08.06.2018 that no physical transfer of shares (except transmission of shares) will be permitted after the expiry of 180 days from the notified date.**
11. **The instructions for shareholders voting electronically are as under:**
 - i. *The voting period begins on Wednesday September 26th 2018 at 09:00 a.m. [IST] and ends on Friday 28th September 2018 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 of Saturday 22nd September 2018 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*