

SPORTKING INDIA LIMITED (SIL)

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

PREAMBLE

Securities and Exchange Board of India (“SEBI”) vide its Notification dated January 15, 2015, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015 and further amended the same vide its notification dated December 31, 2018, the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. It also mandatory by the listed company to form a code of conduct for such purpose.

Sportking India Limited (SIL) (the “Company”) has formulated this Code as a part of Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting by insider of the Company.

DEFINITIONS

- “Act” means the Securities and Exchange Board of India Act, 1992.
- “Board” means the Board of Directors of the Company.
- “The Code” means this Code of Conduct formulated for Regulating, Monitoring and Reporting by Insiders under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- “Company” means Sportking India Limited
- "Compliance Officer" means the Company Secretary or such other senior officer designated so, reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal & regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- “Connected Person” as defined under SEBI (Prohibition of Insider Trading) Regulations, 2015
- “Designated Persons” means:
 - a) Promoters/Promoter Group of the Company
 - b) All Directors;
 - c) Key Managerial Personnel (KMP’s) as per Companies Act, 2013
 - d) Other persons as designated by the Board of Directors in consultation with Compliance Officer of the Company, from time to time; and
 - e) Immediate relatives of persons covered under clause (a) to (d) above.
“Immediate relative” means spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- “Generally available Information” means Information that is accessible to public on non-discriminatory basis.
- "insider" means any person who is:
 - a) a connected person; or

- b) in possession of or having access to unpublished price sensitive information;
- Key Managerial Personnel (KMPs) means :
 - I. Whole-time director;
 - II. Chief Financial Officer and
 - III. Company Secretary
- "Legitimate Purpose" shall include sharing of unpublished price sensitive information in ordinary course of business by an Insider with Partners, Collaborators/ Lenders, Credit Rating Companies, Customers, Suppliers, Merchant Banker, Legal Advisors, Auditors, Insolvency Professionals or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- Stock Exchange" means BSE Ltd and any other stock exchange(s) on which securities of the Company are listed for the time being.
- "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- "Unpublished price sensitive information" means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to the following:
 1. financial results,
 2. dividends,
 3. change in capital structure,
 4. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions,
 5. changes in Key managerial personnel and
 6. materials events in accordance with the listing agreements
 7. other matters as may be prescribed by SEBI from time to time.

Communication or Procurement of Unpublished Price Sensitive Information

All Unpublished Price Sensitive information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

"Need to Know basis" means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information

To prevent the misuse of UPSI, the Company will maintain "Chinese Walls" and segregate the premises into inside areas and public areas. Inside areas refer to those areas and departments of the Company in which UPSI may ordinarily be available. Public areas refer to those areas where any UPSI would ordinarily not be available, and to which any outside person may be allowed access

Trading Window

The Company shall specify a trading period, to be called the "Trading Window", for trading in the Company's Securities by designated person. Any Designated Person shall not trade in any Securities of the Company during the period when Trading Window is closed. The closure of trading Window for the purposes for which a specific notice/intimation is required to be given to Stock Exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any Unpublished Price Sensitive Information is given to Stock Exchange. However, if the circumstances so warrants, the time for closing of trading window may be increased or decreased by the Compliance Officer. The Trading Window shall be opened not earlier than forty-eight hours after the Price sensitive information is communicated to the Stock Exchange and becomes generally available.

Reporting of Transactions

- **Initial Disclosure**

Every person, on being appointed as KMP or a director of the Company or upon becoming a promoter, shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

- **Continual Disclosure**

Every Designated Person shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten Lakhs.

For the purpose of continual disclosure as specified above, the disclosure of the incremental transactions after any disclosure under this sub-regulation shall be made when the transactions effected after the prior disclosure cross the threshold specified of Rs Ten lacs during a calendar quarter. Company shall notify these disclosures within two (2) trading days of receipt of such disclosure or becoming aware of such information to Stock Exchanges where the shares of the Company are listed

Periodical Reporting to Board/Audit Committee

The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year

Contravention

Any contravention of the code by Designated Persons shall attract strictest disciplinary action including but not restricted to recovery of profits made, wage freeze, suspension and/ or termination of employment.

Disclaimer

This policy is only internal code of conduct and one of the measures to avoid insider trading. Every insider is required to familiarize himself with the SEBI regulation as it will be the responsibility of each insider to ensure compliance of this code, SEBI regulation and other related statutes fully.