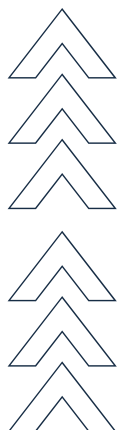




# ANNUAL REPORT

## 2024-25

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## **BOARD OF DIRECTORS**

<b>Mr. Munish Avasthi</b>	<b>Chairman and Managing Director</b>
<b>Mr. Naresh Kumar Jain (ceased on 07.06.2025)</b>	<b>Executive Director</b>
<b>Mrs. Anjali Avasthi</b>	<b>Non-Executive Non Independent Director</b>
<b>Dr. Sandeep Kapur</b>	<b>Independent Director</b>
<b>Mr. Prashant Kochhar</b>	<b>Independent Director</b>
<b>Mrs. Harpreet Kang</b>	<b>Independent Director</b>
<b>Mr. Puneet Singhania (Appointed on 02.08.2025)</b>	<b>Independent Director</b>
<b>Mr. Chetan Rupal (Appointed on 02.08.2025)</b>	<b>Executive Director</b>

### **CHIEF FINANCIAL OFFICER**

Mr. Sandeep Sachdeva

### **STATUTORY AUDITORS**

SCV & Co. LLP  
Chartered Accountants, Ludhiana

### **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Mr. Lovlesh Verma

### **SECRETARIAL AUDITOR**

Sunny Kakkar & Associates  
Company Secretaries, Ludhiana

### **BANKERS:**

#### **State Bank of India**

IFB Branch, Golden Tower,  
Dholewal Chowk, Ludhiana-141003

### **COST AUDITOR**

R.R & Co.  
Cost Accountants, Ludhiana

#### **Punjab National Bank**

Large Corporate Branch  
Industrial Area-A, Ludhiana - 141003

#### **Union Bank of India**

MCB Branch Premises No. 5, Dashmesh Complex,  
New Lajpat Nagar, Pakhowal Road, Ludhiana -141001

#### **Indian Bank**

LCB Branch, 165, Industrial Area,  
Cheema Chowk, Ludhiana - 141003

#### **Export Import Bank of India Ltd.**

C- 213, Second floor Elante Offices,  
Plot No. 178-178 A Industrial Area. Phase-1  
Chandigarh – 160002

#### **Central Bank of India**

Mid Corporate Branch,  
369, R.K.Road, Ind Area-A,  
Ludhiana - 141003

#### **Yes Bank Limited**

B-XX/2427-928, Gobind Nagar,  
Ludhiana-141001

### **REGISTERED / CORPORATE OFFICE**

Village Kanech, Near Sahnewal,  
G. T. Road, Ludhiana - 141120

### **ADMINISTRATIVE OFFICE**

178, Col. Gurdial Singh Road,  
Civil Lines, Ludhiana -141001

### **UNITS:**

Village Kanech, Near Sahnewal,  
G. T. Road, Ludhiana - 141120

Village Barmalipur, Near Doraha  
G. T. Road, Ludhiana -141416

Village Jeeda, Kotkapura Road,  
Distt. Bathinda - 151201

### **REGISTRAR & TRANSFER AGENT**

Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 3rd Floor, 99 Madangir,  
Near Dada Harsukhdas Mandir,  
New Delhi - 110062

# You will forever be a Source of Inspiration



**LATE SH. RAJ KUMAR AVASTHI JI**  
**Founder / Chairman of Sportking India Limited**  
**18th June 1946- 23 July 2022**

In the month of July 2022, Sh. Raj Kumar Avasthi, founding/chairman of the Company fondly called as “Bau Ji” passed away. He was instrumental in establishing Sportking Group of Industries as India's leading vertically integrated textile conglomerate, which was started by him with his father Sh. Jagdish Chandra Avasthi in 1977. In more than four decades of its existence, Sportking Group has relentlessly continued its journey on the path of fast paced growth under the benevolent vision of late. Sh. Raj Kumar Avasthi.

Sh. Raj Kumar Avasthi was on the Board of the Company since inception and the Company has immensely benefitted from his vision and leadership during his tenure. His passing away will be a great loss to the Company and all the Directors and Employees of the company/group companies convey deep sympathy, sorrow and condolences to his family. We are and will always be extremely grateful for his contribution to the company and society and hold the deepest gratitude for the same.

He has done a lot of important work in Punjab for the growth of textile/ readymade and yarn sector. He always focused on making the youth especially rural women folk self-reliant. For this, he had encouraged the youth in the retail sector and provided training to the youth by giving them better pay and stipend. Along with this, he was also involved in the state and national level textile committees. He also built a Sportking Fashion Institute to connect Ludhiana with lifestyle and fashion.

We endeavour to fulfil the legacy that he has left behind which is eternal in the roots of the company and its employees. His ever-graceful presence will always missed.

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## DETAIL OF 36TH ANNUAL GENERAL MEETING

**Date and Time of AGM:** 30th August 2025 at 10.30AM

### **Details of Remote E-Voting**

Record date / cut-off date: 23th August 2025

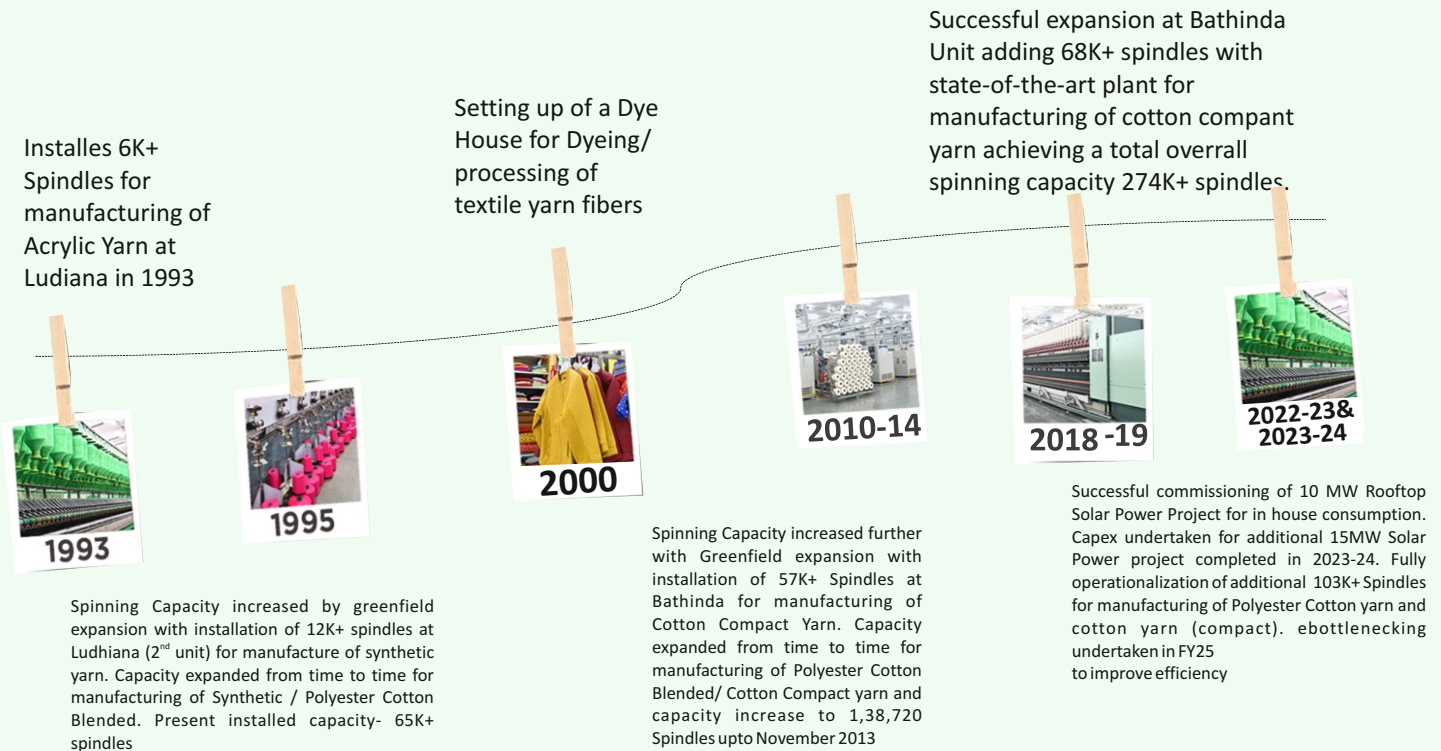
Start date and time: Wednesday, 27th August 2025 at 09.00AM

End date and time: Friday, 29th August 2025 at 5.00 PM



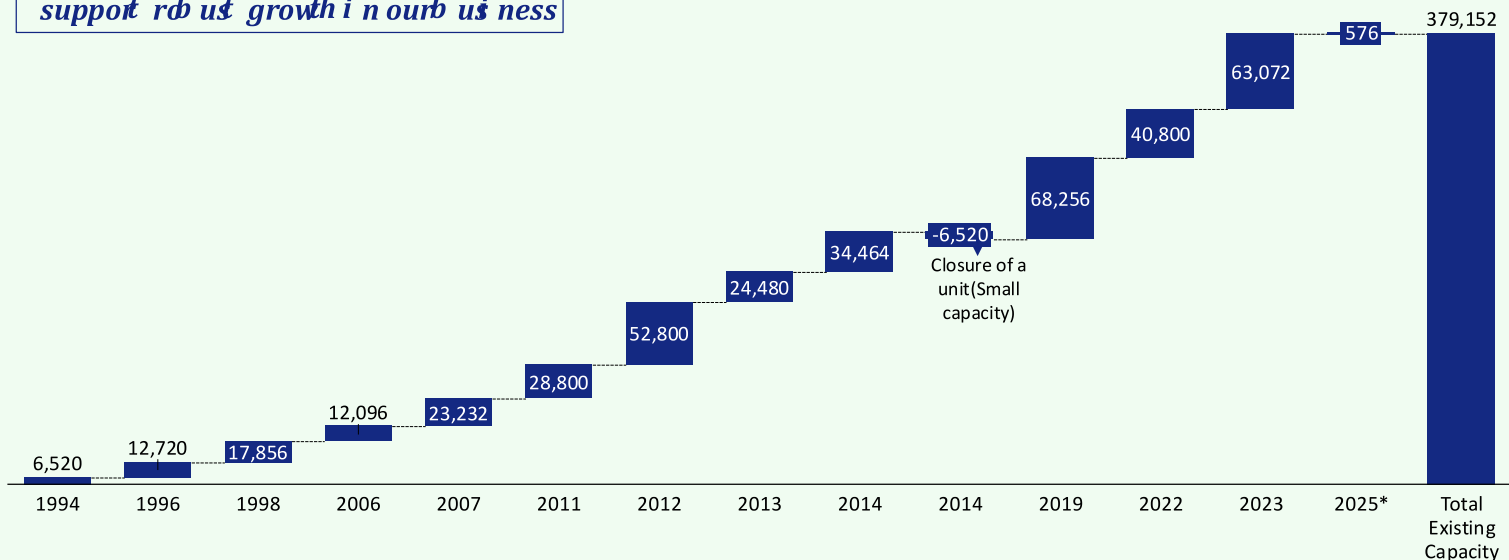
# Sportking

## JOURNEY SO FAR



## CAPACITY BUILTUP OVER THE YEARS

*Continuous capacity addition to support robust growth in our business*



\*Addition of spindles in FY25 on account of de-bottlenecking initiatives undertaken at Spinning Unit 1.

# PRODUCT RANGE



## 100% Cotton Yarns

100% cotton combed compact yarns in normal and sublime quality for knitting and weaving  
100% cotton combed compact slub  
100% cotton combed Eli twist



## Polyester/Cotton Blended Yarns

Polyester/cotton combed yarns  
Polyester/ cotton Melange yarns



## Fancy Yarns

Jaspe yarns, Jaspe slub yarns, injection slub yarns and snow yarns.



## Dyed Yarns

100 % cotton and PC blended dyed yarns



## Acrylic & Acrylic/Polyester Blended Yarns

100% Acrylic high bulk yarns  
100% Acrylic Non bulk yarns  
Acrylic/ polyester blended high bulk yarns

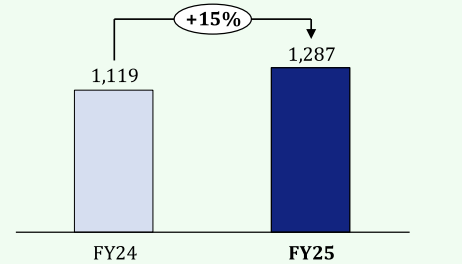


## FY 25 HIGHLIGHTS - Turnaround Financial Performance

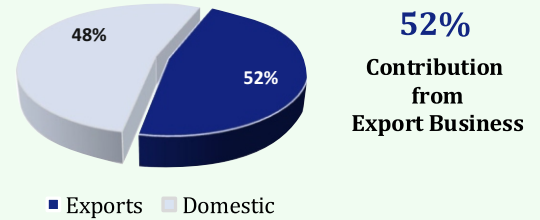
### Full Year Highlights FY25

Profit After Tax <sup>1</sup> <b>Rs. 109 crores</b>	<b>55%</b>
Revenue <sup>2</sup> <b>Rs. 2,524 crores</b>	Gross Profit <b>Rs. 609 crores</b>
	<b>Margin at 27%</b>
EBITDA <b>Rs. 263 crores</b>	EBIT <sup>3</sup> <b>Rs. 200 crores</b>
<b>Margin at 10%</b>	<b>Margin at 8%</b>

### Revenue from Export Business (Rs. in crores)



### FY25 Revenue Contribution



## MANUFACTURING FACILITIES & CAPACITIES



Capacity utilisation of all units more than 95%		
Units	Manufacturing	Installed Capacities
Unit I - Spinning Unit	Acrylic/Blended Acrylic Polyester Yarn/ Blended Polyester Cotton yarn	66,480 Spindles
Unit II - Dye House	Support to Unit No. I & III for their synthetic fibre/ yarn dyeing processing	15-20 MTPD
Unit III - Spinning Unit	Compact/contamination free cotton / Polyester cotton blended yarn	3,12,672 Spindles

- Technologically advanced machineries to support our manufacturing infrastructure
- Robust control practices in place to ensure consistent quality of our products
- Use of modern testing instruments such as:

HVI

AFIS

Uster Tensest

Uster Classimat

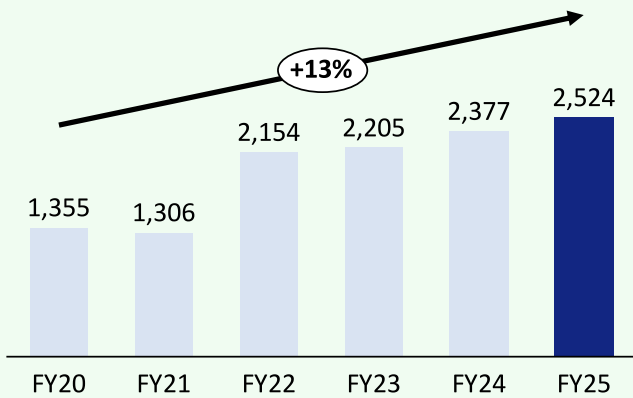
Uster Hairiness tester



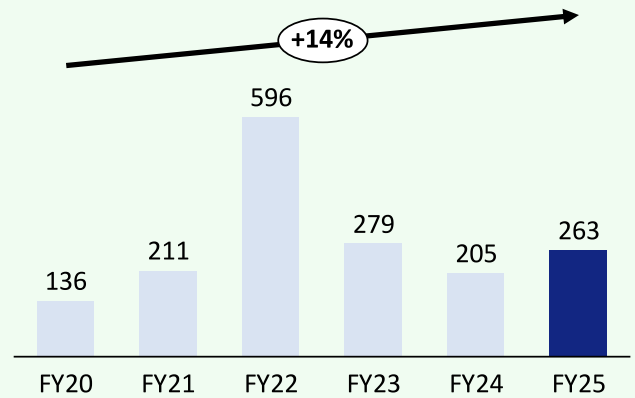
The brand names mentioned are the property of their respective owners and are used here for identification purpose only

## HISTORICAL FINANCIAL CHARTS

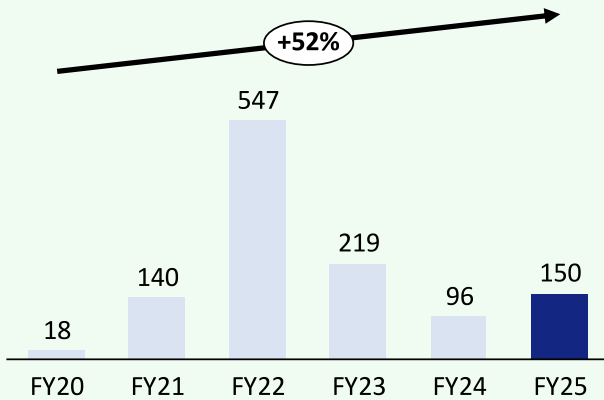
Revenue from Operations (₹ in Crs)



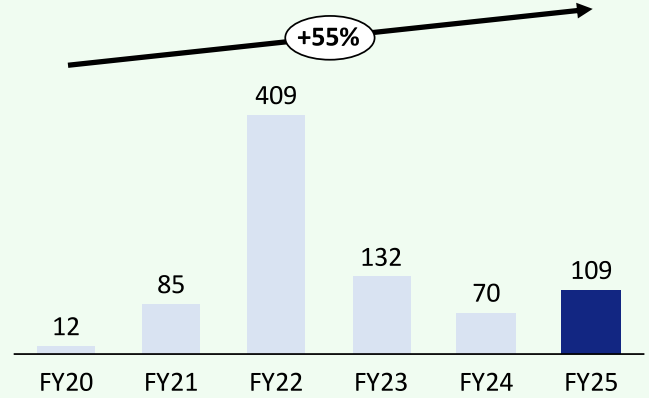
EBITDA (₹ in Crs)



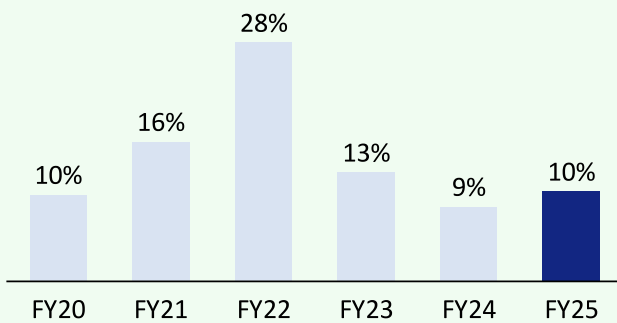
PBT (₹ in Crs)



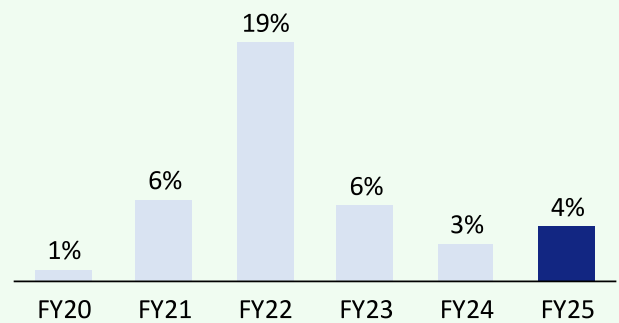
PAT (₹ in Crs)



EBITDA %

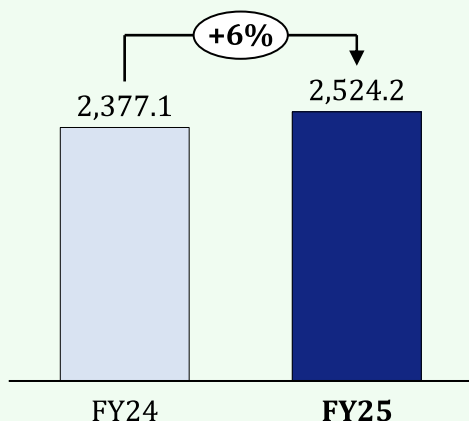


PAT %

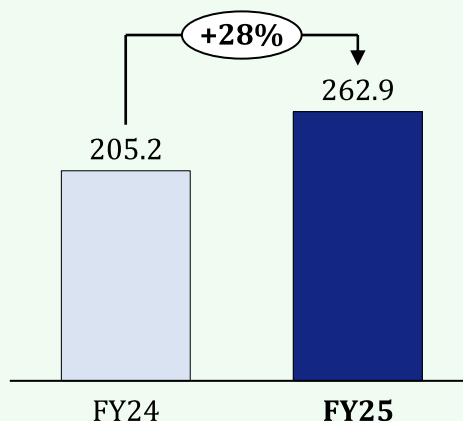


## FY 25 FINANCIAL PERFORMANCE - Expansion of Key Margins

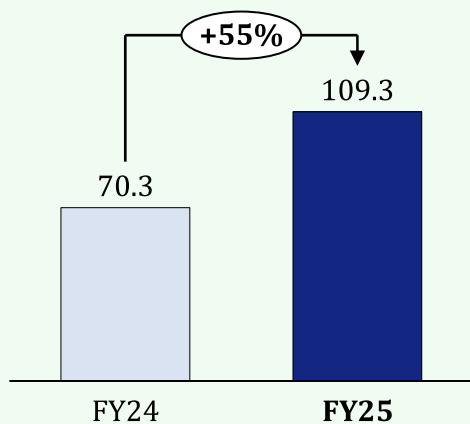
### Revenue from Operations (₹ in Crs)



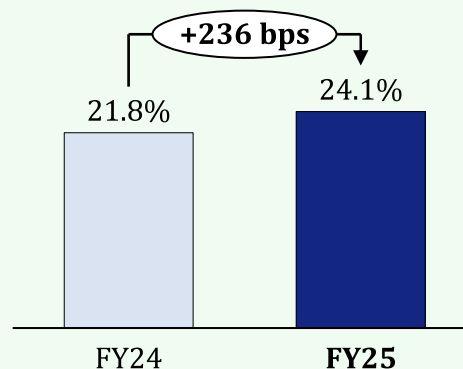
### EBIDTA (₹ in Crs)



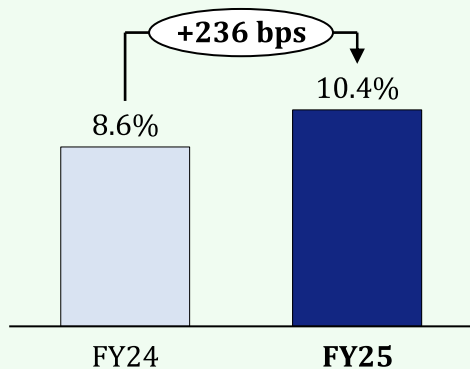
### PAT (₹ in Crs)



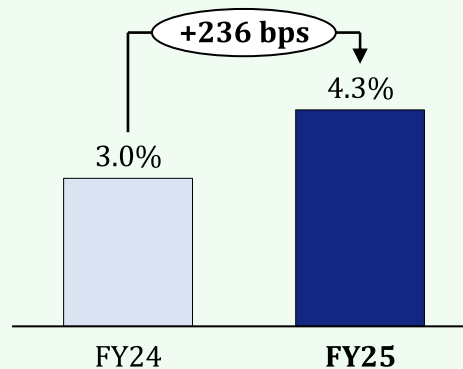
### Gross Profit %

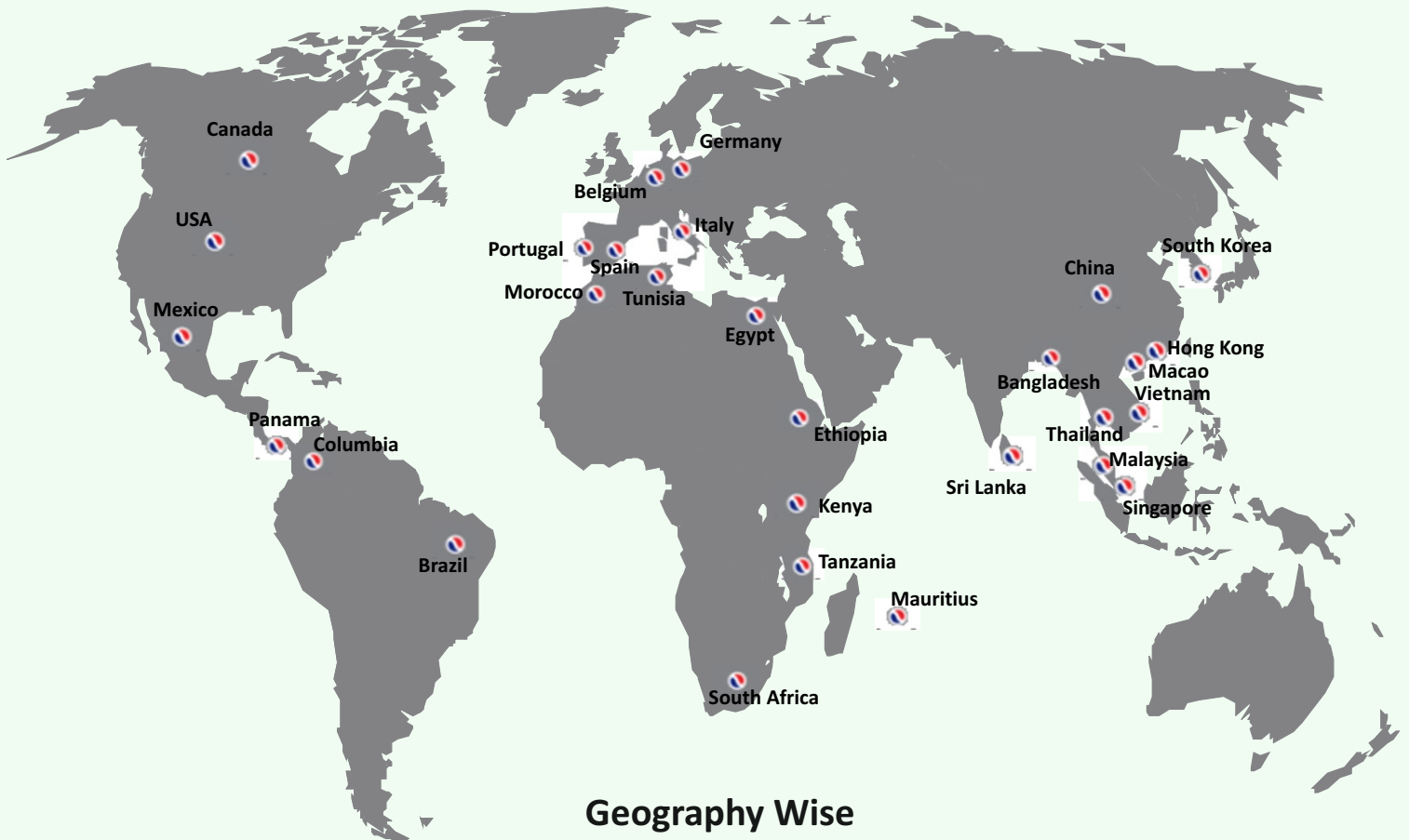


### EBITDA %

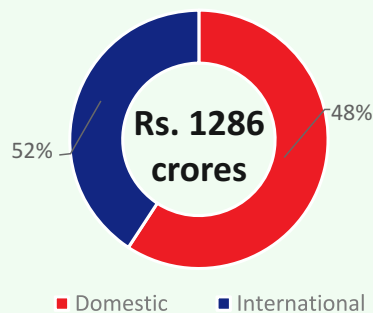


### PAT %





### Geography Wise Revenue Break-up FY25



Global footprint spanning 39 countries. As a recognition of our export contributions, MCI has upgraded us to a 'Four Star Export House' in FY24.

We are representing India on a world stage with average exports worth more than US \$ 125-175 million.



# Sportking

MARQUEE CUSTOMERS - Reliable partner for Global Brands

M&S  
EST. 1884

JACK &  
JONES

ZARA

H&M

OLY  
WEAR

Sainsbury's

VERO MODA®

INDITEX



## MARQUEE CUSTOMERS – Reliable Partner for Global Brands

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## CERTIFICATES & COMPLIANCE - Testament to Quality



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[illegible]

## **NOTICE**

**NOTICE** is hereby given that the **36<sup>th</sup> Annual General Meeting** of the members of Sportking India Limited will be held on **Saturday, the 30<sup>th</sup> day of August, 2025 at 10.30 AM** at Registered Office of the Company situated at **Village Kanech, Near Sahnewal, GT Road, Ludhiana- 141120 (Punjab)** to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Standalone Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 along with Annexures and the Reports of the Board of Directors and Auditors thereon as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted.”

2. To declare dividend on Equity Shares of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** a Dividend at the rate of Rs. 1.00/- (Rupees One only) per share on Equity Shares of Rs. 1/- each as recommended by the Board of Directors be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2025 and the same be paid out of the profits of the Company.”

3. To appoint a Director in place of Mr. Munish Avasthi (DIN: 00442425), Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Mr. Munish Avasthi (DIN: 00442425), Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the Company be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

### **SPECIAL BUSINESS**

4. **Ratification of Remuneration payable to Cost Auditors for the Financial Year 2025-26:**

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 all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of Remuneration of Rs. 1,60,000/- (Rupees One lakh and Sixty thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses) to M/s R.R & Co., Cost Accountants (Firm Registration No. 000323), appointed by the Board of Directors on the recommendation of the Audit Committee to conduct the Audit of the cost records of the Company for the Financial Year ended March 31, 2026, be and is hereby approved and ratified.”

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.

5. **Appointment of M/s Sunny Kakkar & Associates, a Practicing Company Secretary (sole proprietor firm) as Secretarial Auditor of the Company:**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s Sunny Kakkar & Associates, Practicing Company Secretaries, sole proprietorship firm (peer-

reviewed by the Institute of Company Secretaries of India) having ICSI Membership No - FCS NO – 10111 and CP NO-12712 for a term of 5 (five) consecutive years beginning from FY 2025-26 and up to FY 2029-30, at such fees, plus applicable taxes and reimbursement of out-of-pocket expenses, if any, at actuals, as detailed in the explanatory statement annexed to this Notice and as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**6. Approve the appointment of Mr. Puneet Singhania (DIN: 01551462) as an Independent Director of the Company for the first term for five consecutive years**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] Mr. Puneet Singhania (DIN:01551462) was appointed as an Additional Director (Independent Director) of the Company, with effect from 02<sup>nd</sup> August 2025, under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for appointment of Mr. Puneet Singhania (DIN:01551462) as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years with effect from 02<sup>nd</sup> August 2025.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**7. Approve the Re-appointment of Mrs. Harpreet Kang (DIN: 03049487) as an Independent Director for the Second term for five consecutive years**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Harpreet Kang (DIN:03049487), who holds office as an Independent Director upto 16th October 2025 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded for re-appointment of Mrs. Harpreet Kang (DIN:03049487) as an Independent Director of the Company for Second Term, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 17th October 2025 upto 16th October 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**8. Approve the Re-appointment of Mr. Munish Avasthi (DIN: 00442425) as Managing Director and Chief Executive Officer (CEO) of the Company**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17 and other applicable provisions of the 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) and such other approvals, permissions and sanctions, as may be required consent of the Members be and is hereby accorded to re-appointment of Mr. Munish Avasthi (DIN: 00442425) as Managing Director and Chief Executive Officer (CEO) of the Company liable to retire by rotation for a period of 3 years with effective from 01<sup>st</sup> October 2025 on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice.

**RESOLVED FURTHER THAT** based on the recommendation of Nomination and Remuneration Committee, and approval of the Board, the terms and conditions of appointment of Mr. Munish Avasthi (DIN: 00442425), including remuneration and annual incremental thereof, can be altered and varied, but such remuneration shall not exceed the limits specified in the Companies Act, 2013 and / or as specifically approved by the Members of the Company pursuant to Section 197 of the Act read with Schedule V.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of remuneration shall be governed by the limits prescribed under Section 197 of the Companies Act 2013 ("the Act") read with Part II of Schedule V to the Act as specifically approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

**9. Approve the appointment of Mr. Chetan Rupal (DIN: 00253536) as the Whole-time Director of the Company**

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 198 and other applicable provisions read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17 and other applicable provisions of the 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. Chetan Rupal (DIN: 00253536), who was appointed by the Board of Directors as an Additional Director (Non Independent Executive) of the company with effect from 02<sup>nd</sup> August 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as Director, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for appointment of Mr. Chetan Rupal (DIN: 00253536) as the Whole-time Director shall be of the Company liable to retire by rotation for a period of 3 years with effect from 02<sup>nd</sup> August 2025 on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice.

**RESOLVED FURTHER THAT** based on the recommendation of Nomination and Remuneration Committee, and approval of the Board, the terms and conditions of appointment of Mr. Chetan Rupal (DIN: 00253536) including remuneration and annual incremental thereof, can be altered and varied, but such remuneration shall not exceed the limits specified in the Companies Act, 2013 and / or as specifically approved by the Members of the Company pursuant to Section 197 of the Act read with Schedule V.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole-time Director the payment of remuneration shall be governed by the limits prescribed under Section 197 of the Companies Act 2013 ("the Act") read with Part II of Schedule V to the Act as specifically approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.

**10. Increase in the borrowing limits of the company under Section 180(1)(c) of Companies Act, 2013**

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

**"RESOLVED THAT** in supersession of the Special resolution adopted in Annual General Meeting of the Company held on

30<sup>th</sup> day of September 2022 and in accordance with Section 180 (1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company hereinafter referred to as "The Board" (which term shall be deemed to include any Committee thereof which the Board may constitute for this purpose), to borrow any sum(s) of money, from bank(s), financial institution(s), any other lending institution(s) or any other person(s) on such security and on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of Rs. 2500 Crs (Rupees Two Thousand Five Hundred Crore Only), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including any Committee approved by Board) be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

**11. Creation of the security for the loan/ credit facilities by mortgage/ creation of charge under Section 180(1)(a) of Companies Act, 2013**

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

**"RESOLVED THAT** in supersession of the Special resolution adopted in Annual General Meeting of the Company held on 30<sup>th</sup> day of September 2022 and in accordance with Section 180 (1)(a) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the company hereinafter referred to as "The Board" (which term shall be deemed to include any Committee thereof which the Board may constitute for this purpose), to mortgage, pledge, charges or hypothecation, in addition to the mortgage, pledge, create charges or hypothecation already created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company wherever situated, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of Bank (s)/ Financial Institutions/ Lender(s)/ other Investing Agencies for securing the borrowings availed/to be availed by the Company by way of loans, credit facilities, Stand by letter of Credit/ Letter of Credit, financial obligations or otherwise by the Company, in foreign currency or in Indian rupees, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including any Committee approved by Board) be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

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

**Place: Ludhiana  
Date: 02.08.2025**

**Regd. Office:  
Village Kanech, Near Sahnewal, GT Road,  
Ludhiana-141120 (Punjab)**

**(Munish Avasthi)  
Chairman & Managing Director  
DIN: 00442425**



**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Special Businesses as set out above is annexed hereto. Further, disclosures as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') with respect to details of Directors who are proposed to be appointed / re-appointed is set out in the Explanatory Statement.

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 Village Kanech, Near Sahnewal, G.T. Road, Ludhiana-141120 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. The Register of Members and Share Transfer Register will remain closed from 24<sup>th</sup> August 2025 to 30<sup>th</sup> August 2025 (both day inclusive) for the purpose of Annual General Meeting of the Company and payment of Dividend.
4. 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.
5. In the case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting, if not already voted through remote e-voting.
6. 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.
7. In terms of Section 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, the Notice of AGM, Annual Report along with Attendance Slip are being sent in electronic mode to members whose e-mail address is registered with the Company or the Depository Participant(s), unless the members have requested for hard copy of the report.
8. 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. The queries may be addressed to the Company Secretary email Id i.e. [cs@sportking.co.in](mailto:cs@sportking.co.in).
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. As per Regulation 40 of the Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Further, SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, for assistance in this regard.
11. Members may note that SEBI has vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate;

endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.sportking.co.in](http://www.sportking.co.in) and on the website of the Company's Registrar and Transfer Agents Cameo Corporate Services Limited at [www.beetalfinancial.com](http://www.beetalfinancial.com). It may be noted that any service request can be processed only after the folio is KYC compliant.

12. As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Beetal Financial & Computer Services (P) Ltd, in case the shares are held in physical form.
13. Non-Resident Indian members are requested to inform the Company's RTA immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of postal address/ name, Permanent Account Number ('PAN') details, email address, telephone/mobile numbers, etc. to their Depository Participant, only and not to the Company/ the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members. In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 03 November 2021 (subsequently amended by Circular Nos. SEBI/ H O/ M I R S D/ M I R S D\_RTAMB/P/ CIR/2021/687 dated 14 December 2021, SEBI/ HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17 November 2023) has mandated that with effect from 1 April 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE-IAD-1/P/ CIR/2023/2023/131 dated 31st July 2023 and SEBI/HO/ OIAE/OIAE-IAD-1/P/CIR/2023/135 dated 4th August 2023, read with Master Circular No. SEBI/HO/OIAE/ OIAE\_IAD-1/p/CIR/2023/145 dated 31st July 2023 (updated as on 11th August 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platforms, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr/login>)
19. The dividend as recommended by the Board, if declared at the meeting will be paid to the shareholders within the stipulated time whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of Shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on 23<sup>rd</sup> August 2025 and Whose names appear as Beneficial Owners in the list of Beneficial Owners on 23<sup>rd</sup> August 2025 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.

20. Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs.
21. Dividend income is taxable in the hands of shareholders under current tax law and the company is required to deduct tax at source (TDS) from same at the prescribed rates. The company would be sending an email to shareholders advising TDS rates in force for different categories based on documents furnished by shareholders. Shareholders are requested to refer to the Income Tax Act, 1961 and Rules thereunder for full details.
  - There will be no TDS from dividend payable to a resident individual shareholder, if the total dividend to be received during FY 2024-25 from the company does not exceed Rs. 5000/-.
  - A resident individual shareholder with PAN who is not liable for income tax can submit declaration in Form 15G/ 15H as applicable to avail the benefit of non-deduction of tax. In case their PAN is not registered and not linked with Aadhar, TDS would be at a higher rate of 20%. Non- resident shareholders can avail beneficial rates under applicable Tax Treaty subject to furnishing Form-10F and providing necessary documents.
22. SEBI has made it mandatory for all the Companies to use the bank account details furnished by the Depository and maintained by the RTA for Payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank account of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/ Real Time Gross Settlement (RTGS)/ Direct Credit etc. The payment of dividend as recommended by the Board of Directors, if approved at the AGM, will be paid as per the mandate registered with the Company or with their respective Depository Participants.
23. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Income Tax PAN (including that of joint holders, if any), and also Category as per the IT Act. Additionally, Members are also advised to update their bank account details, any change in address and/ or name, submit National Electronic Clearing Service (NECS) or Electronic Clearing Service (ECS) mandates, nominations, e-mail address, contact numbers, etc., if not so done, by writing to the Company's Registrar & 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-110062 (Phone No. 011-29961281-283, & Email:beetalrta@gmail.com** for providing efficient and better services. Members holding securities in dematerialized form are requested to intimate such changes to their respective depository participants.
24. 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](mailto:cs@sportking.co.in) . We solicit your valuable co-operation and support in our endeavor to contribute our bit to the environment.
25. 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.
26. Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website [www.sportking.co.in](http://www.sportking.co.in) , websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

27. The Company has appointed Mr. Sumit Ghai (M. No. FCS 10253 & C.P. No. 12814) Partner of Lal Ghai & Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
28. The Scrutinizer after scrutinizing the votes cast at the Annual General Meeting and through remote e-voting, make a consolidated Scrutinizer's Report and submit the same within the stipulated time to the Chairman or a person authorized by him in writing, who shall countersign the same.
29. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company [www.sportking.co.in](http://www.sportking.co.in) and on the website of CDSL. The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited

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

- a) The voting period begins on Wednesday 27<sup>th</sup> August, 2025 at 09.00 A.M. (IST) and ends on Friday 29<sup>th</sup> August, 2025 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) i.e. Saturday, 23<sup>rd</sup> August 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d) In order to increase the efficiency of the voting process and pursuant to SEBI circular no. SEBI/ HO/CFD/Pod2/CIR/P/0155 dated 11th November, 2024 all individual Members holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
- e) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

f) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<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"> <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 as stated above (3).</li> </ul>

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) 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.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- j) **Click on the EVSN < 250804010 > for Sportking India Limited on which you choose to vote.**
- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) 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.
- q) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporate” module.
  - 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 mailed 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 i.e. [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.
- r) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800225533. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 22 55 33.
- s) 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.

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

**Place: Ludhiana  
Date: 02.08.2025**

**Regd. Office:  
Village Kanech, Near Sahnewal, GT Road,  
Ludhiana-141120 (Punjab)**

**(Munish Avasthi)  
DIN: 00442425  
Chairman & Managing Director**

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

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost records for specified products conducted by a practicing cost accountant.

Based on the recommendation of the Audit Committee, the Board, at its meeting held on 01<sup>st</sup> May 2025, had approved the re-appointment of M/s R.R & Co., Cost Accountants (Firm Registration No. 000323), represented by its Partner, Mr. Ratti Ram Mainh as the Cost Auditor of the Company to conduct the audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for FY 2025-26 at a remuneration not exceeding Rs. 1,60,000/- (Rupees One Lakh Sixty Thousand only) plus applicable taxes, out-of- pocket and other expenses incurred during the course of Audit.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the members of the Company. Accordingly, the consent of the members is sought for the approval of the remuneration payable to the Cost Auditors for the financial year 2025-26.

A brief profile of M/s R.R & Co, Cost Accountants, (Firm Registration No. 000323), is mentioned herein below for information of the members:

M/s R.R & Co, Cost Accountants is a firm of Practicing Cost accountants offering a wide spectrum of Services to its esteemed clientele. The firm has handled various assignments in Costing such as Cost audit, Certifications, Cost consultancy, Costing based turnaround strategies, etc. across diverse industry and client base.

The Board recommends the approval of the remuneration payable to M/s R.R & Co., Cost Accountants (Firm Registration No. 000323), for conducting the cost audit and the passing of the Ordinary Resolution set out at Item No. 4 of the Notice.

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

**Item No. 5**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, w.e.f. 13<sup>th</sup> December 2024, all listed entities incorporated in India shall appoint a Secretarial Auditor for not more than one term of five consecutive years; or a firm of Secretarial Auditors for not more than two terms of five consecutive years, with the approval of its members in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 02<sup>nd</sup> August 2025 has approved the appointment of M/s Sunny Kakkar & Associates, Practicing Company Secretaries, sole proprietorship firm (peer-reviewed by the Institute of Company Secretaries of India) (FCS NO – 10111, CP NO-12712) as the Secretarial Auditor of the Company, to conduct the Secretarial Audit for five consecutive financial years commencing from April 01, 2025, until March 31, 2030 ('the Term') and to furnish the Secretarial Audit Report for the Term as required under the Act and the Listing Regulations, subject to shareholders' approval at this Annual General Meeting.

**Brief Profile/Credentials**

M/s Sunny Kakkar & Associates is Peer Reviewed Firm having more than 11 year professional experience having wide range of Legal, Secretarial and Taxation matters and provide services to various Listed/Unlisted entities , Banks and other Institutions. While recommending M/s Sunny Kakkar & Associates for appointment, the Board and the Audit Committee evaluated various factors, including his capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The Firm focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The terms and conditions for appointment of M/s Sunny Kakkar & Associates are as follows:

- Tenure - 05 consecutive years, to conduct the Secretarial Audit of five consecutive financial years commencing from April 01, 2025, until March 31, 2030;
- Remuneration - for the Secretarial Audit for the financial year 2025-26 is set at ₹75,000/- (Rupees Seventy Five Thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit.
- The services to be rendered by M/s Sunny Kakkar and Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The remuneration for the subsequent financial years will also be approved by the Board and/ or the Audit Committee. M/s Sunny Kakkar & Associates has provided its consent to act as the Secretarial Auditor of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the Listing Regulations.

Accordingly, the consent of the shareholders is sought for the appointment of M/s Sunny Kakkar & Associates as the Secretarial Auditor of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

#### **Item No. 6**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at its meeting held on 02<sup>nd</sup> August 2025 appointed Mr. Puneet Singhania (DIN:01551462) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. 02<sup>nd</sup> August 2025.

Pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Puneet Singhania (DIN:01551462) holds office as an Additional Director till the date of the ensuing 36<sup>th</sup> Annual General Meeting (AGM) to be held on 30<sup>th</sup> August 2025.

Mr. Puneet is an MBA and a CFA charter holder with extensive experience in the financial services industry. He is currently serving as the CEO of an LLP, where he has been instrumental in establishing the firm as a niche player in the derivatives-based alternative investment space. Under his leadership, the organization successfully set up the Investment Manager, registered the AIF, and launched its flagship scheme. Mr. Puneet brings a strong background in equity research and proprietary trading, coupled with exceptional energy, dedication, and creativity.

As a CFA charter holder and MBA, Mr. Puneet brings deep expertise in finance, investment analysis, and risk management. This is valuable for financial oversight, and strategic capital allocation decisions in a company. His background in equity research and proprietary trading suggests strong analytical skills and market foresight—qualities that are important when advising on strategic business decisions, expansion, or cost-efficiency. "His strong financial background, governance experience, and entrepreneurial leadership make him a valuable addition as an Independent Director, bringing strategic oversight and financial acumen to support the company's sustainable growth."

The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The selection of the new Independent Director was carried out and concluded by NRC members who were Independent Directors and not considered interested in such proposal. After considering qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time, the NRC selected and recommended to the Board, the appointment of Mr. Puneet Singhania (DIN:01551462) as Independent Director of the Company.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 02<sup>nd</sup> August 2025 also recommended the appointment of Mr. Puneet Singhania (DIN:01551462) as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 02<sup>nd</sup> August 2025.

Mr. Puneet Singhania (DIN:01551462) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Puneet Singhania (DIN:01551462) has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Further, Mr. Puneet Singhania (DIN:01551462) is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Further, he is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board, Mr. Puneet Singhania (DIN:01551462) fulfils the conditions for his appointment as an Independent Director, as specified in the Act and SEBI Listing Regulations and is independent of the management. He also possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk Management, General Management, Corporate Governance and Compliance and his induction on Board will immensely benefit the Company.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Puneet Singhania (DIN:01551462) as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Puneet Singhania (DIN:01551462) as an Independent Director of the Company for period of 5 years, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. 02<sup>nd</sup> August 2025.

The copy of draft letter of appointment setting out the terms and conditions of appointment is available electronically for inspection by the Members.

The other details of Mr. Puneet Singhania (DIN:01551462) in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are given in **Annexure 2** to this Notice.

Except Mr. Puneet Singhania (DIN:01551462), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6

#### **Item No 7**

Mrs. Harpreet Kang (DIN: 03049487) was appointed as an Independent Director of the Company for a period of five consecutive years which ends on 16<sup>th</sup> October 2025.

As per Section 149(10) of the Act, Mrs. Harpreet Kang is eligible for re-appointment on passing a special resolution by the Company. After considering the performance evaluation and based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held on 02<sup>nd</sup> August 2025 recommended the reappointment of Mrs. Harpreet Kang as an Independent Director for second term of 5 (five) consecutive years from 17<sup>th</sup> October 2025.

The NRC, after taking into account the performance evaluation of Mrs. Harpreet Kang during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her re-appointment for a second term of 5 (five) years. The NRC has considered her diverse skills, leadership capabilities, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that she possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an independent director.

Based on the recommendation of the NRC, the Board, recommended the re-appointment of Mrs. Harpreet Kang as an independent director, for a second term of 5 (five) years effective 17<sup>th</sup> October 2025 not liable to retire by rotation.

As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

Mrs. Harpreet Kang fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Company has received all statutory disclosures / declarations, including

- Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164 of the Act
- Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the LODR Regulations, 2015 and,
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018 that she has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,

The Board considers that the continued association of Mrs. Harpreet Kang would be of immense benefit to the Company and is desirable to continue to avail her services as an independent director. The resolution seeks the approval of members for the reappointment of Mrs. Harpreet Kang as an independent director of the Company, for a second term of 5 (five) consecutive years pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

The copy of draft letter of appointment setting out the terms and conditions of her appointment is available electronically for inspection by the Members.

The other details of Mrs. Harpreet Kang in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are given in **Annexure 2** to this Notice.

Except Mrs. Harpreet Kang, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

#### **Item No. 8**

Mr. Munish Avasthi is a Bachelor of Commerce from Delhi University and having over three decades of extensive experience in the spinning and textile industry, solidifying his reputation as a pioneer in the sector. He is associated with the Company as its Director since 1992 and working as Managing Director since 1999. He has been also awarded First Generation Entrepreneur Award for Textile Mills by Cotton Association of India in April 2018. He was also honored with the achievement Award at the 46th Ludhiana Management Association Annual Award for his outstanding contribution to the textile sector.

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 since 1999. 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. Mr. Avasthi is visionary leader and unwavering dedication, forward-thinking vision, and his leadership continue to drive the Sportking toward new heights, making it a hallmark of excellence in the textile and apparel industry.

The Members of the Company at the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September 2022, had approved appointment of Mr. Munish Avasthi (DIN-00442425) as the Chief Executive Officer (CEO) and Managing Director of the Company for a period effective from 01<sup>st</sup> October 2022 till 30<sup>th</sup> September 2025, liable to retire by rotation. Accordingly, the present term of Mr. Munish Avasthi as a CEO and Managing Director shall be completed on 30<sup>th</sup> September 2025.

Pursuant to Section 196 of the Companies Act, 2013 ("the Act"), no re-appointment of Managing Director, Whole-time Director or Manager shall be made earlier than 1 (one) year before the expiry of his/her term.

The impressive performance of the Company under Mr. Munish Avasthi leadership reflects a cohesive strategy, innovative thinking, and effective execution. His vision and guidance have undoubtedly played a crucial role in steering the Company towards success amidst ever-changing market dynamics. Mr. Munish Avasthi Played a pivotal role as the architect behind a resilient talent and leadership succession framework, diligently nurturing and grooming individuals for key leadership positions within the Company. His efforts have fostered a culture of meritocracy, where advancement is based on talent and performance, driving the organization towards excellence. Under his guidance, robust performance management processes have been instilled, emphasizing accountability and ensuring that decisions are made in the best interest of the Company's both short-term objectives and long-term sustainability.



Considering the rich experience, competency and leadership of Mr. Munish Avasthi, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, the Board of Directors at its meeting held on 02<sup>nd</sup> August 2025 re-appointed Mr. Munish Avasthi as the Managing Director and CEO of the Company for a period of 3 (three) years with effect from 01<sup>st</sup> October 2025 liable to retire by rotation. The Audit Committee also at its meeting held on 02<sup>nd</sup> August 2025 has granted omnibus approval as required under Regulation 23(2)(e) of SEBI (Listing Obligations and Disclosure Requirements), (Third Amendment) Regulations 2024 for the payment of remuneration to the Managing Director of the Company, subject to the approval of shareholders at the ensuing meeting.

The re-appointment and remuneration payable to Mr. Munish Avasthi as the Managing Director and CEO of the Company will be on following terms:

- a. Designation:** Managing Director and Chief Executive Officer.
- b. Tenure as Managing Director:** for a period of 3 years effective from 01<sup>st</sup> October 2025.
- c. Remuneration:**  
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 monthly or quarterly or at such other intervals 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.
- d. 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:
  - 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.
  - Medical Expenses/Reimbursement thereof- Expenses incurred by the company/appointee (including Medclaim insurance premium/ medical treatment/ hospitalization expenses) on self and his family.
  - 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.
  - Club Fees -Fees of clubs subject to a maximum of two clubs.
  - Personal Accident Insurance Premium.
  - 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.
  - Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule.
  - Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites.
  - Car - Free use of company's car along with driver for official as well as personal purposes.
  - Telephone/Cell phone - Free use of company's telephone at residence/cell phone for official as well as personal purposes.
  - The Managing Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.

In terms of the provisions of Section 197 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 one executive promoter director and the remuneration to the executive promoter director may exceed the 2.5% of the net profits of the Company, special resolution is proposed for such remuneration.



Mr. Munish Avasthi satisfies all the other conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, Mr. Munish Avasthi is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

This explanatory statement and the resolution at Item No. 8 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 8 of this AGM Notice relating to the re-appointment of Mr. Munish Avasthi as the Managing Director of the Company, liable to retire by rotation, for approval of the Members of the Company as a Special Resolution.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Munish Avasthi are given in this AGM Notice as “**Annexure 2**”.

Except Mr. Munish Avasthi and Mrs. Anjali Avasthi and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8

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

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 02<sup>nd</sup> August 2025 appointed Mr. Chetan Rupal (DIN: 00253536) as an Additional Director designated as Whole time Director of the Company, for a period of 3 years with effect from 02<sup>nd</sup> August 2025 subject to approval of shareholders.

Pursuant to the provisions of Section 161(1) of the Act and Regulation 17(1C) of Listing Regulations, Mr. Chetan Rupal will hold the office of a Director only up to the date of the next general meeting or for a period of three months from the date of appointment, whichever is earlier.

Accordingly, in compliance with above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), Mr. Chetan Rupal holds office as an Additional Director till the date of the ensuing 36<sup>th</sup> Annual General Meeting (AGM) to be held on 30<sup>th</sup> August 2025.

Mr. Chetan Rupal brings over 15 years of rich experience in the fabric dyeing industry. His deep understanding of dyeing techniques, fabric behavior, and quality control has been instrumental in streamlining production processes and ensuring consistent color standards. This extensive experience directly benefits our yarn business by enabling us to offer pre-dyed, high-quality yarns tailored to market demands. His expertise ensures efficient color matching, cost optimization, and innovation in product development, giving our yarn business a strong competitive edge in both domestic and international markets.

Recognizing the value of his industry expertise and leadership and based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, the Board of Directors at its meeting held on 02<sup>nd</sup> August 2025, re-appointed Mr. Chetan Rupal as the Whole Time Director of the Company for a period of 3 (three) years with effect from 02<sup>nd</sup> August 2025 liable to retire by rotation, on the following broad terms and conditions of appointment and remuneration payable to Mr. Chetan Rupal as the Whole Time Director of the Company:

- a. Designation:** Whole Time Director
- b. Tenure:** for a period of 3 years effective from 02<sup>nd</sup> August 2025
- c. Remuneration:** Upto Rs. 12,00,000/- (Rupees Twelve Lakhs) per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
- d. 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:
  - Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule.
  - Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites.
  - Telephone/Cell phone - Free use of company's telephone at residence/cell phone for official purposes.

In terms of Section 196(4) the said appointment made by the Board of Directors which shall be subject to approval by a resolution at the next general meeting of the Company. Further pursuant to the provisions of Section 197 and/or Schedule V of the Companies Act, 2013, the terms of appointment (i.e., the remuneration) requires approval of shareholders by way of special resolution.

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. Chetan Rupal has given his consent to act as the Whole Time Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Chetan Rupal are given in this AGM Notice as “**Annexure 2**”.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Except for Mr. Chetan Rupal no other Director, Key Managerial Personnel or their relatives are concerned or interested in Item No. 9 of the Notice.

**The following additional information as required under Schedule V of the Companies Act, 2013 in respect of Item No 8 to 9 is given below:**

#### **I. General Information**

Sr No	Particular	Information
1.	Nature of industry	Textiles
2.	Date or expected date of commencement of commercial Production	NA
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	During the year under review, the Company achieved a production volume of 81,049 M.T. of Cotton/Synthetic Yarn, compared to 80,845 M.T. in the previous fiscal year. Earnings before Depreciation and Tax (EBIDTA) for the year ended 31st March 2025 improved to Rs. 289.71 Crore, reflecting a growth of 11.36% over Rs. 240.84 Crore reported in FY 2023–24. Further Profit before Tax (PBT) increased to Rs. 149.82 Crore, and Profit after Tax (PAT) rose to Rs. 110.10 Crore, compared Rs. 95.89 Crore and Rs. 70.47 Crore, respectively, in the previous financial year
5.	Foreign Investments or collaborators, if any.	NA

#### **II. INFORMATION ABOUT THE APPOINTEE**

##### **a. Mr. Munish Avasthi, Managing Director**

Sr No	Particular	Information
1.	Background Details	Mr. Munish Avasthi is a Bachelor of Commerce from Delhi University and having over three decades of extensive experience in the spinning and textile industry, solidifying his reputation as a pioneer in the sector. He is associated with the Company as its Director since 1992 and working as Managing Director since 1999.
2.	Past remuneration	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.

Sr No	Particular	Information
3.	Recognition or awards	He has been awarded First Generation Entrepreneur Award for Textile Mills by Cotton Association of India in April 2018. Further he has been honored with the achievement Award at the 46th Ludhiana Management Association Annual Award for his outstanding contribution to the textile sector.
4.	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 since 1999. 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. Mr. Avasthi is visionary leader and unwavering dedication, forward-thinking vision, and leadership continue to drive the Sportking toward new heights, making it a hallmark of excellence in the textile and apparel industry.
5.	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.
6.	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 with respect to the country of his origin)	The proposed remuneration is comparable with the Companies of the same size and profitability
7.	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. Munish Avasthi is the Promoter and KMP of the Company. Mrs. Anjali Avasthi (Non-Executive Director) is his relative.

**b. Mr. Chetan Rupal, Whole time Director**

Sr No	Particular	Information
1.	Background Details	Mr. Chetan Rupal brings over 15 years of rich experience in the fabric dyeing industry. His deep understanding of dyeing techniques, fabric behavior, and quality control has been instrumental in streamlining production processes and ensuring consistent color standards. This extensive experience directly benefits our yarn business by enabling us to offer pre-dyed, high-quality yarns tailored to market demands. His expertise ensures efficient color matching, cost optimization, and innovation in product development, giving our yarn business a strong competitive edge in both domestic and international markets.
2.	Past remuneration	NA- First Time Appointment
3.	Recognition or awards	NA
4.	Job profile and his suitability	In his role as Director, he will provide strategic guidance in improving the efficiency and quality of dyeing processes, reducing production costs, and introducing modern and sustainable methods in textile processing. His hands-on industry experience will contribute to strengthening the company's product range and customer satisfaction.

Sr No	Particular	Information
5.	Remuneration proposed	Upto Rs. 12,00,000/- (Rupees Twelve Lakhs) per annum including perquisites, benefits, incentives and other allowances
6.	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 with respect to the country of his origin)	The proposed remuneration is comparable with the Companies of the same size and profitability
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Except for receiving remuneration from the company as Mr. Chetan Rupal had no other pecuniary relationship with the company.

### III. OTHER INFORMATION:

Sr No	Particular	Information
1.	Reason of loss or inadequate profits	NA
2.	Steps taken or proposed to be taken for improvement	The company focused on improving operational efficiency by modernizing machinery, reducing wastage, and optimizing manpower. Efforts were made to control costs by sourcing raw materials at better rates, reducing energy and water usage, and improving overall utility efficiency. Quality improvement, product innovation, and obtaining international certifications helped improve market acceptance. Financially, the company focused on better working capital management and reducing interest costs. Sustainability initiatives and strict compliance with labour and environmental laws were also ensured.
3.	Expected increase in the productivity and profits in measurable terms	The Company expects that there may be a reasonable increase/improvement in productivity and profitability in the forthcoming years.

#### Item(s) No. 10

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

In line with the ongoing business expansion, capacity enhancement, and long-term growth strategies, the Company requires additional financial resources to meet its capital expenditure and other strategic investments. Therefore, it is essential to obtain board and shareholder approval for increasing the borrowings limits from Rs. 1500 Crs to Rs. 2500 Crs under section 180(1)(c).

It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 2500 Crs (Rupees Two Thousand Five Hundred Crore only)

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

Therefore, the approval of members under Special resolution is sought to enhance the borrowing limits, enabling the Company to raise necessary funds for its continued growth and operational requirements.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, in the Resolution set out in Item No. 10 of this Notice.

**Item(s) No. 11**

The Members of the Company had at their Annual General Meeting held on 30<sup>th</sup> September 2022 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 empowered the Board by way of special resolution to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013.

As the borrowing limit of Section 180 (1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, in the Resolution set out in Item No. 11 of this Notice.

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

**Place: Ludhiana**

**Date: 02.08.2025**

**(Munish Avasthi)**

**DIN: 00442425**

**Chairman & Managing Director**

**Regd. Office:**

**Village Kanech, Near Sahnewal, GT Road,**

**Ludhiana-141120 (Punjab)**

**ANNEXURE 2 TO THE NOTICE**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING  
ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Munish Avasthi	Mrs. Harpreet Kang	Mr. Chetan Rupal	Mr. Puneet Singhania
DIN	00442425	03049487	00253536	01551462
Designation and Category of Director	Executive Director –Chairman & Managing Director	Non-Executive Independent Director	Non-Executive Non-Independent Director	Non-Executive Independent Director
Age	51 Years	51 Years	42 Years	45 years
Date of First Appointment	25.10.1999	17.10.2020	02.08.2025	02.08.2025
Directorships held in other companies including equity listed companies and (excluding Foreign Companies)	<ul style="list-style-type: none"> <li>GO GREEN PROJECTS PRIVATE LIMITED</li> <li>MARVEL DYERS AND PROCESSORS PRIVATE LIMITED</li> <li>ANGEL FINVEST PVT LTD</li> <li>SOBHAGIA SALES PRIVATE LIMITED</li> <li>SOBHAGIA LOGISTICS PRIVATE LIMITED</li> <li>DEE-EMM VENTURES PRIVATE LIMITED</li> </ul>	<ul style="list-style-type: none"> <li>VARDHMAN TEXTILES LIMITED</li> </ul>	<ul style="list-style-type: none"> <li>MARVEL DYERS AND PROCESSORS PRIVATE LIMITED</li> </ul>	<ul style="list-style-type: none"> <li>MASTER CAPITAL SERVICES LIMITED</li> <li>CRESCENT INVESTMENTS (A PRIVATE COMPANY WITH UNLIMITED LIABILITY)</li> <li>MASTER INFRASTRUCTURE AND REAL ESTATE DEVELOPERS LIMITED</li> <li>MASTER PORTFOLIO SERVICES LIMITED</li> <li>SANAWAR AGRI PRIVATE LIMITED</li> <li>MASTERTRUST WEALTH PRIVATE LIMITED</li> </ul>
Memberships / Chairmanships of committees of other companies (excluding foreign companies)	None	<b>Vardhman Textiles Limited</b> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee (Chairperson)</li> <li>Audit Committee (Member)</li> </ul>	None	None
Listed Entities from which he/ she has resigned as Director in past 3 years	None	None	None	None



## **DIRECTORS' REPORT**

### **Dear Members**

Your Directors are pleased to present the 36<sup>th</sup> Annual Report of Sportking India Limited along with the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2025.

### **1. CORPORATE OVERVIEW**

The Company was incorporated in 1989 and emerged as one of India's leading textile company & owns 3 state-of-the-art manufacturing facilities in India equipped with latest machinery, producing yarns that are a benchmark in quality. The company produces well diversified range of grey and dyed textile yarns to cater to the demands of weaving and knitting industry in domestic as well as international markets. With presence in more than 30 countries, Sportking India Ltd. is representing India on a world stage with a commitment to deliver superior quality products among evolving trends in customer preferences.

### **2. FINANCIAL RESULTS**

The Company's Audited Financial Statements as of March 31, 2025, have been meticulously prepared in accordance with the applicable Ind AS, as well as Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), and the pertinent provisions outlined in the Companies Act, 2013 (the "Act"). Furthermore, the financial performance of your Company for Financial Year(s) 2024-25 and 2023-24 are as under:

(Rupees in Lakhs)

Particulars	F.Y. 2024-25	F.Y. 2023-24
Revenue from Operations (Net)	252422.94	237714.19
Other Income	2678.71	3570.55
Earnings before Interest, Depreciation, Tax and Amortization (EBIDTA) and Exceptional Items	28970.09	24086.26
Interest and Financial Expenses	5026.32	5907.29
Profit before Depreciation, Amortization, Tax (PBDT) and Exceptional Items	23943.77	18178.97
Depreciation and Amortization	8963.52	8588.54
Profit before Tax (PBT) and Exceptional Items	14980.25	9590.43
Exceptional Items	0.00	0.00
Profit before Tax (PBT)	14980.25	9590.43
Provision for Tax		
-Current Tax	4227.00	2158.61
-Prior Period Tax	(1.08)	(50.45)
-Deferred Tax	(171.00)	447.71
Profit after Tax (PAT)	10925.33	7034.56
Other Comprehensive Income (Net of Tax of Rs. 28.00 Lakhs in Current Year and Rs. 4.29 Lakhs in previous year)	83.79	12.74
Total Comprehensive Income for the year	11009.12	7047.30
Earnings Per Equity Share (In Rs.)		
-Basic	8.57	5.50
-Diluted	8.57	5.50

### **3. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

#### **BUSINESS REVIEW**

##### **Economic Outlook**

Globally, 2024 has been an eventful year. The year witnessed unprecedented electoral activity on the political front, with more than half of the global population voting in major elections across countries. Meanwhile, adverse developments like the Russia-Ukraine conflict and the Israel-Hamas conflict increased regional instability. These events impacted energy and food security,

leading to higher prices and rising inflation. Cyber-attacks also became more frequent and severe, with growing human and financial consequences due to the increasing digitization of critical infrastructure. Geopolitical risks and policy uncertainty, especially around trade policies, have also contributed to increased volatility in global financial markets.

The swift escalation of trade tensions and extremely high levels of policy uncertainty are expected to have a significant impact on global economic activity. The IMF predicts a modest growth of 2.8% in 2025 and 3.0% in 2026, indicating a challenging economic environment. The world's largest economy, the US, is projected to grow by just 1.8%, significantly lower than last year's expectations due to policy uncertainty and trade tensions.

The US will also be a major global growth disruptor with regulatory, immigration, trade and tax policy changes representing opportunities and risks worldwide. The composition, timing and magnitude of policy shifts is still uncertain, but likely to have a consequential influence on economic and inflation dynamics in 2025 and beyond. Trade policy, in particular, is likely to have an outsized impact on the global economy in late 2025 and 2026 with tariffs and other protectionist measures that could push the global economy into "stagflation" (economic stagnation combined with elevated inflation), if pursued to their fullest extent. Conversely, tax cuts and stronger private sector confidence on the prospects of pro-business policies and deregulation could support stronger spending and investment in the near-term, even if policy uncertainty should not be underestimated as a headwind.

Meanwhile, geopolitical hotspots – Ukraine, the Middle East and Taiwan – will remain potential disruptors to global supply chains, given their strategic importance in energy, technology and trade routes. The ongoing conflict in Ukraine fuels uncertainty about future pockets of tension and their effects on commodities prices. Tensions in the Middle East, a region central to oil production and trade routes, elevate the risk of energy supply and transport cost shocks that could further strain inflationary pressures globally. Similarly, escalating frictions in Taiwan – a hub for advanced semiconductor manufacturing – pose significant risks to technology supply chains, with potential repercussions for industries reliant on these critical components. Collectively, these geopolitical challenges underscore the fragility of global supply networks in an increasingly fragmented and volatile world.

In this environment, the role of "connector economies" – emerging markets that have advantageous locations and preferential trade agreements across major blocs – will grow. India, Saudi Arabia, Mexico, Brazil, the United Arab Emirates and Southeast Asian economies will benefit from maintaining or developing strong trade and investment relations across geopolitical blocs. India, in particular, will continue to foster trade and investment ties across geopolitical divides while being a critical driver of South-South trade. Southeast Asia is likely to remain the top destination for foreign investment among emerging markets.

In advanced economies, where inflation surged to multi decade highs following the pandemic, price pressures are expected to moderate but remain uneven. Wage cost pressures, potential tariffs and limited innovation undermining global competitiveness in some sectors are likely to persist across European economies and the UK. In the US, we expect the moderating trend in inflation will remain in place through early 2025, though it could then change as deregulation, potential immigration restrictions and tariffs lead to a renewed inflation impulse.

Global headline inflation continues to rule above the target for most economies with persistent services and core inflation hindering the pace of disinflation. IMF in its April 2025 'World Economic Outlook' predicts global inflation to reach 4.3% in 2025 and 3.6% in 2026, with notable upward revisions for advanced economies and slight downward revisions for EMDEs (Emerging Market and Developing Economies) in 2025.

Generally easing inflation should continue to favor monetary policy recalibration in the near term. But while central banks will find plenty of reasons to pursue their policy easing cycle, they will almost certainly recalibrate with caution given the risks from inflation volatility tied to trade, wages, energy and food cost pressures. As a result, global monetary policy will be desynchronized as central bankers respond to divergent domestic and international conditions and may even be forced to tighten policy amid resurgent inflationary and exchange rate pressures.

In an era marked by escalating global trade tensions and persistent geopolitical uncertainties, the Indian economy has demonstrated remarkable resilience and robust growth. India's GDP grew by 6.5% in FY 2024-2025. The OECD's 2025 Economic Outlook Report predicts India's GDP growth will lead G20 nations at 6.3% in 2025 and 6.4% in 2026. Amid global economic slowdowns, India aims for a \$32 trillion economy by 2047, focusing on increased business ties with the EU. India's growth engine remains heavily dependent on the government's infrastructure spending on roads, ports and highways, in the absence of significant improvement in private investment. Going forward, domestic growth should benefit from government's income tax cuts announced in the federal budget, as well as "monetary easing, expectations of an above normal monsoon and lower food inflation"

On the inflation front, domestic inflation declined from 5.36% YoY in FY24 to 4.63% YoY in FY25 – indicating moderation in overall price levels. This is the lowest annual inflation since FY20. This milestone highlights the effectiveness of the RBI's pro-growth monetary policy –balancing growth and price stability. Notably, the year-on- year inflation for Mar'25 fell to 3.34% - the lowest monthly inflation rate since Aug 2019. RBI projects that India's CPI-inflation will progressively align towards the inflation target of 4% in FY26. Assuming a normal monsoon, the inflation is predicted to be at 4.0% in FY26.

The Union Budget 2025-2026 promises to continue Government's efforts to accelerate growth, secure inclusive development, invigorate private sector investments, uplift household sentiments, and enhance spending power of India's rising middle class. The Budget proposes development measures focusing on poor (Garib), Youth, farmer (Annadata) and women (Nari). The Budget aims to initiate transformative reforms in Taxation, Power Sector, Urban Development, Mining, Financial Sector, and Regulatory Reforms to augment India's growth potential and global competitiveness.

Looking ahead, India's economic prospects for FY26 are balanced. Headwinds to growth include elevated geopolitical and trade uncertainties and possible commodity price shocks. Domestically, the translation of order books of private capital goods sector into sustained investment pick-up, improvements in consumer confidence, and corporate wage pick-up will be key to promoting growth. Rural demand backed by a rebound in agricultural production, an anticipated easing of food inflation and a stable macro-economic environment provides an upside to near-term growth. Overall, India will need to improve its global competitiveness through grassroots-level structural reforms and deregulation to reinforce its medium-term growth potential.

### **Textile Outlook**

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk, and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

The textile industry contributes approximately 2.5% to the national GDP, around 7% to industrial output, and nearly 12% of the country's total export earnings. It is also one of the largest employment-generating sectors, providing livelihoods to over 45 million people, both directly and indirectly, across the entire value chain – from cotton cultivation and yarn production to garment manufacturing and retail.

Global apparel market is expected to grow at a CAGR of around 8% to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030. The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$100 billion.

India's cotton production for the FY25 season is projected to decrease by 7% Y-o-Y, reaching approximately 30.2 million bales (bales of 170 kg each), primarily due to reduced acreage and crop damage from excessive rainfall. Consequently, cotton imports are expected to rise by 42% to 2.5 million bales, while exports may decline by 37% to 1.8 million bales. The increase in imports is further supported by lower international cotton prices and tariff uncertainties, making imported cotton more cost-effective for Indian buyers.

India's cotton yarn sector is poised for substantial revenue growth, with Crisil Ratings forecasting a 7-9% increase in FY26. This projection is underpinned by a rebound in exports, particularly to China, which accounts for 14% of the industry's export revenue. Domestic demand is also a significant contributor to this growth.

The Cotton Corporation of India's (CCI) substantial cotton procurement in the 2025 cotton season will ensure stable availability, minimizing inventory losses and boosting spinners' profitability by 50-100 basis points. Operating margins are expected to increase, driven by stable cotton yarn spreads and better availability. The primary driver for the revenue increase in FY26 will be the recovery in yarn exports to China, which declined in FY25 due to high domestic cotton production in China. This decline resulted in a 5-7% de-growth in India's total cotton yarn exports. However, the normalization of China's domestic cotton production is expected to drive a 9-11% growth in exports to China in FY26.

Credit profiles of cotton yarn spinners are expected to remain stable, supported by improved operating performance. Crisil Ratings expects the interest coverage ratio to improve to 4.5-5 times in FY26 from 4-4.5 times in FY25. Gearing is projected to remain stable at approximately 0.55-0.6 times. Capital expenditure will remain moderate, with only select players undertaking

significant capex, limiting the need for substantial debt additions. Steady cotton availability will reduce the need for significant incremental working capital financing. However, potential changes in tariffs imposed on India and competing nations, higher inflation, or slowing economic growth in the US, which could lead to a demand slowdown, and any adverse movement in domestic cotton prices compared to international prices, will need to be monitored.

India's textile industry is a vital contributor to the country's economy, generating employment, driving exports and supporting industrial growth. As one of the largest producers of cotton and synthetic fibres, the sector encompasses everything from traditional handloom artisans to cutting-edge technical textiles. However, challenges such as fluctuating raw material prices, outdated manufacturing infrastructure and global competition demand strong policy interventions for sustained growth. The Union Budget 2025-26 seeks to address these challenges and propel the industry forward. Rising from INR 4,417.03 Cr in 2024-25 to INR 5,272 Cr—registering a 19% increase in allocation to the Textile Ministry—the budget reflects the government's commitment to addressing long-standing challenges and unlocking new opportunities for growth.

The launch of a five-year Cotton Mission, with an allocation of INR 600 Cr aimed at revitalising India's cotton sector, seeks to increase productivity, particularly for extra-long staple (ELS) varieties, by providing science and technology support to farmers. By adopting global agronomy best practices and promoting clean cotton production, the initiative seeks to ensure a steady raw material supply, reduces imports, boosts competitiveness and enhances farmer incomes.

Recognizing the importance of MSMEs in the textile sector, the budget introduces initiatives such as enhanced credit access, export promotion measures and the creation of the Bharat Trade Net. This digital platform will streamline trade documentation, facilitate smoother global integration and ease market access for small and medium textile enterprises. Additionally, INR 1,148 Cr has been allocated for the PLI Scheme to boost domestic manufacturing and exports, while INR 635 Cr for the Amended Technology Up gradation Fund Scheme (ATUFS) supports modernization and efficiency in textile machinery. In view of the importance of exports for overall growth of Textile sector, several measures are being taken by Government to enhance exports such as Rebate of State and Central Taxes and Levies (RoSCTL), Production-Linked Incentive (PLI) Scheme and Free Trade Agreements.

The Company is dealing in the Yarn Segment only and Company is persistently facing such challenges and is taking necessary steps to strengthen its export/ indigenous market operations with more value added/ sustainable yarn products/customer base. Further the Company has adequate liquidity and financial resources to meet its operational requirements, financial commitments/ service of debt obligations and statutory liabilities as per indications available as on date.

### Key Financial Ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes in key financial ratios (change of 25% or more as compared to the immediately previous financial year. The detail is as under:-

Ratio (s)	Unit	31st March, 2025	31st March, 2024	Changes (%)	Remarks
Debtor Turnover Ratio	Days	66	54	22.22	As Trade Receivables was higher than last year due to increase in export sales, Therefore, debtor turnover period was higher.
Inventory Turnover Ratio	Days	63	98	-35.71	Due to Decrease in Raw material Inventory Stocks.
Interest Coverage Ratio	Times	5.76	4.08	41.17	Mainly due to increase in EBIDTA margins along with lower availment of Working Capital

Ratio (s)	Unit	31st March, 2025	31st March, 2024	Changes (%)	Remarks
Current Ratio	Times	2.63	1.85	42.16	Due to less utilisation of working capital limits as at the end of current year as compare to last year
Debt Equity Ratio	Times	0.58	0.97	-40.20	Due to reduction in long term as well short term borrowings and increase in other equity, ratio improved.
Operating Profit Margin	%	7.84	6.42	22.11	Better sales prices and low consumption cost lead to better margins, Hence ratio improved.
Net Profit Margin	%	4.33	2.96	46.28	
Return on Net Worth	%	11.45	7.81	46.61	

## FINANCIAL ANALYSIS

### Operational and Financial Performance Overview (FY 2024–25)

During the year under review, the Company reported a production volume of 81,049 M.T. of Cotton/Synthetic Yarn, marginally higher than 80,845 M.T. recorded in the previous financial year. The overall capacity utilization remained robust at approximately 96%, underscoring the Company's strong operational efficiency and placing it among the leaders in the industry. Revenue from Operations for FY 2024–25 stood at Rs.2,55,101.65 Lakhs, registering a year-on-year growth of 5.76%, driven by steady demand and optimized production. Notably, Export Sales saw a significant increase of 14.92%, rising to Rs. 1,28,653.70 Lakhs in FY 2024–25 from Rs. 1,11,949.81 Lakhs in FY 2023–24, reflecting the Company's strengthened presence in international markets and its continued focus on expanding its global customer base.

### Profitability

Earnings before Interest Depreciation and Tax (EBIDTA) for the year ended 31st March 2025 improved to Rs. 28,970.09 Lakhs, reflecting a growth of 11.36% over Rs. 24,086.26 Lakhs reported in FY 2023–24. Further Profit before Tax (PBT) increased to Rs. 14,980.25 Lakhs, and Profit after Tax (PAT) rose to Rs. 11,009.12 Lakhs, compared Rs. 9,590.43 Lakhs and Rs. 7,047.30 Lakhs, respectively, in the previous financial year. The Company recorded a strong year-on-year increase of 58% in Profit after Tax (PAT), primarily driven by higher export sales and a reduction in input costs. The rise in export sales was supported by increased demand in international markets and effective market penetration strategies, which contributed to higher revenue. Simultaneously, input costs declined due to favorable raw material prices and improved cost management practices. These combined factors led to a significant expansion in profit margins, reflecting the Company's strengthened operational efficiency and financial performance during the year.).

### Financial Ratio

The Company's Tangible Net Worth increased significantly to Rs. 1,00,582.14 Lakhs as on 31st March 2025, compared to Rs. 90,242.54 Lakhs as on 31st March 2024, reflecting strong internal accruals and overall financial stability. During the year, the Company successfully achieved a substantial reduction in short-term bank borrowings, which positively impacted its liquidity position. As a result, the Current Ratio improved to 2.63 as on 31st March 2025, from 1.85 in the previous year, indicating enhanced short-term solvency. In line with these developments, the Debt-to-Equity Ratio also improved to 0.58, compared to 0.97 as on 31st March 2024, demonstrating strengthened capital structure and reduced dependence on external debt.

## RESOURCE UTILISATION

### Fixed Assets

The net Block of Property, Plant and Equipment as at 31st March, 2025 were Rs. 75823.81 Lakhs as compared to Rs. 78512.74 Lakhs in the previous year. The Capital work in progress was Rs 494.02 Lakhs for year ended 31st March, 2025 as compared to nil in the previous year.

### Current Assets and Current Liabilities

The current assets as on 31st March, 2025 were Rs. 98398.89 Lakhs as against Rs. 115496.66 Lakhs in the previous year. Inventory level was at Rs. 43383.35 Lakhs as compared to the previous year level of Rs. 64504.71 Lakhs. Trade Receivables level was at Rs. 45632.20 Lakhs as compared to the previous year level of Rs. 35606.32 Lakhs. The current liabilities as on 31st March 2025 were Rs. 37386.28 Lakhs as against Rs. 62469.23 Lakhs in the previous year.

### LIQUIDITY & CAPITAL RESOURCES

The position of liquidity and capital resources is given below:

(Rupees in Lakhs)

Particulars	FY 2024-25	FY 2023-24
<b>Cash &amp; Cash Equivalents</b>		
Beginning of the year	144.58	1155.56
End of the year	49.95	144.58
<b>Net Cash provided/ (used) by:</b>		
Operating Activities	41462.40	-23579.49
Investing Activities	-6670.64	-4561.20
Financial Activities	-34886.39	27129.71

### CREDIT RATING

CRISIL, a leading credit rating agency, upgraded the Company's Long-Term Credit Rating from "CRISIL A/Positive" to "CRISIL A+/Stable", as per the rating letter dated 21st May 2025. This upgrade underscores the Company's strengthened financial position, consistent performance, and sound risk management practices. Additionally, the Short-Term Credit Rating has been reaffirmed at "CRISIL A1", indicating continued confidence in the Company's liquidity and short-term repayment capabilities. The detailed ratings assigned to the Company's banking facilities are provided separately in this report.

Sr. No	Name of the Facility	Amount (Rs in Crs)	Rating	Rating Action
1.	Long Term Rating	935.00	Crisil A+/Stable	Upgraded from CRISIL A/Positive" to "CRISIL A+/Stable"
2.	Short Term Rating	65.00	CRISIL A1	Ratings Reaffirmed
	<b>Total</b>	<b>1000.00</b>		

Further all the External Credit ratings are available on Company's website [www.sportking.co.in](http://www.sportking.co.in).

### TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to reserves

#### 4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

As per Section 134(5) (e) of the Act, the Directors have an overall responsibility for ensuring that the Company has implemented a robust system and framework of internal financial controls. The Company has set up strict protocols to guarantee operational support and financial reporting accuracy. Business operations are regularly observed by an internal team and audit committee, which swiftly notifies the Management Board of any anomalies. To guarantee steady and sustainable growth, the Company creates strategies to recognize, evaluate and reduce risks based on these findings. These internal control mechanisms are essential for upholding regulatory compliance, combating fraud and preserving transparency. Ultimately, the Company attracts investment, builds stakeholder confidence and achieves long-term success in the market by offering strong financial reporting and operational support.

The Statutory Auditors in their audit report have opined that these controls are operating effectively. The Audit team develops an audit plan based on the risk profile of the business activities. The Internal Audit team monitors and evaluates the efficacy and adequacy of internal control systems in the Company, their compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action(s) in their respective area(s) and thereby strengthen the controls. Audit observations and corrective action(s) thereon are presented to the Audit Committee. The Audit Committee reviews the reports submitted by the Internal Auditors.



**5. HUMAN RESOURCES / INDUSTRIAL RELATIONS:**

The company recognizes its human resources as its most valuable asset and takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The Company has specialized professionals in the respective fields to take care of its operations and allied activities. The Company is committed to nurturing, enhancing and retaining the top talent through superior learning. This is critical pillar to support the organization's growth and its sustainability in the long run. During the year under review, the company enjoyed cordial relationship with workers and employees at all levels.

**6. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

Not Applicable, during the year under review

**7. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

Not Applicable, during the year under review

**8. DIVIDEND**

The Board of Directors in their meeting held on May 1st, 2025 are pleased to recommend a Final Dividend of Rs. 1/- per equity share of face value of Rs. 1/- each on fully paid equity shares amounting to Rs 1270.72 Lakhs and 5% on Non-Cumulative Non- Convertible Redeemable Preference Shares of face value of Rs. 10/- each amounting to Rs. 34.16 Lakhs for FY 2024-25. Dividend to Equity Shareholders is subject to approval of members at the ensuing Annual General Meeting and will be paid within the time period stipulated under the Companies Act, 2013. The Dividend will be paid to members whose names appear in the register of members as on record date and in respect of shares held in dematerialized form, whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

The Company had formulated a Dividend Distribution Policy and is annexed hereto as “Annexure A” and forms part of this Report. The Policy is also available on Company's website and web link thereto is <https://sportking.co.in/wp-content/uploads/2022/07/Dividend-Distribution-Policy-SIL.pdf>

**9. MATERIAL CHANGES**

**MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.**

During the year under review, there have been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in the future.

**10. SHARE CAPITAL**

The paid up Equity Share Capital as at 31st March, 2025 stood at Rs 1286.80 Lakhs divided into 12,70,72,000 Equity Shares of the face value of Rs. 1/- each (Rs. 1270.72 Lakhs plus amount of Rs. 16.08 Lakhs paid up on forfeited Equity Shares) vis-à-vis paid up Equity Share Capital as at 31st March, 2024 stood at Rs. 1286.80 Lakhs divided into 12707200 Equity Shares of the face value of Rs. 10/- each (Rs. 1270.72 Lakhs plus amount of Rs. 16.08 Lakhs paid up on forfeited Equity Shares).

The paid up 5% Redeemable Non-Cumulative Non-Convertible Preference Shares Capital as at 31<sup>st</sup> March, 2025 stood at Rs. 683.20 Lakhs divided into 68,32,000 Preference Shares face value of Rs. 10/- each vis-à-vis Rs. 683.20 Lakhs as at 31st March, 2024 divided into 68,32,000 Preference Shares face value of Rs. 10/- each.

On the recommendation of the Board of Directors of the Company, Shareholders of Company in the Annual general Meeting held on 17.08.2024 approved the sub-division/ split of existing 1 Equity Share of face value of Rs.10/- each fully paid up into 10 Equity Shares of face value of Rs. 1/- each fully paid up by alteration of Capital Clause of the Memorandum of Association of the Company.

On and from the Record Date i.e. 13th September 2024, the equity shares of the Company have been sub-divided, such that 1 (one) equity share having face value of Rs. 10/- (Rs ten only) each, fully paid-up, stands sub-divided into 10 (ten) equity shares having face value of Rs. 1/- (Rs. one only) each, fully paid-up, ranking pari-passu in all respects.

The Shareholder of the Company in the Annual general meeting of the Company held on 17th August 2024 has approved alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company as below:

**V. The Authorized Capital of the Company is Rs. 35,00,00,000 /- (Rupees Thirty Five Crore only) divided into 15,00,00,000 (Fifteen Crore Only) Equity Shares of Rs. 1/- each and 2,00,00,000 (Two Crores only) Redeemable Preference Shares of Rs. 10/- each.**

#### **DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company, under the provision of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any equity shares with differential rights.

#### **DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES**

The Company, under the provision of Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any sweat equity shares.

#### **DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS**

The Company has not issued any stock options to employees and as on 31st March, 2025 none of the Directors of the Company hold instruments convertible into equity shares of the Company.

### **11. SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES**

The Company does not have any Subsidiary /Associate/Joint Venture Companies.

### **12. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder, the disclosure relating to the CSR activities pursuant to section 134(3) of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2014 and Companies (Corporate Social Responsibility) Rules, 2014, is annexed hereto as “**Annexure B**” and forms part of this Report.

The CSR Policy of the Company indicating the activities to be undertaken by the Company, as approved by the Board, may be accessed on the Company's website <https://sportking.co.in/wp-content/uploads/2025/08/CSR-POLICY.pdf>

### **13. RISK MANAGEMENT POLICY**

The Company has adopted a comprehensive Risk Management Policy, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy, duly approved by the Board of Directors, is designed with the objective of ensuring sustainable business growth and operational stability, while fostering a proactive approach to identifying, evaluating, and addressing various risks associated with the Company's operations. To achieve this objective, the Policy outlines a structured and disciplined framework for risk assessment and mitigation, enabling informed and timely decision-making on risk-related matters. This approach strengthens the Company's ability to manage uncertainties effectively and supports long-term value creation for stakeholders. The Policy on Risk Management may be accessed on the Company's website and web link thereto is <https://sportking.co.in/wp-content/uploads/2024/11/RISK-MANAGEMENT-POLICY.pdf>

### **14. RELATED PARTY TRANSACTIONS**

All contracts/arrangements/transactions entered by the Company with related parties during the financial year were in the ordinary course of business and on an arm's length basis. Omnibus Approval was obtained on yearly basis in respect of transaction which is repetitive in nature. All the Related Party transactions are placed before the Audit Committee and the Board for review and approval on quarterly basis.

During the year under consideration, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the disclosure of Related Party Transactions as required under

Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is annexed as “**Annexure-C**”. Details of all RPTs are mentioned in the notes to financial statements forming part of the Annual Report.

The Company in terms of Regulation 23 of SEBI (LODR) Regulations, 2015, submits the disclosures of Related Party transactions to stock exchange and also publishes the same on its website. The Policy on dealing with related party transactions as approved by the Board may be accessed on the Company’s website at the <https://sportking.co.in/pdf/Related-Party-Transaction-Policy.pdf>

#### 15. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE:**

The company has not given any loans, guarantees or made investments under the provisions of Section 186 of the Companies Act, 2013.

#### 16. **DIRECTORS**

The following is the constitution of the Board of Directors as on 31<sup>st</sup> March, 2025

Sr. No.	Name of the Director	Designation
1.	Mr. Munish Avasthi	Chairman & Managing Director
2.	Mr. Naresh Kumar Jain	Whole-time Director
3.	Mr. Prashant Kochhar	Independent Director
4.	Mr. Harpreet Kang	Independent Director
5.	Mr. Sandeep Kapur	Independent Director
6.	Mrs. Anjali Avasthi	Non-Executive, Non Independent Director

#### **Changes in Directors during the Year**

During the year under review, there is no change in directorship.

**Changes in Directors between the End of Financial Year and Date of the Board Report** The Board of Directors expresses its profound grief on the sudden and untimely demise of Mr. Naresh Kumar Jain, Whole-Time Director, who passed away on 07th June, 2025. Mr. Jain had been associated with the Company as a Whole-Time Director since 2009, and his passing marks the end of a long and dedicated association with the Company.

Consequent to his demise, Mr. Jain ceased to be a Director of the Company with effect from the said date. The Board places on record its deep appreciation and sincere gratitude for the invaluable guidance, dedicated service, and mentorship rendered by Mr. Jain during his tenure. His contributions played a significant role in the Company’s growth and success over the years. He will be fondly remembered and greatly missed.

#### **Directors proposed to be appointed / re- appointed at the ensuing Annual General Meeting:**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Munish Avasthi (DIN:00442425) Managing Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offered himself for the reappointment. The retirement of director by rotation at the ensuing Annual General Meeting is determined in accordance with the provisions of the Companies Act, 2013.

On the recommendation of the Nomination and Remuneration Committee, in accordance with the provisions of Section 161 of the Companies Act, 2013, (the Act), read with the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Puneet Singhania (DIN:01551462) as an Additional Independent Director with effect from 02nd August 2025.

Further on the recommendations given by the Nomination and Remuneration Committee and subject to approval of the shareholder in ensuing Annual General Meeting the Board of Director in its meeting held on 02nd August 2025 proposed to appoint Mr. Puneet Singhania (DIN:01551462) as an Independent Director of the Company, for first term of five (5) consecutive years with effect from 02nd August 2025 and he shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013

Based on the recommendations given by the Nomination and Remuneration Committee and subject to approval of the shareholder in ensuing Annual General Meeting, the Board of Director in its meeting held on 02nd August 2025 it is proposed to re-appoint Mrs. Harpreet Kang (DIN: 03049487) as an Independent Director of the Company, for second term of five (5)

consecutive years with effect from 17th October 2025 upto 16th October 2030 and she shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

On the recommendation of the Nomination and Remuneration Committee, in accordance with the provisions of Section 161 of the Companies Act, 2013, (the Act), read with the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Chetan Rupal (DIN: 00253536) as an Additional Director with effect from 02nd August 2025 who will hold office up to the next Annual General Meeting of the Company.

Further on the recommendations given by the Nomination and Remuneration Committee and subject to approval of the shareholder in ensuing Annual General Meeting the Board of Director in its meeting held 02nd August 2025 proposed to appoint Mr. Chetan Rupal (DIN: 00253536) as Whole Time Director of the Company, for period of 3 years with effect from 02nd August 2025 and he shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

Mr. Munish Avasthi who was re-appointed in the annual general meeting held on 30th September 2022 as Managing Directors and CEO of the company for a period of 3 years to hold the office upto 30th September 2025. Further on the recommendation of the Nomination and Remuneration Committee, Board of Directors of in their meeting held on 02nd August 2025 approved the re-appointment along with their remuneration for further period of three years starting from 01st October 2025 subject to the approval of the member by Special Resolution.

The brief resumes and other details relating to Director who are proposed to be appointed / re-appointed as required to be disclosed under Regulation 36 (3) of the Regulations, form part of the Statement setting out material facts annexed to the Notice of the Annual General Meeting. The resolutions seeking approval of the members for the appointment / re-appointment of these Directors have been incorporated in the Notice of the forthcoming Annual General Meeting of the Company.

### **Declaration of Independence**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulations 16(1)(b) and 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations"), that they are independent from the Management of the Company and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Further, all the Independent Directors have given declarations that they complied with the provisions of Companies (Appointment and Qualifications of Directors) Rules, 2014. The Independent Directors have given declarations that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and the Code of Business Conduct and Ethics of the Company.

The Board confirms that all the Independent Director on the Board of the Company are registered with the Indian Institute of Corporate Affairs (IICA) as notified by the Central Government under section 150(1) of the Companies Act, 2013. In the opinion of the Board, the Independent Directors fulfills the conditions of independence, are independent of the management, possess the requisite integrity, experience, expertise, proficiency and qualifications to the satisfaction of the Board of Directors. The details of remuneration paid to the members of the Board is provided in the Report on Corporate Governance.

### **Board Committees**

The Company has constituted the following committees in compliance with the Companies Act, 2013 and the Listing Regulations.

Audit Committee
Nomination and Remuneration Committee
Stakeholders' Relationship Committee
Corporate Social Responsibility Committee
Risk Management Committee.

All these committees have been established as a part of the best corporate governance practices. There have been no instances where the Board has not accepted any recommendation of the aforesaid committees. The details in respect to the compositions, powers, roles, and terms of reference etc., are provided in the Corporate Governance Report forming part of this report.

## 17. KEY MANAGERIAL PERSONNEL

The following are the Key managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013 read with rule 3 and 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name	Designation
1.	Mr. Munish Avasthi	Chairman and Managing Director
2.	Mr. Sandeep Sachdeva	Chief Financial Officer
3.	Mr. Lovlesh Verma	Compliance Officer and Company Secretary

## 18. AUDIT COMMITTEE

The Company had an Audit Committee of the Board of Directors, The following is the constitution as on 31<sup>st</sup> March, 2025

Sr. No.	Name	Designation
1.	Mr. Prashant Kochhar	Chairman
2.	Dr. Sandeep Kapur	Member
3.	Mrs. Harpreet Kang	Member
4.	Mr. Naresh Kumar Jain*	Member

Mr. Prashant Kochhar is the Chairman of the Committee. The Committee is empowered to look into all the matters related to finance and accounting and its terms of reference are as per regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 177 of the Companies Act, 2013.

Due to Sudden demise, Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025 and consequently ceased to member of the committee.

Further the Board of Directors in their meeting held on 02<sup>nd</sup> August 2025 had reconstituted the Committee which is as under:

Sr. No	Name of the Director	Designation
1.	Mr. Prashant Kochhar	Chairman
2.	Dr. Sandeep Kapur	Member
3.	Mrs. Harpreet Kang	Member
4.	Mr. Puneet Singhania	Member
5.	Mr. Chetan Rupal	Member

All the Members of the Committee possess strong accounting and financial management knowledge. The Company Secretary of the Company is the Secretary of the Committee. All the recommendations of the Audit Committee were accepted by the Board.

## MEETINGS OF THE BOARD AND AUDIT COMMITTEE

During the year, Board Meetings and Audit Committee Meetings were duly convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, Committees of the Board and each Director individually. A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement, independence of judgment, decision-making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

The Independent Directors of the Company met without the presence of Non-Independent Directors and members of the management to review the performance of Non-Independent Directors and the Board of Directors as a whole, review the performance of the Chairman and Managing Director of the Company and to assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

#### **NOMINATION AND REMUNERATION POLICY**

In compliance with Section 178 of the Companies Act, 2013, the Nomination and Remuneration Policy of the Company has been designed to keep pace with the dynamic business environment and market linked positioning. The Policy has been duly approved and adopted by the Board pursuant to recommendations of Nomination and Remuneration Committee of the Company. It outlines the criteria for selection, appointment, and remuneration of Directors, Key Managerial Personnel, and Senior Management, as detailed in the Corporate Governance Report. Further Policy available on Company's website and web link thereto is <https://sportking.co.in/wp-content/uploads/2025/08/NMR-POLICY.pdf>

#### **WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

Your Company is focused to ensure that ethics continue to be the bedrock of its corporate operations. It is committed to conducting its business in accordance with the highest standards of professionalism and ethical conduct in line with the best governance practices.

Pursuant to Section 177(9/10) of the Companies Act, 2013 and regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a whistle blower policy for vigil mechanism for directors and employees reporting for unethical behavior, fraud and mismanagement or violation of Company's code of conduct.

The Policy provides adequate protection to the Directors, employees and business associates who report unethical practices and irregularities. The Policy provides details for direct access to the Chairman of the Audit Committee. Any incidents that are reported are investigated and suitable action is taken in line with the Whistle Blower Policy. The detailed Policy on Whistle Blower/Vigil Mechanism as approved by the Board may be accessed from the Company's website at <https://sportking.co.in/wp-content/uploads/2024/11/VIGIL-MECHANISM-WHISTLE-BLOWER-POLICY.pdf>

### **19. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

In compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company had constituted an Internal Complaints Committee. The Committee has not received any complaint of sexual harassment during the financial year 2024-25.

### **20. DIRECTORS' RESPONSIBILITY STATEMENT**

Directors' Responsibility Statement pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Act on the annual accounts of the Company for the year ended on March 31, 2025 is provided below:

- i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures from the same.
- ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reason able and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on 31<sup>st</sup> March, 2025.
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors had prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls were adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## **21. AUDITORS AND THEIR REPORT**

### **STATUTORY AUDITORS**

The Members of the Company in their Annual General Meeting held on 30<sup>th</sup> September, 2022 had re-appointed M/s. SCV & Co, LLP, Chartered Accountants (Firm registration No. 000235N/N500089) as Statutory Auditors of the Company for a further period of five years from the conclusion of forthcoming Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

The Statutory Auditors of the Company had submitted Auditors' Report on the accounts of the Company for the Financial Year ended 31<sup>st</sup> March, 2025. There is no audit qualification reservations or adverse remarks or disclaimer in the said financial statements. The comments in the Auditors' Report read with Notes to Accounts are self- explanatory and do not call for any further explanation.

### **COST AUDITORS**

The Company is maintaining the Cost Records, as specified by the Central Government under section 148(1) of Companies Act, 2013. M/s R.R. & Company, Cost Accountants had submitted Cost Audit Report along with Annexure for the Financial Year ended 31<sup>st</sup> March, 2025. There is no a qualification reservation or adverse remarks or disclaimer in the said report.

The Board of Directors, on the recommendation of Audit Committee, has re-appointed M/s R.R. & Company, Cost Accountants, (Firm Registration No. 000323) as Cost Auditor to audit the cost accounts of the Company's for the Financial Year 2025-26. As required under provisions of Section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014, a resolution seeking members' approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the AGM for their ratification.

The Cost Audit Report for the financial year ended March 31, 2025 shall be filed with the Central Government within the prescribed time limit.

### **SECRETARIAL AUDITORS**

Pursuant to the amended provisions of Regulation 24A of the SEBI (LODR) Regulations and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 02<sup>nd</sup> August 2025 have approved and recommended for approval of Members, appointment of M/s Sunny Kakkar and Associates, Company Secretaries (FCS NO – 10111, CP NO-12712), as Secretarial Auditor to conduct the Secretarial Audit of the Company for a term of upto 5(Five) consecutive years, to hold office from financial year 2025-26 till financial year 2029-30. Accordingly, a Resolution seeking Members' approval is included at item No. 5 of the notice convening the Annual General Meeting. A detailed proposal for appointment of Secretarial auditor forms part of the Notice convening this AGM.

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2025, pursuant to Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as "**Annexure - D**". The Secretarial Audit Report does not contain any qualifications, reservation or adverse remarks.

## **22. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the Financial Year 2024-25 has been uploaded on Company's website at [www.sportking.co.in](http://www.sportking.co.in).

## **23. LISTING OF SECURITIES**

The fully paid up 127072000 Equity Shares (face Value of Rs. 1/- each) of the Company are listed on BSE Limited and National Stock Exchange of India Limited (NSE) for trading as on 31.03.2025. The Company has also paid the listing fees for financial year 2025-26 to BSE and NSE within the prescribed due time.

## **24. ENVIRONMENT AND SAFETY**

The Company is conscious of importance of environment clean and safety operations. The Company policy requires the conduct of all operations in such a manner so as to ensure the safety of all concerned, for environment protection and prevention of various natural resources to the extent possible. In its continued commitment towards sustainability and reducing its carbon

footprint, the Company has initiated a significant step in renewable energy adoption during the year. The Company has already commissioned Rooftop Solar Power Project at their Bathinda and Ludhiana Units for captive consumption. This initiative not only enhances energy efficiency but also reinforces the Company's commitment to environmental responsibility by reducing dependency on external energy sources and contributing to the reduction of greenhouse gas emissions.

## **25. PUBLIC DEPOSITS**

The Company has not raised any deposits from the public. Hence, the provisions of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 with regard to acceptance of deposits from public are not attracted.

## **26. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings & outgo is given in "**Annexure-E**" and forms part of this report.

## **27. PARTICULARS OF EMPLOYEES**

The disclosures in respect of managerial remuneration as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in Rule 5 (2) and 5 (3) Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in "**Annexure F**" and forms part of this report.

## **28. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING (BRSR)**

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility and Sustainability Report ('BRSR') on initiatives taken from an environmental, social and governance perspective, in the prescribed format as annexed to this report as "**Annexure-G**" and also available on the Company's website.

## **29. SECRETARIAL STANDARDS**

The Secretarial Standards SS-1 and SS-2 relating to 'Meetings of the Board of Directors and General Meetings' issued and notified by the Institute of Company Secretaries of India as amended/ replaced from time to time have been complied with by the Company during the financial year under review.

## **30. CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all Senior Manager Personnel in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and all Senior Manager Personnel in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

## **31. CORPORATE GOVERNANCE**

The Corporate Governance, which forms an integral part of this Report, are set out as separate Annexure, together with the Certificate from the Practicing Company Secretary regarding compliance with the requirements of Corporate Governance as stipulated in regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In your Company, prime importance is given to reliable financial information, integrity, transparency, fairness, empowerment and compliance with law in letter & spirit. Your Company proactively revisits its governance principles and practices as to meet the business and regulatory needs. Detailed compliances with the provisions of the SEBI LODR Regulations and Companies Act, 2013 for the year 2024-25 are given in Corporate Governance Report, which forms part of the Annual Report.

## **32. GENERAL DISCLOSURES**

According to Board of Directors, there were no disclosure or reporting required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to issue of equity shares with differential voting rights as to dividend, voting or otherwise.

2. Significant or material orders passed by the regulators or courts or tribunals which impact the going concern status and Company's operation in future.
3. No Change in the nature of the Business.
4. No fraud has been reported by the Auditors to the Audit Committee.
5. During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### **33. CAUTIONARY STATEMENT**

Certain statements presented in this Directors' Report and Management Discussion and Analysis Report, encompassing the Company's objectives, projects, estimates, and expectations, may be considered "forward-looking statements" under applicable laws and regulations. It's important to acknowledge that the actual results may deviate from these expectations and forward-looking statements due to an array of risks and uncertainties. Actual results could differ materially from those expressed or implied. These factors include but are not limited to raw material availability and its prices, cyclical demand and, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

### **34. APPRECIATIONS AND ACKNOWLEDGEMENT**

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavor to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

Your Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

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

**(Munish Avasthi)  
Chairman & Managing Director  
DIN: 00442425**

**Place: Ludhiana  
Date: 02.08.2025  
Regd. Office:  
Village Kanech, Near Sahnewal  
GT Road, Ludhiana-141120 (Punjab)**

## **DIVIDEND DISTRIBUTION POLICY**

### **INTRODUCTION**

The Equity Shares of the Sportking India Limited (SIL or the Company) are listed on BSE Ltd. The Securities and Exchange Board of India vide SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended which requires top one thousand listed entities based on market capitalization (calculated as on 31st March of every financial year) to formulate a dividend distribution policy, which shall be disclosed in their annual reports and on their websites.

The Company being amongst top 1000 BSE listed entities for the year ended March 31, 2022, is required to formulate policy on dividend distribution to comply with these requirements.

The dividend distribution shall be in accordance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other legislations governing dividends and the Articles of Association of the Company, as in force and as amended from time to time.

The Company has one kind/class of equity share capital and issued another kind/class of preference share capital. Dividend when declared shall be first paid to the preference shareholders of the Company as per the terms and conditions of their issue. However this policy is applicable only to Equity Shares. In case of issue of new class of shares in the future, the policy will be reviewed accordingly.

The Board of Directors of the Company ("the Board") has approved the Dividend Distribution Policy of the Company ("the Policy") which endeavors to enhance stakeholder value for its investors and at the same time tries to ensure the right balance between the quantum of dividend paid and the amount retained for various business purposes.

### **PURPOSE:**

The profits earned by the Company can either be retained in business or used for acquisitions, expansion or diversification, or it can be distributed to the shareholders. The Company may choose to retain a part of its profits and distribute the balance among its shareholders as dividend. The Company would ensure to strike the right balance between the quantum of dividend paid and amount of profits retained in the business/ the Board will refer to the Policy while declaring/ recommending dividends on behalf of the Company.

Dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount paid-up on shares they hold. Dividend includes Interim Dividend.

The purpose of this Policy is to facilitate the process of dividend recommendation or declaration to be approved by the shareholders in their meeting and its pay-out by the Company as per the provisions of the Companies Act 2013 which would ensure a regular dividend income for the shareholders and long term capital appreciation for all stakeholders of the Company.

### **FORMS OF DIVIDENDS**

#### **Interim Dividend**

The interim dividend may be declared by the Board one or more times in the financial year as may be deemed fit.

#### **Final Dividend**

The final dividend is paid once for the financial year after the annual accounts are prepared. The Board of Directors of the Company has the power to recommend the payment of final dividend to the shareholders for their approval at the Annual General Meeting of the Company. The declaration of final dividend shall be included in the ordinary business items that are required to be transacted at the Annual General Meeting.

#### **Special Dividend**

The Board may declare/recommend special dividend as and when it deems fit.

### **INTERNAL/FINANCIAL AND EXTERNAL FACTORS THAT WOULD BE CONSIDERED FOR DECLARATION OF DIVIDEND:**

- The Company's growth oriented decision to conserve cash in the Company for future expansion plan impacts shareholders expectation for the long run which shall have to be considered by the Board before taking a dividend decision and to decide on the quantum of dividend.

- The Board will analyze the requirement of necessary funds considering the long term or short term projects proposed to be undertaken by the Company. The viability of the options in terms of cost of raising necessary funds from outsiders such as bankers, lending institutions or by issuance of debt securities or by ploughing back its own funds, will impact the dividend decision.
- In case of inadequate operating cash flow, the Company may need to rely on outside funding to meet its financial obligations. Thus, the Board will consider the operating cash flows before its decision whether to declare dividend or retain its profit.
- The efficiency with which the Company uses its capital will impact the decision of dividend declaration.
- The decision of dividend pay-out shall also be affected by the restrictions and covenants contained in the agreements as may be entered by the company with the lenders of the Company from time to time. The covenant of debt shall be considered by the board, while declaring the dividend. Before declaring any dividend, the board will ensure that the debt covenants are complied by the Company.
- Considering the state of economy in the country the policy decisions that may be formulated by the Government and other conditions prevailing in the international market which may have a bearing on or affect the business of the Company, the Management may consider retaining an appropriate amount of profits to meet unforeseen circumstances. The first & foremost consideration of the business will be to maintain solvency even in times of adversity and to protect the Company from all threats that emanate from changes in the social and political order.
- Dividend distribution tax or any tax deduction at source as per the applicable tax regulations in India will be duly complied with by the company at the time of declaration of dividend. Any restrictions on payment of dividends by virtue of any regulation as may be applicable to the Company at the time of declaration of dividend,
- In case the board decides to buy back the shares or allots the bonus shares, the quantum of dividend may be impacted on account of distribution of profits/accumulated profit for the buyback/ allotment of bonus equity shares of the Company, in compliance of the provisions of the Companies Act, 2013 & SEBI.
- In case the board issue of bonus shares, the quantum of dividend may be impact on account of distribution of profits/accumulated profit for issuance of bonus equity shares of the Company, in compliance of the provisions of the Companies Act, 2013 & SEBI.
- The Company shall observe the relevant statutory requirements including those with respect to mandatory transfer of a certain portion of profits to any specific reserve such as Debenture Redemption Reserve, Capital Redemption Reserve etc. as provided in the Companies Act, 2013, which may be applicable to the Company at the time of taking decision with regard to dividend declaration or retention of profit.
- Regulations, Any Corporate Actions resulting in a significant allocation of capital for the Company may also impact the dividend decision and quantum of dividend.

#### **UTILISATION OF RETAINED EARNINGS**

The Company aims in ensuring sustainable wealth creation for its shareholders and with this objective, would utilize the retained earnings of the Company in a manner in which it is beneficial to Company as well as its stakeholders. The Company would aim at achieving the right balance between the distribution of retained earnings among the shareholders and utilization of the same for meeting other requirements, including expansions. The Board will endeavor to maintain a reasonable dividend pay-out of the Company's profit after tax on standalone financials (other than extraordinary income).

#### **PERIODIC REVIEW**

- This Policy would be subject to revision/amendment in accordance with the guidelines as may be issued by Ministry of Corporate Affairs, Securities Exchange Board of India or other regulatory authority, from time to time, on the subject matter.
- The Board reserves the right to review this policy on periodical basis, considering various external and internal factors.

#### **EFFECTIVE DATE**

The Policy shall become effective from the date of its adoption by the Board i.e. 30.04.2022.

**ANNEXURE B**
**CSR ACTIVITIES**
**For Financial Year Ended 31st March, 2025**
**(Pursuant to Section 135 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and its amendment)**
**1. A brief outline of the company's CSR Policy.**

The Company's CSR initiatives are inspired by the opportunity to contribute to a more secure and sustainable future. Sportking believes that the corporate strategy which embraces social developments as an integral part of the business activities ensure long term sustainability of business enterprises. With this belief, the Company is committed to make substantial improvements in the social framework of the nearby community.

The detailed policy of the company on corporate social responsibility is available at Company's website <https://sportking.co.in/wp-content/uploads/2025/08/CSR-POLICY.pdf>.

**2. The Composition of the CSR Committee.**

The Members of the Corporate Social Responsibility (CSR) Committee which is as under:

Sr. No.	Name of the Director	Designation	Category	Numbers of Meetings of CSR held during the year	Number of Meeting of CSR committee attended during the year
1.	Mr. Munish Avasthi	Chairman	Executive Promoter Director	1	1
2.	Mr. Naresh Kumar Jain*	Member	Executive Non Promoter Director	1	1
3.	Dr. Sandeep Kapur	Member	Non-Executive Independent Director	1	1

\* Due to Sudden demise, Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025 and consequently ceased to member of the committee.

Further the Board of Directors in their meeting held on 02.08.2025 had reconstituted the Corporate Social Responsibility (CSR) Committee which is as under:

Sr. No	Name of the Director	Designation	Category
1.	Mr. Munish Avasthi	Chairman	Executive Promoter Director
2.	Mrs. Anjali Avasthi	Member	Non- Executive,Non Independent Director
3.	Dr. Sandeep Kapur	Member	Non-Executive Independent Director

**3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

<https://sportking.co.in/wp-content/uploads/2025/08/CSR-POLICY.pdf>

<https://sportking.co.in/investor-relations/>

**4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable- **Not Applicable****
**5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any-**
**Amount (In Rs.)**

Sr. No.	Financial Year	Amount available for set-off from preceding financial years	Amount required to be set- off for the financial year, if any
1.	2024-25	Rs. 36.33 Lakhs	Rs. 36.33 Lakhs



6. Average net profit of the company as per section 135(5)- **Rs. 27760.37 Lakhs**
7. (a) Two percent of average net profit of the Company as per section 135(5)- **Rs. 555.20 Lakhs**
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- **Nil**
- (c) Amount required to be set off for the financial year, if any- **Rs. 36.33 lakhs**
- (d) Total CSR obligation for the financial year (7a+7b- 7c) - **Rs. 518.87 lakhs**
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount.	Date of transfer.
<b>Rs. 530.73 Lakh</b>	Nil	NA	NA	Nil	NA

- (b) Details of CSR amount spent against ongoing projects for the financial year: **Nil**
- (c) Details of CSR amount spent against other than ongoing projects for the financial year:

Si. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.	Amount spent for the project (in Rs.)	Mode of implementation Direct (Yes/No).	Mode of implementation –Through implementing agency.
1.	Contribution towards to Green Revolution Cell to maintain ecological balance, maintain quality of soil	Ensuring environmental sustainability, ecological balance, and maintaining quality of soil, air and water	Yes	Bathinda/ Ludhiana	61.45	No	Through Reviving Green Revolution Cell (CSR00000933)
2.	Contribute towards Preventive and curative health services in communities	Promoting Healthcare	Yes	Bathinda/ Ludhiana	34.74	Yes	NA
3.	Contribute towards Eradication of poverty	Eradicating Poverty by distributed Clothes	Yes	Ludhiana/ Bathinda	360.74	Yes	NA
4.	Contribute towards Eradication of poverty	Eradicating Poverty by distributed Clothes	Yes	Bathinda	53.24	No	Through Bharat Vikas Parishad, Delhi (CSR-CSR00000558)

Si. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.	Amount spent for the project (in Rs.)	Mode of implementation Direct (Yes/No).	Mode of implementation –Through implementing agency.
5.	Contribute towards Eradication of poverty	Eradicating Poverty by distributed Clothes	No	Baddi	8.01	No	Through Bharat Vikas Parishad, Delhi (CSR-CSR00000558)
6.	Contribute towards Eradication of poverty	Eradicating Poverty by distributed Clothes	Yes	Bathinda	12.54	No	Through red Cross Society (CSR-CSR00000558)

- (d) Amount spent in Administrative Overheads: **NIL**
- (e) Amount spent on Impact Assessment, if applicable: **Not Applicable**
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): **Rs. 530.73 Lakhs**
- (g) Excess amount for set off, if any:

Sr No	Particular	Amount (In Rs)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 555.20 Lakhs
(ii)	Total amount spent for the Financial Year	Rs. 530.73 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	(Rs. 24.47 Lakhs)
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Rs. 36.33 Lakhs
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs 11.85 lakh

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**
- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **None**
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable**
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **Not Applicable**
12. **A responsibility statement of the CSR Committee:** The CSR Committee hereby confirms that the implementation and monitoring of CSR policy has been carried out with all reasonable care and diligence and the same is in compliance with the CSR objectives and the policy of the Company.

Place: Ludhiana  
 Date : 02.08.2025

Munish Avasthi  
 Chairman of CSR Committee

**FORM NO. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

**Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

During the Financial Year 2024-25, the Company had not entered into any contract/ arrangement/ transaction with its related parties which is not in ordinary course of business or at arm's length.

- a) Name(s) of the related party and nature of relationship: **Not Applicable**
- b) Nature of contracts/arrangements/transactions: **Not Applicable**
- c) Duration of the contracts/arrangements/transactions: **Not Applicable**
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**
- e) Justification for entering into such contracts or arrangements or transactions: **Not Applicable**
- f) Date of approval by the Board: **Not Applicable**
- g) Amount paid as advances, if any: **Not Applicable**
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **Not Applicable**

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

All the transactions entered into by the Company with its related parties, during the year under review were in the "ordinary course of the business" and on "an arm's length basis", none of which was "material" in accordance with the Company's Related Party Transactions Policy.

- a) Name(s) of the related party and nature of relationship: **Not Applicable**
- b) Nature of contracts/arrangements/transactions: **Not Applicable**
- c) Duration of the contracts/arrangements/transactions: **Not Applicable**
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**
- e) Date(s) of approval by the Board, if any: **Not Applicable**
- f) Amount paid as advances, if any: **Not Applicable**

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

**Place: Ludhiana  
Date: 02.08.2025**

**Munish Avasthi  
Chairman & Managing Director  
DIN: 00442425**

**ICSI UDIN:- F010111G000915906**

**MR-3**

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2025**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
**The Members,**  
**Sportking India Limited**  
**CIN:- L17122PB1989PLC053162**  
Village Kanech, Near Sahnewal,  
G.T Road, Ludhiana -141120, Punjab.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices adopted by **Sportking India Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

**Auditors Responsibility:**

Based on our verification of the listed entity's books, papers, minute books, forms, E-forms, websites and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2025 (Audit Period)** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, approvals, licenses, forms include E-forms, returns filed and other records maintained by the company for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder" FEMA" to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); **(Not Applicable for the period under review)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-  
The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - a) The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (vi) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (vii) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Shares) Regulations, 2021;**(Not Applicable for the period under review)**;
- (viii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**(Not Applicable for the period under review)**;
- (ix) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (x) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and **(Not Applicable for the period under review)**;
- (xi) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable for the period under review)**;
- (xii) Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021- **(Not Applicable during the audit period)**;

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India (SS-1 and SS-2).
- b. The SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the Period under review, the company has generally complied with the applicable provisions of the Act, rules, regulations, guidelines and standards etc., mentioned above and filed requisite forms and returns as per prescribed under the various law.

- (xiii) We have relied on the representation made by the Company & its officers for the system and mechanism formed by the company for its compulsory certificates, registrations and various compliances filed by the company under applicable Acts as Environmental Laws & Labour Laws as per list attached herewith.

**Based on the information received and records maintained, we further report that:**

The Board of Directors of the Company is constituted with proper balance of Executive, Non-Executive and Independent Directors and Women Director.

Adequate notice of meetings as per the law in advance was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting in compliance of the Act.

Majority decision is carried through and recorded in the minutes of the meetings. Further as informed and verified from minutes, no dissent was given by any director in respect of the resolutions passed in the board and the committee meetings.

That the Company has proper Board-processes and compliance mechanism.

**Specific Event:-**

- During the year under review, the Company has declared a dividend of **₹ 5.00 (Rupees Five only)** per equity share out of the profits available for distribution. The dividend was paid to the equity shareholders through a separate bank account, as mandated under the Companies Act, 2013, which was duly opened with Yes Bank Limited for this purpose.
- The Company has undertaken a sub-division of its equity share capital during the year. The existing equity shares of face value ₹10.00 (Rupees Ten only) each, fully paid-up, were sub-divided into 10 (Ten) equity shares of face value ₹ 1.00 (Rupee One only) each, fully paid-up. The necessary approvals from the shareholders were obtained, and requisite filings with the Registrar of Companies (ROC) were duly made.
- In connection with the sub-division of shares, the Company has altered the Capital Clause of its Memorandum of Association (MOA) in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013. The altered MOA was duly approved by the shareholders and filed with the ROC.
- The Company has constituted a Stock Split Committee during the year to oversee and manage all matters relating to the sub-division of shares. The committee was duly authorized by the Board of Directors, and its functions were carried out in compliance with applicable legal and regulatory requirements.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations, guidelines, standards etc.

**We further report that** during the audit period the company has not incurred any other specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc.

**For:- M/s Sunny Kakkar & Associates  
Company Secretaries**

**Date:- 02/08/2025  
Place:-Khanna  
UDIN:- F010111G000915906**

**CS Sunny Kakkar  
FCS, LL.B, B.COM  
FCS No. 10111, CP No. 12712  
Prop.**

**Note:- This Report is to be read with our letter of same date which is annexed as Annexure A and forms as integral part of this report.**

**LIST OF LABOUR LAWS AND ENVIRONMENTAL LAWS WHICH HAVE BEEN VERIFIED DURING THE AUDIT PERIOD:-**

**1. List of Labour Laws:-**

Factories Act, 1948.  
Industrial Disputes Act, 1947.  
Employees' Provident Funds and Miscellaneous Provisions Act, 1952.  
Employee's State Insurance Act, 1948.  
Payment of Wages Act, 1946  
The Minimum wages Act, 1948  
The Payment of Bonus Act, 1972.  
Payment of Gratuity Act, 1972.  
Contract Labour (Regulation & Abolition) Act, 1970  
Maternity Benefit Act, 1961

**2. List of Environmental Laws:-**

Environment (Protection) Act, 1986.  
Air (Prevention & Control of Pollution) Act, 1981.  
Water (Prevention & Control of Pollution) Act, 1974.

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**ANNEXURE A**

To,  
The Members,  
Sportking India Limited  
CIN:- L17122PB1989PLC053162  
Village Kanech, Near Sahnewal,  
G.T Road, Ludhiana -141120, Punjab.

**Sub: Our Secretarial Audit for the Financial Year ended March 31, 2025 of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. As per the information provided by the Company, there are certain disputes cases filed by or against the Company, which are currently lying pending with the various Courts and Tribunals and tax authorities. However, as informed, these cases have no major impact on the Company.

**For:- M/s Sunny Kakkar & Associates  
Company Secretaries**

**Date:- 02/08/2025  
Place:-Khanna  
UDIN:- F010111G000915906**

**CS Sunny Kakkar  
FCS, LL.B, B.COM  
FCS No. 10111, CP No. 12712  
Prop.**



**ANNEXURE E**

**Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2025.**

**1. Conservation of Energy**

- Installation of Energy efficient spindles.
- Optimization of H-plant during winter season
- High-efficiency compressor Air Conditioners has been installed to conserve energy.
- Substituting water pumps with energy-efficient pumps.
- Installation of LEDs

These initiatives have not only resulted in reduced energy consumption and greenhouse gas emissions but have also enhanced operational efficiency and lowered costs.

**(FORM A)**
**A Power & Fuel Consumption**

		2024-25	2023-24
i)	Electricity		
a)	Purchased		
	Units (Kwh.)	234335237	239283020
	Amount (Rs.)	1523463502	1517095651
	Rate Per Unit (Rs.)	6.50	6.34
b)	(Through Generator)		
	Units (Kwh)	68629	98752
	Amount (Rs.)	1768799	2493366
	Cost per unit (Rs.)	25.77	25.25
ii)	Coal / Pet coke		
	Qty. (Kgs.)	1804845	2181375
	Amount (Rs.)	23462979	32928684
	Rate per unit (Rs.)	13.00	15.09
iii)	Furnace Oil	NIL	NIL
iv)	Rice Husk	NIL	NIL
	Qty. (Kgs.)	NIL	NIL
	Amount (Rs.)	NIL	NIL
	Rate per unit (Rs.)	NIL	NIL
v)	Other/internal Solar Generation	34081031	24352604

**B) Consumption per Unit of production**

i)	Electricity (Kwh/Kg. of Product)	2.89	2.96
ii)	Coal and Rice Husk	0.02	0.03
iii)	Furnace	NIL	NIL
iv)	Others/Internal Generation	NIL	NIL

## **2. Technology Absorption**

Efforts made in Technology Absorption are furnished in **Form B** as under:

### **A. Research and Development**

**i) Specific Areas in which Research & development is carried out by the Company:** Research & Development is carried out for continual improvement in product quality thereby setting benchmarks for quality and better realization to customer by optimum utilization of available resources. Product Development is a continuous exercise of the organization and contamination free yarn, Organic Cotton, Other fibre dyed products, Jaspe Yarn in Poly Cotton Grey, 100% Polyester Fibre Dyed, Injection Yarn, Low Pill Super Soft yarn, Polyester Acrylic and their Blends, Multifibre Polyester Acrylic Modal Blended Yarn having different dye absorption behaviour resulted in to high fashion garments usage and creating value addition to both.

### **ii) Benefits derived as a result of Research & Development:**

- a) Enlargement of market base with new products.
- b) Quality improvement, customer satisfaction.
- c) Cost reduction, productivity & efficiency enhancement.
- d) Enhanced capacity to cater for higher volume to foreign customers.

### **iii) Future Course of Action:**

- A. Productivity enhancement of Spinning Machines
- B. Development of new products
- C. Investment in R & D

### **iv) Expenditure on Research & Development:**

The capital as well as revenue expenditure incurred on Research & Development activities has been shown under the respective heads of Plant & Machinery and Consumable Stores of Annual Accounts and it is not possible to segregate the same.

### **B. Technology Absorption, Adaptation and Innovation:**

#### **i) Efforts Made:**

- a. Optimization of H-plant during winter season.
- b. Installation of Energy efficient spindles
- c. Implementation of zero waste water policy .

#### **ii) Benefits derived as a result of the above efforts e.g., product improvement, cost reduction, product development, import substitution etc.:**

Use of the latest developed techniques has enabled the company to improve the quality of yarn, launch of new products and reduction of cost of production.

#### **iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:**

NOT APPLICABLE

## **3. Foreign Exchange Earnings and Outgo:**

The company continued its efforts to develop export markets throughout the year and has got adequate response from various customers worldwide. The company has earned foreign exchange of Rs. 128653.70 Lakhs by export of its products. The outgoes of foreign exchange is Rs. 62613.51 Lakhs, being the CIF value of imports of raw materials

### Particulars of Employees and Related Disclosures

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25 are as under:

Sr. No.	Names of the Directors/ KMP	Designation	Remuneration of the financial year 2024-25 (Rs. In Lacs)	Ratio of Directors/KMP remuneration to Median remuneration	% increase in the Remuneration in the Financial year 2024-25
<b>I Executive Directors</b>					
1	Mr. Munish Avasthi	Chairman-cum-Managing Director	222.00	145.96	NII
2	Mr. Naresh Kumar Jain	Executive Director	20.70	13.61	Nil
<b>II Non-Executive Directors</b>					
3.	Dr. Sandeep Kapur	Independent Director	0.30	0.19	-
4.	Mr. Prashant Kochhar	Independent Director	0.40	0.26	-
5.	Mrs. Harpreet Kang	Independent Director	0.30	0.19	-
<b>III Key Managerial Personnel</b>					
6.	Mr. Sandeep Sachdeva	Chief Financial Officer	39.43	25.92	5.80
7.	Mr. Lovlesh Verma	Company Secretary	10.80	7.10	14.52

**Notes**

- Managerial remuneration does not include value of non-cash perquisites.
  - Due to Sudden demise, Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025.
  - KMP Remuneration did not include Leave Travel Allowance and conveyance reimbursement.
2. There were 6752 permanent employees and worker (excluding Apprentice/Trainee) the rolls of Company as on March 31, 2025.
3. The median remuneration of employees of the Company during the financial year 2024-25 was Rs. 152088.
4. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year 2024-25 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

Employee Group	% increase made in the Salaries
White Collar	9%
Blue Collar	
- Monthly Wagers	10%
- Daily Wagers	8%

5. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year:** Not Applicable.
6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**STATEMENT CONTAINING PARTICULARS OF EMPLOYEES AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

Name of the Employee	Designation	Remuneration (Rs. In Lacs)	Nature of Employment	Qualification	Experience (Years)	Joining Date	Age	Previous Employment	% of Equity Shares held	Relationship with Director
Shiv Kumar Sharma	President	46.13	Permanent	B.Tech	38	22.08.2013	61	Birla Textiles Indonesia	Nil	No
Rashim Jindal	President (Marketing)	30.48	Permanent	MBA	33	09.09.2004	55	Vardhman Spinning and General Mills Limited	Nil	No
Rajender Pal	AVP (HR & Admin)	28.26	Permanent	MBA (HR) , MSW	39	08.09.2017	60	Vardhman Polytex Limited	Nil	No
D.S. Yadav	Vice President (H.R.)	28.04	Permanent	MSW	36	02.07.1997	59	Pashupati Spinning and Weaving Mills Limited	Nil	No
Rajan Chopra	VP Commercial	25.73	Permanent	B.Com	30	15.03.2024	50	Infilocon India Pvt Ltd	Nil	No
Jagjeet Kumar Marwaha	SR. GM	24.44	Permanent	B.Tech	36	10.01.2010	59	Nahar Spinning Mills Limited	Nil	No
Shaji John	AVP	23.72	Permanent	B.Tech (Textiles)	35	12.03.2013	62	Ginni Filaments Limited	Nil	No
Abhay Rastogi	GM	23.37	Permanent	B.Tech	36	17.04.1998	59	Malwa Cotton Spinning Mills	Nil	No
Naresh Kumar Behl	GM	22.58	Permanent	Master of Education	40	04.11.2012	60	JCT Limited	Nil	No
Ashok Ahuja	SR. GM	22.34	Permanent	B.Tech (Textile)	38	19.08.2010	61	Orient Syntex Limited	Nil	No

## **BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING**

**SECTION A: GENERAL DISCLOSURES:**
**I. Details of the Listed Entity:**

1.	Corporate Identity Number	L17122PB1989PLC053162
2.	Name of the Listed Entity	Sportking India Limited
3.	Date of incorporation	15.02.1989
4.	Registered office address	Village Kanech, Near Sahnewal, GT Road, Ludhiana-141120
5.	Corporate address	Village Kanech, Near Sahnewal, GT Road, Ludhiana-141120
6.	E-mail	<a href="mailto:cs@sportking.co.in">cs@sportking.co.in</a>
7.	Telephone	0161-2845456
8.	Website	<a href="http://www.sportking.co.in">www.sportking.co.in</a>
9.	Financial year for which reporting is being done	2024-25
10.	Name of the Stock Exchange(s) where shares are listed	BSE Ltd National Stock Exchange of India Limited
11.	Paid-up Capital (INR)	19,53,92,000
12.	Name and contact details (telephone, email address) of the person whom may be contacted in case of any queries on the BRSR report	Mr. Lovlesh Verma Company Secretary & Compliance Officer Email Address: <a href="mailto:cs@sportking.co.in">cs@sportking.co.in</a> Phone: 0161-2845456 Email Address: <a href="mailto:cs@sportking.co.in">cs@sportking.co.in</a>
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures made under this report are on standalone basis.
14.	Whether the company has undertaken assessment or assurance of BRSR Code	No
15.	Name of assurance provider / Type of assurance obtained	Not Applicable since no assurance has been carried out for the reporting period.

**II. Products/services:**
**16. Details of business activities (accounting for 90% of the turnover):**

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Manufacturing of Cotton/ Polyester Cotton Blended Yarn / Synthetic Yarn	100%

**17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S. No.	Product/Service	NIC Code	% of Total Turnover Contributed
1.	Textiles	131	100%

**III. Operations:**
**18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	3	3 (Offices are at Plant Premises)	3
International	Nil	Nil	Nil

**19. Markets served by the entity:**
**a. Number of locations:**

Locations	Number
National (No. of States)	Pan India
International (No. of Countries)	37

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

Exports contribute around 51% of the total turnover of the entity.

**c. A brief on types of customers:**

The company produces well diversified range of grey and dyed textile yarns to cater to the demands of weaving and knitting industry in domestic as well as international markets. With presence in both national and international market, company is representing India on a world stage with a commitment to deliver superior quality products among evolving trends in customer preferences.

**IV. Employees**
**20. Details as at the end of Financial Year:**
**a. Employees and workers (including differently abled):**

S. NO.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
EMPLOYEES						
1.	Permanent(D)	549	529	96.36%	20	3.64%
2.	Other than Permanent (E)	Nil				
3.	Total employees (D+E)	549	529	96.36%	20	3.64%
WORKERS						
4.	Permanent(F)	6203	3182	51.29%	3021	48.71%
5.	Other than Permanent(G)	Nil				
6.	Total workers (F+G)	6203	3182	51.29%	3021	48.71%

**b. Differently abled Employees and workers:**

S. NO.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent(D)	-	-	-	-	-
2.	Other than Permanent(E)	-	-	-	-	-
3.	Total differently abled employees (D+E)	-	-	-	-	-
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	15	13	86.67%	2	13.33%
5.	Other than permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F+G)	15	13	86.67%	2	13.33%

**21. Participation/Inclusion/Representation of women:**

	Total (A)	No. and percentage of Females	
		No.(B)	%(B/A)
Board of Directors	6	2	33.33%
Key Management Personnel*	3	0	0.00%

\*Key Managerial Personnel are as defined under section 203(1) of the Companies Act, 2013 (KMP).

The above information pertains only to the Company as at 31<sup>st</sup> March, 2025.



**22. Turnover rate for permanent employees and workers:**
*(Disclose trends for the past 3 years)*

	2024-25			FY2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
<b>Permanent Employees</b>	11.57	9.75	11.50	14.88	10.00	14.70	19.07	5.40	18.56
<b>Permanent Workers</b>	85.79	82.31	84.13	70.53	59.64	65.59	74.52	60.23	68.32

**V. Holding, Subsidiary and Associate Companies (including joint ventures):**
**23. (a) Names of holding/subsidiary /associate companies/joint ventures:**

S No.	Name of the holding/ subsidiary/ associate companies / joint ventures(A)	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity?(Yes/No)
	Nil	N.A.	Nil	N.A.

**VI. CSR Details:**
**24.**

(i)	Whether CSR is applicable as per section 135 of Companies Act, 2013	Yes
(ii)	Turnover(in Rs.)	252422.94 Lakhs
(iii)	Net worth (in Rs.)	100582.14 Lakhs

**VII. Transparency and Disclosures Compliances:**
**25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web –link for grievance redress policy)	2024-25			2023-24		
		Number of complaints filed during the year	Number of complaint pending resolution at close of the year	Remarks	Number of Complaints filed During The year	Number pending resolution at close of the year	Remarks
Communities	Any grievances arising in the community, regarding Company's operations, are communicated through direct representation to the HR Department or in other forms. Grievances reported are reviewed, addressed, and communicated suitably. If required the issue is escalated to Senior Management & MD for Review.	Nil	Nil	Nil	Nil	Nil	Nil
Investors (other than shareholders)	The Stakeholder Relationship Committee oversees and reviews all matters connected with the redressed of Investor Grievances and complaints. Investor grievances can be reported in the following email id <a href="mailto:cs@sportking.co.in">cs@sportking.co.in</a> and the same is prominently displayed on the Company's website, at <a href="https://sportking.co.in/investor-relations/">https://sportking.co.in/investor-relations/</a>	Nil	Nil	Nil	Nil	Nil	Nil

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web –link for grievance redress policy)	2024-25			2023-24		
		Number of complaints filed during the year	Number of complaint pending resolution at close of the year	Remarks	Number of Complaints filed During The year	Number pending resolution at close of the year	Remarks
Shareholders	Yes. shareholder can contact at <a href="mailto:cs@sportking.co.in">cs@sportking.co.in</a> for any grievances and the same is prominently displayed on the Company's website, at <a href="https://sportking.co.in/investor-relations/">https://sportking.co.in/investor-relations/</a>	5	Nil	Fully Resolved	8	Nil	Fully Resolved
Employees and workers	Yes, Whistle Blower policy is available at the Company's website at <a href="https://sportking.co.in/wp-content/uploads/2024/11/VIGIL-MECHANISM-WHISTLE-BLOWER-POLICY.pdf">https://sportking.co.in/wp-content/uploads/2024/11/VIGIL-MECHANISM-WHISTLE-BLOWER-POLICY.pdf</a>	Nil	Nil	Nil	Nil	Nil	Nil
Customers	Yes. Customers address their grievances through e-mail on <a href="mailto:rashimjindal@sportking.co.in">rashimjindal@sportking.co.in</a> or quick contact placed on Company's website: <a href="https://sportking.co.in/contact-us/">https://sportking.co.in/contact-us/</a>	Nil	Nil	Nil	Nil	Nil	Nil
Value Chain Partners	Complaints if any received from value chain partners are reviewed and managed by the respective departments. The Whistle Blower policy is available at the Company's website at <a href="https://sportking.co.in/wp-content/uploads/2024/11/VIGIL-MECHANISM-WHISTLE-BLOWER-POLICY.pdf">https://sportking.co.in/wp-content/uploads/2024/11/VIGIL-MECHANISM-WHISTLE-BLOWER-POLICY.pdf</a>	Nil	Nil	Nil	Nil	Nil	Nil
Other (please specify)	NA	Nil	Nil	Nil	Nil	Nil	Nil

**26. Overview of the entity's material responsible business conduct issues:**

The material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as under:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications Of the risk or opportunity (Indicate positive or negative implications)
1.	Energy Conservation	Opportunity	Energy conservation measures often involve optimizing processes, equipment, and systems to operate more efficiently. Implementing energy conservation measures can lead to significant cost savings.	NA	Positive
2.	Corporate Governance	Opportunity	The Code of conduct of the Company encourages all the Stakeholders to maintain good Corporate Governance Practices.	NA	Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications Of the risk or opportunity (Indicate positive or negative implications)
3.	Community Relations	Opportunity	The company implements impactful CSR programs to enhance local socio-economic well-being, fostering strong community relationships through approved projects guided by its Board-approved policy.	NA	Positive
4.	Human Capital Management (Employee wellbeing, employee engagement, diversity, and inclusion)	Opportunity	Sportking recognizes the importance of having a strong human capital. Strong human capital helps us in maintaining our consistent business growth and contributing to the development of society at large.	NA	Positive
5.	Diversity and Equal Opportunity	Opportunity	Diversity in the workforce improves the company's performance as it increases the likelihood of people from different states with different cultures together at the workplace.	NA	Positive
6.	Quality of Products and Project delivery	Opportunity	By consistently delivering high-quality products and services on time, the company can build a strong reputation for reliability, customer satisfaction, and excellence. This can lead to increased customer loyalty, positive word-of-mouth referrals, and a competitive edge in the market, ultimately driving growth and profitability for the company.	The in-house quality inspection ensures that all the products delivered are of the highest quality.	Positive
7.	Lower Cotton Production	Risk	Cotton, which is our main raw material is highly dependent on weather changes that could lower the harvest and surge the price significantly	We have a dedicated cotton team to monitor availability of exclusive its availability and its price fluctuations. The personnel at the cotton growing areas and their prudent & pragmatic cotton procurement strategies enable us to access quality cotton	Negative Implications

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES:**

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
<b>1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>b. Has the policy been approved by the Board? (Yes/No)</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>c. Web Link of the Policies, if available</b>	<p>P1: <a href="https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf">https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf</a></p> <p><a href="https://sportking.co.in/wp-content/uploads/2022/07/Code-of-Conduct-Policy.pdf">https://sportking.co.in/wp-content/uploads/2022/07/Code-of-Conduct-Policy.pdf</a></p> <p><a href="https://sportking.co.in/pdf/Related-Party-Transaction-Policy.pdf">https://sportking.co.in/pdf/Related-Party-Transaction-Policy.pdf</a></p> <p><a href="https://sportking.co.in/wp-content/uploads/2024/11/vigil-mechanism-whistle-blower-policy.pdf">https://sportking.co.in/wp-content/uploads/2024/11/vigil-mechanism-whistle-blower-policy.pdf</a></p> <p>P2 : <a href="https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf">https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf</a></p> <p>P3: <a href="https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf">https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf</a></p> <p><a href="https://sportking.co.in/wp-content/uploads/2022/07/Code-of-Conduct-Policy.pdf">https://sportking.co.in/wp-content/uploads/2022/07/Code-of-Conduct-Policy.pdf</a></p> <p>P4: <a href="https://sportking.co.in/wp-content/uploads/2025/08/CSR-POLICY.pdf">https://sportking.co.in/wp-content/uploads/2025/08/CSR-POLICY.pdf</a></p> <p><a href="https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf">https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf</a></p> <p><a href="https://sportking.co.in/wp-content/uploads/2022/07/Code-of-Conduct-Policy.pdf">https://sportking.co.in/wp-content/uploads/2022/07/Code-of-Conduct-Policy.pdf</a></p> <p>P5: <a href="https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf">https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf</a></p> <p>P6: <a href="https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf">https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf</a></p> <p>P7: <a href="https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf">https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf</a></p> <p>P8: <a href="https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf">https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf</a></p> <p><a href="https://sportking.co.in/wp-content/uploads/2025/08/CSR-POLICY.pdf">https://sportking.co.in/wp-content/uploads/2025/08/CSR-POLICY.pdf</a></p> <p>P9: <a href="https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf">https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf</a></p>								
<b>2. Whether the entity has translated the policy into procedures.(Yes /No)</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
<b>3. Do the enlisted policies extend to your value chain partners? (Yes/No)</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y

4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trust) standards (e.g.SA8000,OHSAS,ISO,BIS) adopted by your entity and mapped to each principle.		<ul style="list-style-type: none"><li>• Recycled Claim Standard 2.0 (RCS2.0)</li><li>• Fairtrade Certificate</li><li>• Global Recycled Standard (4.0)</li><li>• GLOBAL ORGANIC TEXTILE STANDARD 6.0 (GOTS6.0)</li><li>• ORGANIC CONTENT STANDARD 3.0 (OCS3.0)</li><li>• OEKO-TEX STANDARD 100</li><li>• ISO 9000:2015</li><li>• CMIA Certificate</li><li>• Higg Index Certificate</li></ul>																	
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.		Though not set any such specific commitment goals, we continue to adhere all the guiding principles.																	
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.																			
Governance, leadership and oversight																			
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure):  In keeping with Company’s commitment to reducing the environmental impact of business, the Company have implemented a rigorous risk assessment as part of Business Risk Management framework. The procedure entails a thorough examination of all of our processes, raw materials, products, and services, as well as identifying and quantifying the importance of Environmental Aspects and Associated Impacts.  The Company is socially responsible towards its employees and the community at large. The Company encourages to create and maintain a diverse, inclusive, and vibrant work environment that nurtures and motivates its employees.																			
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).										Name: Mr. Munish Avasthi Designation: Chairman and Managing Director DIN: 00442425									
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.										Yes, The Risk Management Committee and the Corporate Social Responsibility Committee constituted by the Board of Directors of the Company evaluate the sustainability related issues from time to time.									
10.Details of Review of NGRBCs by the Company:																			
Subject for Review		Indicate whether review was undertaken by Director/Committee of the Board/ Any other Committee									Frequency(Annually/Half yearly/ Quarterly/ Any other – please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action		All the policies are reviewed periodically or on a need basis by department heads, business heads, senior management personnel/ respective committees and placed before the Board of Directors as and when required. In the assessment, the efficacy of these policies is also reviewed and necessary changes to policies and procedures are implemented.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances		The Board of Directors reviews the Statutory Compliances on applicable laws.																	
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).If yes, provide name of the agency.		P1	P2	P3	P4	P5	P6	P7	P8	P9									
		No																	

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated: Not Applicable									
Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	<b>Not applicable</b>								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

### SECTIONC: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

#### Essential Indicators

#### 1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total Number of Training and awareness programmes hold	Topics/Principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	1	Familiarization was provided on various topics related to <ul style="list-style-type: none"> <li>Impact of on-going geo political issues on the Business of the company.</li> <li>Internal Financial Control.</li> <li>Updating on Rights and responsibilities of Independent Directors in line with the statutory Amendments</li> <li>Presentations on business and performance of the Company, to familiarize the Independent Directors with the strategy, operations and functions of the Company and to enable them to be in a position to take well-informed timely decisions and contribute significantly</li> </ul>	100%
Key Managerial Personnel	1	The KMP participated in sessions on various topics such as Corporate Governance, Corporate Social Responsibility, Business Growth and sustainability and various other regulatory updates.	100%



Segment	Total Number of Training and awareness programmes hold	Topics/Principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Employees other than BOD and KMPs	479	The Employee was given sessions on Creating a safe work environment (POSH). Conservation of Water & Energy, Various benefits of social security schemes and General policies of the company.	98%
Workers	485	The Workers were given sessions on Training On Operation of Machinery and equipment's , Creating a safe work environment (POSH), Fire & Safety, Mock Drill Waste Handling Training Programme, Various benefits of social security schemes, Work Ethics and Various training session like No child labour, No bribery, No discrimination etc	97%

**Note: The Company has three units located at different sites. The numbers mentioned above include training and awareness programs conducted across all units**

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs)with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format** Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Brief of the Case	Brief of the Case	Has an appeal been preferred?(Yes/No)
Penalty/Fine	Nil				
Settlement	Nil				
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Brief of the Case		Has an appeal been preferred?(Yes/No)
Imprisonment	Nil				
Punishment					

3. **Of the instances disclosed in Question 2 above, detail s of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.**

Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

The Whistle Blower Policy available at the Company's website at <https://sportking.co.in/wp-content/uploads/2024/11/vigil-mechanism-whistle-blower-policy.pdf>.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

No such action taken during the FY 2024-25 and 2023-24.

**6. Details of complaints with regard to conflict of interest:**

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
No. of complaints received in relation to issues of Conflict of Interest of the <b>Directors</b>	NIL	NA	NIL	NA
No. of complaints received in relation to issues of Conflict of Interest of the <b>KMPs</b>	NIL	NA	NIL	NA

**7. Provide details of any corrective action taken or underway on issues related to fines /penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest:**

Not Applicable

**8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:**

Particular	FY 2024-25	FY 2023-24
Number of days of accounts payables	10	13

**9. Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NIL	NIL
	b. Number of trading houses where purchases are made from	NIL	NIL
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NIL	NIL
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	33.13	29.05
	b. Number of dealers / distributors to whom sales are made	50	20
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	79.02	96.09
Share of RPTs in	a. Purchases (Purchases with related parties /Total Purchases) (%)	0.32	0.27
	b. Sales (Sales to related parties / Total Sales) (%)	0.44	0.46
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances) (%)	NIL	NIL
	d. Investments (Investments in related parties / Total Investments made) (%)	NIL	NIL

**Leadership Indicators**
**1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programmes held	Topics / principles covered under training	%age of value chain the partners covered (by value of business done with such partners) under the awareness programmes
Nil	NA	-

**2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/ No) If yes, provide details of the same.**

The Company's code of Conduct and policy on dealing with the related party transactions requires that the management avoids any transaction directly or indirectly in which they have a direct or indirect interest that conflict the interests of the Company. Further, every member of the Board and senior management is required to submit an affirmation of compliance with the provisions of the Code of Conduct annually.

**PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe:**

**Essential Indicators**

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Category	FY 2025	FY 2024	Details of improvements in environmental and social impacts
R&D	R & D process done at Units are for process improvement. There is no R&D investment made in the area to improve the environmental and social impacts of product and processes.		
Capex	NIL	7.13%	Meeting about 13-14% of our power requirement through Installation of Solar would further strengthen our green power

- Does the entity have procedures in place for sustainable sourcing?**

Yes

- If yes, what percentage of inputs was sourced sustainably?**

The Company has a policy to encourage a purchase of Organic Cotton, BCI (Better Cotton Initiative) certified cotton, and recycled Polyester Fibre. We also use recycled cotton fibre in our manufacturing. For this FY we procure sustainable/organic cotton about 35.87% from certified vendors who are compliant with social and environmental standards.

- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

- Plastics (including packaging): We collaborate with certified recyclers approved by the State Pollution Control Board (SPCB) and the Central Pollution Control Board (CPCB).
- E-waste: For the disposal of E-waste, we partner with and authorized CPCB / SPCB vendors.
- Hazardous waste: The hazardous waste generated from our operations is disposed through authorized CPCB/SPCB vendor per the compliance.
- Other waste: For waste materials that do not fall into the above categories, we evaluate the possibility of recycling or reusing them within our production processes before sending it for disposal.

- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes, Extended Producer Responsibility (EPR) norms are applicable to our entity's activities, and we adhere to these regulations as mandated by the Central pollution control boards.

**Leadership Indicators**

- Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)?**

No Life Cycle Assessment has been carried out for any product of the Company.

- If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Not Applicable

- Percentage of recycle d or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Not Applicable

- Of the products and packaging reclaimed at end of life of products, amount(in metric tonnes) reused, recycled, and safely disposed of:**

Not Applicable

- Reclaimed products and their packaging materials (as percentage of products sold) for each product category:**

Not Applicable

**PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains:**

### Essential Indicators

**1. a. Details of measures for the well-being of employees:**

Category	% of Employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/ A)	Number (C )	% (C/A)	Number (D )	% (D/A)	Number (E )	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	529	529	100%	529	100%	NA	NA	NA	NA	0	0
Female	20	20	100%	20	100%	20	100%	NA	NA	20	100
Total	549	549	100%	549	100%	20	4%	NA	NA	20	4%
Other than Permanent Employees											
Male	Nil										
Female											
Total											

**b. Details of measures for the well-being of workers:**

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/ A)	Number (C )	% (C/A)	Number (D )	% (D/A)	Number (E )	% (E/ A)	Number (F)	% (F/A)
Permanent Workers											
Male	3182	3182	100%	3182	100%	0	0.00	0	0	0	0
Female	3021	3021	100%	3021	100%	3021	100%	0	0	3021	100%
Total	6203	6203	100%	6203	100%	3021	48.70%	0	0%	3021	48.70%
Other than Permanent Workers											
Male	Nil										
Female											
Total											

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

	<b>FY 2024-25</b>	<b>FY 2023-24</b>
Cost incurred on well- being measures as a % of total revenue of the company	0.19	0.20

**2. Details of retirement benefits, for Current FY and Previous Financial Year:**

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	NA	100%	100%	NA
ESI	39.99%	97.40%	Y	38.11%	98.27%	Y

**\*All eligible employees are covered under ESI**

**3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps is being taken by the entity in this regard:**

We recognize the importance of meeting the requirements of the Rights of Persons with Disabilities Act, 2016 and are taking steps to support the needs of individuals with disabilities.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy:**

Our Company is dedicated to providing equal employment opportunities to all individuals, ensuring that no discrimination occurs based on age, colour, disability, marital status, nationality, race, religion, sex, or sexual orientation. The company is committed to fostering an inclusive work environment that is respectful and free from any form of harassment related to these factors. The Code of Business Ethics Policy adheres to all applicable regulations, taking into account the qualifications and merit of each individual. This policy serves as a guiding principle to promote fairness and diversity within the organization.

The Policy on Code of Business Ethics is available at the Company's website at <https://sportking.co.in/wp-content/uploads/2024/06/Code-of-Business-Ethics.pdf>.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	-	-
Female	-	-	-	-
<b>Total</b>	-	-	-	-

Female employees are covered under ESI and they can avail maternity leave and benefits as per ESI rules.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?  
 If yes, give details of the mechanism in brief.

	Yes/No	(If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes	The Company has established a transparent & impartial complaint resolution process with the goal of addressing concerns as quickly as possible & in compliance with the law. There has been a Code of Conduct for Workers which provides ways for assessing, investigating & reporting of complaints.  The workers of the Company may report their grievances / complaints to their respective Head of Departments / immediate superior which is escalated to the HR department of the Company in case of non- satisfactory resolution.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	The organization has a strong and detailed Grievance Redressal Mechanism in place to protect our employees. Procedures have been established to ensure that the process of registering a complaint, investigating it, and ultimately reaching an appropriate decision is handled professionally and confidentially.
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / Workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers irrespective category (A)	No. of employees / Workers in respective category, who are part of association(s) or Union (B)	% (B / A)
Total Permanent Employees						
Male	-	-	-	-	-	-
female	-	-	-	-	-	-
Total Permanent Workers						
Male	-	-	-	-	-	-
female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill up gradation		Total (D)	On Health and safety measures		On Skill up gradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E/ D)	No. ( F)	% (F/ D)
Employees										
Male	529	-	-	529	100%	525	-	-	525	100%
Female	20	-	-	20	100%	21	-	-	21	100%
Total	549	-	-	549	100%	546	-	-	546	100%
Workers										
Male	3182	3182	100%	3182	100%	2907	2907	100%	2907	100%
Female	3021	3021	100%	3021	100%	2521	2521	100%	2521	100%
Total	6203	6203	100%	6203	100%	5428	5428	100%	5428	100%

Note: The above data did not include Apprentice/Trainee



**9. Details of performance and career development reviews of employees and worker:**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (A)	No. (B)	% (B / A)
<b>Employees</b>						
Male	529	529	100%	525	525	100%
Female	20	20	100%	21	21	100%
<b>Total</b>	<b>549</b>	<b>549</b>	<b>100%</b>	<b>546</b>	<b>546</b>	<b>100%</b>
<b>Workers</b>						
Male	3182	3182	100%	2907	2907	100%
Female	3021	3021	100%	2521	2521	100%
<b>Total</b>	<b>6203</b>	<b>6203</b>	<b>100%</b>	<b>5428</b>	<b>5428</b>	<b>100%</b>

**10. Health and safety management system:**

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

The company has established a robust and comprehensive Occupational Health and Safety Management System, reflecting its strong commitment to safeguarding the well-being of all employees. This system provides a structured framework that ensures the consistent implementation of stringent safety protocols across all levels of the organization.

Regular safety audits, thorough risk assessments, and structured employee feedback mechanisms are integral to continuously identifying improvement opportunities and enhancing the overall safety culture. In addition, comprehensive training programs equip employees with the knowledge and skills necessary to uphold a safe and healthy work environment, reinforcing a shared responsibility and commitment to occupational health and safety.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

We are dedicated to maintaining safe and healthy operations globally, with a strong focus on protecting the lives and well-being of our employees and the communities surrounding our facilities. This commitment extends to safeguarding our assets, ensuring business continuity, and fostering public trust.

To uphold these standards, the Company conducts regular health, safety, and environmental (HSE) inspections, tests, and monitoring activities across all devices, equipment, process systems, and facility infrastructure. These activities are carried out in accordance with established procedures and specified frequencies. All results are carefully evaluated to identify potential risks, and where necessary, appropriate remedial actions and implementation schedules are developed.

For non-routine operations, the Company ensures that comprehensive HSE risk assessments, studies, classifications, and clearances are performed by qualified and trained professionals prior to commissioning. We also ensure that suitable engineering and administrative controls are integrated into the design and construction of all facilities and operating systems. These measures are implemented to comply with legal requirements and to protect employees, nearby communities, and the environment from physical, health, and environmental hazards.

- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.**

Yes, the Company has established efficient protocols that enable the employees or workers to promptly identify and report any potential hazards in their work environment, aiming to ensure the prevention and elimination of any such risks. The Company's internal team consistently conducts thorough checks or inspections and assessment in collaboration with workers, addressing their concerns regarding workplace safety and promptly reporting any identified hazards

- d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services?**

Yes, company believes in establishing an environment in which employees' needs, in addition to their salary, are met. Employees and workers have access to medical benefits through Company provided insurance policies, funded medical support and where applicable, statutory benefits under ESIC

**11. Details of safety related incidents, in the following format**

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

**12. Describe the measures taken by the entity to ensure a safe and healthy work place.**

Company values its employees, considering them as the company's most important assets. The company has implemented measures to ensure a safe and healthy work environment, especially for its majority workforce in manufacturing facilities. Communication about safety matters is a priority at company. Regular inspections and audits are conducted to monitor compliance and identify potential risks. An Occupational Health system is also in place to address preventive healthcare needs of the employees. The company has designed its workplaces to be healthy and conducive for work. Spaces are open and well-ventilated, with natural light enhancing productivity. Company has also provided breakout areas and relaxation spaces for employees to take short breaks and recharge. This commitment to safety, employee well-being, and thoughtful workplace design shows our concern for the health and overall development of its workforce.

**13. Number of Complaints on the following made by employees and workers:**

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	Nil	Nil	Nil	Nil
Health & Safety	Nil	Nil	Nil	Nil	Nil	Nil

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:**

No significant risks or incident had occurred.

**Leadership Indicators**

1. Does the entity extend any life insurance or any compensatory package in the event of death of

(A) Employees- Yes

(B) Workers - Yes

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners:

The Company timely discuss with the value chain partners with regard to timely deduction and deposit of statutory dues with the Authority as per applicable laws, rules and regulations. In case of any difficulty by the value chain partner, they can approach the Company for help.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

The Company offers transitional assistance programs to support retired employees. Where appropriate, and subject to business needs, the Company may engage retired employees as short-term consultants. Such engagements are contingent upon mutual agreement and are governed by separate consulting agreements, which define the scope of work, duration, compensation, and other relevant terms. Participation in these programs is voluntary and based on the availability of suitable opportunities and the individual's expertise

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Nil
Working Conditions	Nil

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.**

**Essential Indicators**

1. Describe the processes for identifying key stakeholder groups of the entity:

We recognize as key stakeholders all individuals, groups, institutions, or entities that significantly influence or contribute to our business operations, add value, or form an integral part of our value chain. Our stakeholders encompass both internal and external parties, with relationships that may be direct or indirect. Key stakeholders include employees, investors, suppliers, business partners, customers, government authorities, management, financial institutions, and the broader community.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please Specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
<b>Employees / Workers</b>	No	Training programmes, Circulars and email communications, employee engagement programmes, sports, cultural and extra curricular events	On-going	To exchange ideas and suggestions, provide merit based opportunity for professional growth and to create an inclusive workplace
<b>Vendors</b>		Assessment of suppliers and vendors, email communication and calls, project review meeting	On-going	Business related discussions, techno commercial discussions, grievance redressal etc
<b>Customers</b>		In-person and virtual interactions, personal visits to customer, customers' visit to plants, participation in meetings, exhibitions, conferences and events both nationally and internationally. Regular emails, updates through various software and social media.	Weekly and Quarterly Annually Monthly and when Needed	We engage with our customers to ensure regular supply of the products, keep them informed about new products, and maximize the outreach of our products.
<b>Govt Regulators</b>		Official communication channels including mail, service portals, in-person and virtual meetings, filing of reports, documents, and Supporting information. In the course of regulatory audits/ inspections, compliance reviews or plant and site visits.	As and when required during the course of the Business.	Communication with the government and regulatory bodies includes compliance with regulatory requirements, filing of reports, information, documents, supporting information, environmental impact assessments, social welfare initiatives, and community engagement programs.
<b>Shareholder &amp; Investors</b>		Annual report, press releases, newspaper publications, Investor presentations, Corporate website, Quarterly & Annual results, Annual General Meetings , Investor Meets	Annually, Periodically, Quarterly or based on an event	We engage with them so that they can take an informed decision to invest in our Company. The key area of engagement includes an update on the business and financial performance, Company's strategy and growth levers, potential opportunities and risks.
<b>Bankers &amp; Financial Ins.</b>		Website, Email, Consortium Meetings, One to one Meetings, Letters and routine reporting's .	On-going	To avail loans and finance from them and to sanction any other facility.

### Leadership Indicators

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

Risk Management Committee is responsible for the internal and external ESG related risks. Additionally, the Committee ensures the implementation of appropriate methodologies, processes, and systems to monitor and evaluate ESG risks and to keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.

- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, stakeholder consultation plays a pivotal role in the identification and management of environmental and social topics. By engaging with our stakeholders, including customers, dealers, suppliers, investors, employees, communities, industry associations, and regulatory bodies, we discuss the key concerns of the stakeholders. This collaborative approach ensures that the stakeholder perspectives and concerns are considered in our business decisions making our policies and activities more aligned with sustainable practices.

- Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

Our company is committed to inclusive development, actively engaging with disadvantaged, vulnerable, and marginalized communities through its corporate social responsibility (CSR) initiatives. The company recognizes the importance of addressing the needs and concerns of these underserved groups, striving to create opportunities for their upliftment and empowerment. Through its CSR endeavours, we supports underprivileged sections with welfare programs, career growth opportunities, and financial assistance for sportspersons and athletes. PTC is committed to fostering a more inclusive society is evident in its thoughtful and impactful CSR programs.

### PRINCIPLE 5: Businesses should respect and promote human rights.

Respect for Human Rights is fundamental to the way we manage our business. This includes respecting and promoting the human rights of our employees, our external business partners, and the communities in which we live, serve, and operate

### Essential Indicators

- Employees and workers who have been provided training on human rights issues and policies of the entity, in the following format:**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of Employees, workers covered (B)	% (B/ A)	Total (C)	No. of Employees, workers covered (D)	% ( D/C)
<b>Employees</b>						
Permanent	549	549	100%	546	546	100%
Other than Permanent	Nil					
<b>Total Employees</b>	<b>549</b>	<b>549</b>	<b>100%</b>	<b>546</b>	<b>546</b>	<b>100%</b>
<b>Workers</b>						
Permanent	6203	6203	100%	5428	5428	100%
Other than permanent	Nil					
<b>Total Workers</b>	<b>6203</b>	<b>6203</b>	<b>100%</b>	<b>5428</b>	<b>5428</b>	<b>100%</b>

**2. Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. ( C)	% ( C / A)		No. (E)	% (E/ D)	No. ( F)	% (F/ D)
Employees										
Permanent	549	23	4.18%	526	95.82%	546	32	5.86%	514	94.14%
Male	529	21	3.97%	508	96.03%	525	28	5.33%	497	94.67%
Female	20	2	10.00%	18	90.00%	21	4	19.05%	17	80.95%
Other than Permanent	Nil									
Male										
Female										
Workers										
Permanent	6203	4637	74.765	1566	25.23%	5428	4205	77.47%	1223	22.53%
Male	3182	1845	57.97%	1337	42.01%	2907	1817	62.50%	1090	37.50%
Female	3021	2792	92.41%	229	7.58%	2521	2388	94.72%	133	5.28%
Other than Permanent	Nil									
Male										
Female										

**3. Details of remuneration/salary/wages,**

- **Median remuneration / wages:**

Particular	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors(BOD)- Independent Director	2	35000	1	30000
Key Managerial Personnel*	4	2898553	0	NA
Employees other than BOD and KMP	525	337200	20	253680
Workers	3182	152088	3021	152088

\*KMP Remuneration includes Managing Director, Wholetime Director, Chief Financial Officer and Company Secretary.

- **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
<b>Gross wages paid to females as % of total wages</b>	33.47%	26.12



**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, Human Resources department is responsible for addressing any issues or impacts related to human rights. The company has established a comprehensive Business Ethics Policy, providing employee with a clear avenue to report their complaints or grievances. Employees are encouraged to voice their concerns, either to the HR department or directly to senior management if necessary. The policy strictly prohibits any form of retaliation or reprisal against those who raise concerns in accordance with the policy.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Company has established Business Ethics Policy which acts as guidance mechanism to address grievances related to human rights issues and other internal grievances.

The Company has an easily accessible internal mechanism for grievance redressal, handled by the HR head. The HR head are readily available to receive and address any issues or concerns relating to unethical behaviour that may have risen within the organization, complaints or concerns can be mailed and even conveyed verbally too. The Company strongly condemns all forms of unethical behaviour and is committed to upholding its value. In the event of any violation of the Company's values and code of conduct, the HR head and administrator will initiate a thorough investigation and enforce disciplinary measures

**6. Number of Complaints on the following made by employees and workers:**

	FY 2024-25			FY 2023-24		
	Filed during the Year	Pending Resolution at the end of the Year	Remarks	Filed during the Year	Pending Resolution at the end of the Year	Remarks
Sexual Harassment	Nil	Nil	NA	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	Nil	Nil	NA	Nil	Nil	NA
Other human rights related issues	Nil	Nil	NA	Nil	Nil	NA

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format :**

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees / workers	-	-
Complaints on POSH upheld	-	-

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:**

The company through its policy encourages employees to report matters without the risk of subsequent victimisation, discrimination or disadvantage. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. Further there is a Internal Committee which looks into all POSH related complaints. It ensures that these are no adverse consequences to the complainant. It follows the SOP designed to be followed for all POSH complaints.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes

**10. Assessments for the year:**

	% your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	100%

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

No such incident of non-compliance has been observed during assessment

**Leadership Indicators**

**1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**

We are committed to upholding human rights is reinforced by our code of conduct, policies, and whistle blower channels. There have been no human rights grievances/complaints which resulted in introduction/ modification of business process.

**2. Details of the scope and coverage of any Human rights due-diligence conducted:**

No specific human rights due diligence is conducted.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

All the premises/ offices of the entity are accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

**4. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	-
Discrimination at workplace	-
Child labour	-
Forced Labour/ Involuntary Labour	-
Wages	-
Others-please specify	-

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

Not Applicable

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment:**

**Essential Indicators**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2024-25	FY 2023-24
<b>From renewable sources (GJ)</b>		
Total electricity consumption(A)	122691	87669
Total fuel consumption(B)	-	-
Energy consumption through Other sources(C)	-	-
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>122691</b>	<b>87669</b>
<b>From non-renewable sources (GJ)</b>		
Total electricity consumption(D)	843606	861418
Total fuel consumption(E)	247	355
Energy consumption through Other sources(F)	-	-
<b>Total energy consumed from non- renewable sources (D+E+F)</b>	<b>843853</b>	<b>861773</b>
<b>Total energy consumed (GJ) (A+B+C+D+E+F)</b>	<b>966544</b>	<b>949442</b>
Energy intensity per rupee of turnover (Total energy consumption in Units/turnover in rupees)	0.01	0.01
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)</b>	-	-
Energy intensity in terms of physical Output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- **NO**

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Yes

Unit Name	PAT Cycle	Year	Assessment TOE	Target TOE	Achieved TOE
Ludhiana-Village kanech	VII	2022-23 to 2024-25	0.4427	0.4251	0.33
Bathinda-Village Jida	VII	2022-23 to 2024-25	0.3700	0.3657	0.35

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2024-25	FY 2023-24
<b>Water withdrawal by source (in kilo litres)</b>		
(i) Surface water	NA	NA
(ii) Ground water (including STP)	630821	5,50,190
(iii) Third party water	NA	NA
(iv) Seawater/desalinated water	NA	NA
(v) Others	NA	NA
<b>Total volume of water withdrawal (in kilo litres) (i+ii+iii+iv+v)</b>	<b>630821</b>	<b>5,50,190</b>
<b>Total volume of water consumption (in kilo litres)</b>	<b>630821</b>	<b>5,50,190</b>
<b>Water intensity per rupee of turnover (Water consumed/turnover)</b>	0.00	0.00
<b>Water intensity (optional)- the – the</b> Relevant metric may be selected by the entity	NA	NA

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)  
 If yes, name of the external agency.

Independent testing has been carried out for treated water/ ground water by Punjab Pollution Control Board.

**4. Provide the following details related to water discharged:**

Parameter	FY 2024-25	FY 2023-24
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
<b>(i) To Surface water</b>	<b>Not applicable</b>	<b>Not applicable</b>
-No treatment		
-With treatment - please specify level of treatment		
<b>(ii) To Groundwater</b>	<b>Not applicable</b>	<b>Not applicable</b>
-No treatment		
-With treatment - please specify level of treatment		
<b>(iii) To Seawater</b>	<b>Not applicable</b>	<b>Not applicable</b>
-No treatment		
-With treatment - please specify level of treatment		
<b>(iv) Sent to third - parties</b>	<b>Not applicable</b>	<b>Not applicable</b>
-No treatment		
-With treatment - please specify level of treatment		
<b>v) Others</b>	<b>Not applicable</b>	<b>Not applicable</b>
-No treatment		
-With treatment - please specify level of treatment		
<b>Total water discharged (in kilolitres)</b>	<b>Not applicable</b>	<b>Not applicable</b>

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Currently, none of our facilities are a Zero Liquid Discharge site. However, we have implemented wastewater purification systems across all our manufacturing sites to maintain the quality of discharged wastewater within the permissible limits set by CPCB or the SPCBs.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format**

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	NA	NA	NA
SOx	NA	NA	NA
Particulate matter (PM)	NA	NA	NA
Persistent organic Pollutants (POP)	NA	NA	NA
Volatile organic Compounds (VOC)	NA	NA	NA
Hazardous air Pollutants (HAP)	NA	NA	NA
Others—please specify	NA	NA	NA

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?(Y/N) If yes, name of the external agency.- No

**7. Provide details of green house gas emissions (Scope1 and Scope 2 emissions) & its intensity, in the following format.**

Parameter	Unit	FY 2024-25	FY 2023-24
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	NA	NA
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	NA	NA
<b>Total Scope1 and Scope 2 emissions per rupee of turnover</b>	NA	NA	NA
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	NA	NA	NA
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>	NA	NA	NA
<b>Total Scope 1 and Scope 2 emission intensity (optional)</b> – the relevant metric may be selected by the entity	NA	NA	NA

**8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Yes, the Company has embarked on a carbon emission reduction journey and has developed a ESG roadmap with several initiatives to achieve this goal. The Company has also focussed on improving energy efficiency in manufacturing processes by adopting advanced technologies, optimising equipment efficiencies and implementing energy management systems. The Company is implementing interventions such as solar projects and waste generation reduction.

**9. Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2024-25	FY 2023-24
<b>Total Waste generated(in metric tonnes)</b>		
Plastic waste(A)	12.87	0.51
E-waste (B)	1.93	1.46
Bio-medical waste(C)	NA	NA
Construction and demolition waste(D)	NA	NA
Battery waste(E)	NA	NA

Parameter	FY 2024-25	FY 2023-24
Radio active waste(F)	NA	NA
Other Hazardous waste. Please specify, if any.(G)	0.33	0.55
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	NA	NA
<b>Total(A+B+C+D+E+F+G +H)</b>	<b>15.13</b>	<b>2.52</b>

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
<b>Waste intensity per rupee of turnover</b> (Total waste generated / Revenue from operations)	<b>0.00</b>	<b>0.00</b>
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP)	-	-
<b>Waste intensity in terms of physical output</b>	-	-
<b>Waste intensity (optional)</b> –the relevant metric may be selected by the entity	-	-
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	NIL	NIL
(ii) Re-used	NIL	NIL
(iii) Other recovery operations	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	NIL	NIL
(ii) Landfilling	NIL	NIL
(iii) Other disposal operations	15.13	2.52
<b>Total</b>	<b>15.13</b>	<b>2.52</b>

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

In any industry, effective waste management and minimisation should be a priority ensuring that the wastes generated from operations pose no adverse impact on human and environmental health. Our sites comply with all applicable health, safety and environmental requirements, and we ensure waste materials are sent for disposal in the most sustainable manner. Our waste management approach continues to evolve as we improve identification and accounting of our waste.

Further to manage any wastes, we follow industry best practices, including segregation, recycling and responsible disposal methods. Our goal is to minimize environmental impact, promote sustainability, and comply with relevant regulations governing waste management.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Not Applicable

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not Applicable

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

The Company strictly adheres to all relevant environmental laws, regulations, and guidelines in India, ensuring full compliance. Further consent to Operate taken Under Punjab Pollution Control Board for all Units.

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

#### Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

5 Chambers/Associations.

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers/association	Reach of trade and industry chambers/ associations (State/National)
1.	Federation of Indian Export Organizations (FIEO)	National
2.	Confederation of Indian Industry [CII]	National
3.	The Cotton Textiles Export Promotion Council (TEXPROCIL)	National
4.	The Synthetic and Rayon Textiles Export Promotion Council (SRTEPC)	National
5.	Northern India Textile Mill's Association (NITMA)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
There were no incidents of anti-competitive behaviour involving the Company during the reporting period		

#### Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly /Others –please specify)	Web Link, if available
-	-	-	-	-	-



**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development:**

Company recognizes its responsibilities towards society by ensuring the well-being and creating a positive impact on their lives. The Company has a well-designed Corporate Social Responsibility Policy which is in line with the Companies Act, 2013, and believes to work for wider socio-economic objectives and has always endeavoured to meet the expectations of the communities by carrying out the socio-community and development activities. The Company's CSR Policy outlines the Company's philosophy & the mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large as part of its duties as a responsible corporate citizen. The Policy on Corporate Social Responsibility (CSR) is available at the Company's website at <https://sportking.co.in/wp-content/uploads/2025/08/CSR-POLICY.pdf>.

**Essential Indicators**

- Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
No Social Impact Assessments (SIA) of project have been undertaken by the Company in the current year since it is not applicable to the Company.					

- Provide information on project(s) for which on-going Rehabilitation and Resettlement (R&R) is being undertaken by your entity in following format:-**

S. No.	Name of Project for which R&R is on-going	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
No rehabilitation and resettlement were undertaken by the Company during this reporting period.						

- Describe the mechanisms to receive and redress grievances of the community.**

The Company has dedicated few team members, who are responsible for regularly monitoring the progress of CSR projects. This team maintains consistent engagement with the communities in the areas where the Company operates. Any grievances that arise are promptly and effectively addressed by the team ensuring timely resolution.

- Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	Nil	Nil
Sourced directly from within the district and neighbouring districts	17.97%	3.00%

- Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2024-25	FY 2023-24
Rural	63.79	67.80
Semi-urban	27.91	16.73
Urban	4.68	12.20
Metropolitan	3.63	3.28

Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

**Leadership Indicators**

- Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	Corrective action taken
Nil	NA

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

Not Applicable as no CSR projects were undertaken in designated aspirational districts as identified by government bodies

S. No.	State	Aspirational District	Amount spent (In INR)
Not Applicable			

**3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups?**

The company does not have any preferential procurement policy at present.

**(b) From which marginalized /vulnerable groups do you procure?**

Not Applicable

**(c) What percentage of total procurement (by value) does it constitute?**

Not Applicable.

**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

Not Applicable, no benefits derived and shared from the intellectual properties owned or acquired

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share

**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Not Applicable

Name of authority	Brief of the Case	Corrective action taken
-	-	-

**6. Details of beneficiaries of CSR Projects:**

S. No.	CSR Project	No. of persons benefited from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Health care Support	Public at large	The beneficiaries of Company's CSR Programs and projects are from all sections of the society in our area of influence.
2.	Rural Development		
3.	Eradication of poverty		

**PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner:**

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Head of the Marketing Department (HOD) is primarily responsible for handling customer complaints. Once a complaint is received, the product is sent to the relevant department for investigation, and the Managing Director (MD) is informed by email or phone. If the complaint relates to product quality, it is referred to the Head of the Quality Assurance Department (QAD). Each complaint is carefully reviewed to identify the root cause. Depending on the severity and nature of the issue, a visit to the customer may be arranged to assess the situation. The HOD of Marketing may also join this visit, if necessary. A detailed report is then shared with the MD. Corrective actions are implemented to prevent similar issues, and their effectiveness is reviewed regularly. We also collect customer feedback after sales, and have consistently maintained 100% satisfaction in our customer satisfaction index.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Particular	as a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

**3. Number of consumer complaints in respect of the following:**

	FY 2022-23		Remarks	FY 2023-24		Remarks
	Received during the Year	Pending Resolution at end of year		Received during the Year	Pending Resolution at end of year	
Data Privacy	Nil	Nil	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil	Nil	Nil
Cyber-security	Nil	Nil	Nil	Nil	Nil	Nil
Delivery of essential services	Nil	Nil	Nil	Nil	Nil	Nil
Restrictive Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Unfair Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Other	Nil	Nil	Nil	Nil	Nil	Nil

**4. Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary Calls	No such case reported	
Forced calls		

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes. The Risk management Policy is available on the Company's website <https://sportking.co.in/wp-content/uploads/2022/07/Risk-Management-Policy.pdf>.

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

No such incident related to the mentioned topic has been reported.

**7. Provide the following information relating to data breaches:**

- Number of instances of data breaches- **Nil**
- Percentage of data breaches involving personally identifiable information of customers- **Nil**
- Impact, if any, of the data breaches- **Nil**

**Leadership Indicators**
**1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available):**

The information on Company's products can be accessed through Company's websites i.e. [www.sportking.co.in](http://www.sportking.co.in).

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services:**

The company display safety and responsible usage of products on carton boxes. Also we regular interact with our customers on the quality and safety of our products, as well as their appropriate use.

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services:**

Not Applicable

**4. a. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief.**

The company display only mandated product information on carton boxes.

**b. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Yes

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

**Munish Avasthi  
Chairman & Managing Director  
DIN: 00442425**

**Place: Ludhiana  
Date: 02.08.2025**

## **CORPORATE GOVERNANCE REPORT**

The Company strives to adopt the highest standards of excellence in Corporate Governance. The Company has consistently practiced good Corporate Governance norms for the efficient conduct of its business and meeting its obligations towards all its stakeholders viz., the shareholders, customers, employees and the community in which the Company operates. The Company has established procedures and systems to be fully compliant with the requirements stipulated by the Securities and Exchange Board of India under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ["SEBI Listing Regulations"]. The principles governing the disclosures and obligations have been implemented in a manner so as to achieve the objectives of Corporate Governance.

The Company's continued endeavor is to achieve good governance which ensures our performance rules with integrity whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our employees, shareholders, consumers and the community at large. Apart from the compliance with the statutory provisions of the Companies Act, Allied Acts and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is in compliance with all the requirements of the Corporate Governance code as enriched in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We believe that sound Corporate Governance is critical to enhance and retain stakeholder's trust.

### **1. COMPANY'S PHILOSOPHY**

- (a) Satisfy the spirit of the law and not merely the letter of the law. Corporate Governance standards should go beyond the law.
- (b) Be transparent and maintain a high degree of disclosure levels.
- (c) Respect for people, consumer delight, Integrity, Quality and Shareholder's value
- (d) Achieving excellence through continuous innovation & creativity
- (e) Faith in individual potential and respect for human values
- (f) Pioneer in its sector by investing in people and technology.

### **2. BOARD OF DIRECTORS**

#### **SIZE & COMPOSITION:**

Your Company's Board is well-balanced and diverse mix of Executive and Non-Executive Directors with majority of the Board Members comprising Independent Directors and the same is also in line with the applicable provisions of Companies Act, 2013 ("The Act") and SEBI LODR Regulations. Each director possesses the necessary qualifications, experience, and expertise in their respective functional areas, enabling them to fulfill their responsibilities and provide strong leadership to the management team.

As of 31<sup>st</sup> March, 2025 the Company's Board of Directors comprises of 6 Directors. Out of these, 2 are Executive Directors and 4 are Non-Executive Directors, including 3 Independent Directors. The composition of the Board is in conformity with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Companies Act, 2013 ("the Act"). The composition of the Board, category of Directorship, Director Identification Number ('DIN') and shareholding of Directors as 31.03.2025 are as follow:

<b>Name of the Directors</b>	<b>DIN</b>	<b>Category</b>	<b>No. of equity shares held in the Company</b>
Mr. Munish Avasthi	00442425	Executive/ Managing Director / Promoter	2,20,21,580
Mr. Naresh Kumar Jain*	00254045	Executive / Non Promoter Director	38,630
Mrs. Anjali Avasthi	06911970	Non- Executive /Non Independent Director	80,770
Mr. Prashant Kochhar	07298730	Non- Executive/ Independent Director	NIL
Dr. Sandeep Kapur	07016726	Non –Executive/ Independent Director	NIL
Mrs. Harpreet Kang	03049487	Non- Executive/ Independent Director	NIL

\*Due to Sudden demise, Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025.

#### **Notes:**

\*\*The Board of Directors appointed Mr. Chetan Rupal (DIN: 00253536) as Executive (Non-Independent) Director of the Company in their meeting held on 02nd August 2025.

\*\*\*The Board of Directors appointed Mr. Puneet Singhania (DIN: 01551462) as Independent Director of the Company in their meeting held on 02<sup>nd</sup> August 2025.

**BOARD MEETINGS:**

The board generally meets once in each quarter and the gap between any two board meetings was not more than 120 days. During the year under review Board of Directors met on 4 (four) occasions, on the following Dates:

- 27<sup>th</sup> April, 2024
- 20<sup>th</sup> July, 2024
- 26<sup>th</sup> October, 2024
- 25<sup>th</sup> January, 2025

Agenda papers containing the necessary information/ documents are made available to the board to discharge its responsibility effectively and take effective decisions. The information as specified in Regulation 17(7) of the SEBI (LODR) Regulation 2015 is regularly made available to the board. The Stock Exchanges were informed about the outcome of the Board Meeting as soon as the meeting concluded.

The Board Members attendance at the Board meetings, last Annual General Meeting and Directorship/ Committee Memberships in other Public Limited Companies are as under-

Name of the Directors	No. of Board Meetings Attended	Attendance at the AGM held On 17.08.2024	Total No. Of Directorships in other Public Companies	Directorship held in other Public Ltd. Companies/ Category of Directorship	Total no. of Committee Memberships in other Public Companies	Total no. of Committee Chairmanships in other Public Companies
Mr. Munish Avasthi	4	Yes	-	-	-	-
Mr. Naresh Kumar Jain*	4	Yes	-	-	-	-
Mrs. Anjali Avasthi	4	Yes	-	-	-	-
Mr. Prashant Kochhar**	4	Yes	-	-	-	-
Dr. Sandeep Kapur	3	Yes	5	Vardhman Acrylics Limited (Non-Executive Independent Director)  Ralson India Limited (Non-Executive Independent Director)  Ludhiana Smart City Limited (Nominee Director)  Kangaro Industries Limited (Non-Executive Independent Director)  Vardhman Yarns and Threads Limited (Non-Executive Independent Director)	3	1
Mrs. Harpreet Kang	3	No	1	Vardhman Textiles Limited (Non-Executive Independent Director)	2	1

\* Due to Sudden demise, Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025.

\*\* In accordance with the provisions of Section 149(10) and (11) of the Companies Act, 2013, and the applicable rules and regulations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prashant Kochhar, Independent Director of the Company, shall retire upon the conclusion of the Annual General Meeting to be held on 30th August 2025, having completed two consecutive terms of five years each — the maximum permissible tenure for an Independent Director under the Companies Act, 2013. The Board of Directors, at its meeting held on 02nd August 2025 placed on record its deep appreciation for the invaluable guidance, leadership, and contributions made by Mr. Kochhar during his tenure.

**Notes**

1. The above mentioned Directorships exclude private limited companies, foreign companies and Companies under Section 8 of the Companies Act, 2013.
2. Committee includes Audit Committee and Stakeholders Relationship Committee.
3. As mandated by Regulation 17A and 26 (1) (b) of the Listing Regulations, None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an Independent Director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies have been made by the Directors.
4. Except, Mr. Munish Avasthi (Managing Director) and Mrs. Anjali Avasthi (Non-Executive Non Independent Director) none of the Directors are related to each other.

**CHART OR A MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS.**

The Board consists of eminent individuals having expertise and experience in various fields who understand and respect their roles and responsibilities towards stakeholders of the Company, including the duties and powers prescribed under the provisions of the Companies Act, 2013, and any other applicable laws, and strive to meet their expectations. The Board also confirms that in the opinion of the Board, the Independent Directors fulfil the conditions specified in Listing Regulations and are independent of the management. The Board Mix provides a combination of professionalism, knowledge, skills, expertise, industry and business understanding and experience as required in the industry and further meets the criteria prescribed under the Board Diversity Policy adopted by the Board

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which is currently available with the Board:

Sr. No.	Skill/Expertise/Competencies	Names of Directors who have such Skill/Expertise/Competencies					
		Mr. Munish Avasthi	Mr. Naresh Kumar Jain	Mrs. Anjali Avasthi	Mr. Prashant Kochhar	Dr. Sandeep Kapur	Mrs. Harpreet Kang
1.	Industry Knowledge/Experience	✓	✓	✓	✓	✓	✓
2.	Knowledge of Sector	✓	✓	✓			✓
3.	Accounting, Finance and Banking	✓	✓	✓	✓	✓	✓
4.	Business Strategy and Planning Management	✓	✓	✓	✓	✓	✓
5.	Marketing Management	✓	✓	✓		✓	
6.	Corporate Governance	✓	✓	✓	✓	✓	✓
7.	Legal & Risk Management	✓	✓	✓	✓	✓	✓
8.	Compliance focus Management	✓	✓	✓	✓	✓	✓
9.	Foreign Exchange Management	✓	✓	✓	✓	✓	✓
10.	Project Management	✓	✓	✓	✓	✓	✓

**Confirmation from the Board of Directors in context to Independent Directors:**

In terms of Section 149(7) of the Companies Act, 2013, the Independent Directors have given a declaration to the Company that they meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations. The Board confirms that the Independent Directors fulfil the conditions specified in terms of the Companies Act, 2013 and the Listing Regulations and that they are Independent of the management of the Company. All the Directors are in compliance with the limit on Independent Directorships of listed Companies as prescribed under Regulation 17A of the Listing Regulations. The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company as required in terms of Regulation 46 of the Listing Regulations.



None of the Independent Directors serve as Independent Director in more than seven listed entities. Each of the Independent Directors has registered their names on the online databank maintained by the Indian Institute of Corporate Affairs.

**Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided:**

No Independent Director has resigned before expiry of his/her tenure.

#### SENIOR MANAGEMENT

The names of Senior Management Personnel are as under:

S. No.	NAME	DESIGNATION
1	Mr. Shiv Kumar Sharma	President- Production
2	Mr. Rashim Jindal	President (Marketing & Raw Materials)
3	Mr. Devender Singh Yadav	Vice President HR

#### Disclosure of Certain Types of Agreements Binding Listing Entities

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements Regulations) (Second Amendment) Regulations, 2023: **Not Applicable**

### 3. BOARD COMMITTEE (S), THEIR COMPOSITION AND TERMS OF REFERENCE AS ON 31.03.2025

The Board currently has **5 Committees**:

Audit Committee;
Nomination and Remuneration Committee;
Stakeholders' Relationship Committee;
Corporate Social Responsibility Committee and
Risk Management Committee.

The terms of reference of the Board Committees are in compliance with the provisions of the Companies Act, 2013, SEBI LODR Regulations and are also reviewed by the Board from time to time. The Board is responsible for constituting, assigning and co-opting the members of the Committees. The meetings of each Board Committee are convened by the Company Secretary in consultation with the respective Committee Chairperson. The role and composition of these Committees including the number of meetings held during the financial year and the related attendance are provided in the subsequent paragraphs.

#### AUDIT COMMITTEE:

##### Composition

The Audit Committee was constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Composition of the Committee as at March 31, 2025 was as under:

Sr. No.	Name of the Directors	Designation	Category
1.	Mr. Prashant Kochhar	Chairman	Non-Executive Independent Director
2.	Dr. Sandeep Kapur	Member	Non-Executive Independent Director
3.	Mrs. Harpreet Kang	Member	Non-Executive Independent Director
4.	Mr. Naresh Kumar Jain	Member	Executive Non-Promoter Director

Three out of four members of the Audit Committee are Non-Executive Independent Directors and Mr. Prashant Kochhar is the Chairman of the Committee. All the members of Audit Committee are financially literate and Chairman of the Committee possesses expertise in legal, finance and accounting matters. Mr. Lovlesh Verma, Company Secretary of the Company is the Secretary of the Committee.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee. The committee met Four (4) times during the financial year under review on 27.04.2024, 20.07.2024, 26.10.2024, 25.01.2025. The attendance of committee members is as under:

Name of the Directors	Designation	Category	No(s.) of Meetings Attended
Mr. Prashant Kochhar	Chairman	Non-Executive Independent Director	4/4
Dr. Sandeep Kapur	Member	Non-Executive Independent Director	3/4
Mrs. Harpreet Kang	Member	Non-Executive Independent Director	3/4
Mr. Naresh Kumar Jain*	Member	Executive Non-Promoter Director	4/4

\*Due to Sudden demise Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025 and consequently member of the committee.

The Board of Directors reconstituted the Audit Committee in their meeting held on 02<sup>nd</sup> August 2025 which is as under:

Sr. No.	Name of the Directors	Designation	Category
1.	Mr. Prashant Kochhar*	Chairman	Non-Executive Independent Director
2.	Dr. Sandeep Kapur	Member	Non-Executive Independent Director
3.	Mrs. Harpreet Kang	Member	Non-Executive Independent Director
4.	Mr. Puneet Singhania	Member	Non-Executive Independent Director
5.	Mr. Chetan Rupal	Member	Executive Non-Promoter Director

\*In accordance with the provisions of Section 149(10) and (11) of the Companies Act, 2013, and the applicable rules and regulations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prashant Kochhar, Independent Director of the Company, shall retire upon the conclusion of the Annual General Meeting to be held on 30th August 2025, having completed two consecutive terms of five years each — the maximum permissible tenure for an Independent Director under the Companies Act, 2013.

The Board of Directors, at its meeting held on 02<sup>nd</sup> August 2025, resolved that upon the retirement of Mr. Prashant Kochhar, Mr. Sandeep Kapur, Independent Director, shall assume the role of Chairman of the Audit Committee.

#### Terms of Reference:

The terms of reference and role of the audit committee as decided by the Board of Directors are in accordance with provisions of Section 177 of the Companies Act, 2013 and SEBI Regulations as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to Auditors for any other services rendered by the Auditors of the Company;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub-Section 3 of Section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons thereto;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions; and
  - g) Modified opinion(s) in the draft audit report.

- Reviewing, with the management, the quarterly financial results before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of our Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To review the compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and to verify that the systems for internal control are adequate and are operating effectively;
- To carry out any other function as mentioned in the terms of reference of the Audit Committee.

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

### **Composition**

Pursuant to provisions of Section 178(5) of the Act read with Regulation 20 of the Listing Regulations, Committee of Directors (Stakeholders Relationship Committee) of the Board has been constituted. The Composition of the Committee as at March 31, 2025 was as under:

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>Designation</b>	<b>Category</b>
1.	Dr. Sandeep Kapur	Chairman	Non-Executive Independent Director
2.	Mr. Munish Avasthi	Member	Executive Promoter Director
3.	Mr. Naresh Kumar Jain	Member	Executive Non-Promoter Director

Mr. Lovlesh Verma, Company Secretary of the Company act as Compliance officer of the committee/company as per the requirement of SEBI Listing Regulation.

During the Financial Year 2024-2025, 8 investor complaints/ queries were received which was fully resolved and there was no pending complaint at the end of FY 2024-25. The attendance of Committee members is as under:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Category</b>	<b>No(s.) of Meetings Attended/ Attended</b>
Dr. Sandeep Kapur	Chairman	Non-Executive Independent Director	2/4
Mr. Munish Avasthi	Member	Executive Promoter Director	4/4
Mr. Naresh Kumar Jain*	Member	Executive Non-Promoter Director	4/4

\*Due to Sudden demise Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025 and consequently member of the committee.

The Board of Directors reconstituted the Committee in their meeting held on 02<sup>nd</sup> August 2025 which is as under:

Sr. No.	Name of the Directors	Designation	Category
1.	Dr. Sandeep Kapur	Chairman	Non-Executive Independent Director
2.	Mr. Munish Avasthi	Member	Executive and Promoter Director
3.	Mr. Chetan Rupal	Member	Executive and Non-Promoter Director

#### **Terms of Reference:**

The terms of reference of Committee are as under:

- to consider and resolve the grievances of security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- to consider and approve demat/ remat of shares/ split/consolidation/sub-division of share/debenture certificates;
- to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- Performing various functions relating to the interests of shareholders/investors of the Company as may be required under the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 with the Stock Exchanges and regulations/ guidelines issued by the SEBI or any other regulatory authority

In order to expedite the process and for effective resolution of grievances/complaints, the Committee has delegated powers to the Registrar and Share Transfer Agents to redress all complaints/ grievances/enquiries of the shareholders/investors.

#### **NOMINATION AND REMUNERATION COMMITTEE**

##### **Composition**

The composition of Nomination and Remuneration Committee ("NRC") is in accordance with the provisions of Section 178(1) of the Act and Regulation 19 of the Listing Regulations. The Composition of the Committee as at March 31, 2025 was as under:

Sr. No.	Name of the Directors	Designation	Category
1.	Dr. Sandeep Kapur	Chairman	Non-Executive Independent Director
2.	Mr. Prashant Kochhar	Member	Non-Executive Independent Director
3.	Mrs. Harpreet Kang	Member	Non-Executive Independent Director

The Company Secretary acts as the Secretary to Nomination & Remuneration Committee.

The NRC met once during the year on 26th October 2024. The requisite quorum was present at the said Meetings. The Chairperson of the NRC was present at the last Annual General Meeting of the Company held on 17<sup>th</sup> August 2024. The table below provides the attendance of the NRC members for meetings held during the year:

Name of the Directors	Designation	Category	No(s.) of Meetings Attended/ Attended
Dr. Sandeep Kapur	Chairman	Non-Executive Independent Director	1/1
Mr. Prashant Kochhar	Member	Non-Executive Independent Director	1/1
Mrs. Harpreet Kang	Member	Non-Executive Independent Director	1/1

The Board of Directors reconstituted the Committee in their meeting held on 02<sup>nd</sup> August 2025 which is as under:

Sr. No.	Name of the Directors	Designation	Category
1.	Dr. Sandeep Kapur	Chairman	Non-Executive Independent Director
2.	Mr. Prashant Kochhar	Member	Non-Executive Independent Director
3.	Mrs. Harpreet Kang	Member	Non-Executive Independent Director
4.	Mr. Puneet Singhania	Member	Non-Executive Independent Director

**Terms of Reference:**

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations, and are as follows:

- to help the Board in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/ reappointment and removal of Directors and Senior Management;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board, remuneration payable to the Directors and Senior Management (within the appropriate limits as defined in the Act );
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- to assist in developing a succession plan for the Board and Senior Management; to assist the Board in fulfilling responsibilities entrusted from time-to-time; and delegation of any of its powers to any Member of the Committee or the Compliance Officer.
- Carry out any other function as is mentioned in the terms of reference of the Nomination and Remuneration Committee and prescribed under Section 178 of the Companies Act, 2013 and regulation 19 of SEBI (LODR) Regulations, 2015.

**POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

**Criteria of selection of Non-Executive Directors**

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 174 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - I. Qualification, expertise and experience of the Directors in their respective fields;
  - II. Personal, Professional or business standing;
  - III. Diversity of the Board.

**Remuneration**

The Non-Executive Directors shall be entitled to receive sitting fees for each meeting of the Board of the attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Managing Director/Whole-time Directors - Criteria for selection / appointment**

For the purpose of selection of the Managing Director/Whole time Directors, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

**Remuneration for the Managing Director/Whole-time Directors**

During the tenure, the Managing Director/Whole-time Directors shall be paid such remuneration as may be mutually agreed between them and the Company within the overall limits prescribed under the Companies Act, 2013. In determining the remuneration the N&R Committee shall ensure / consider the following:

- The scope of duties, the role and nature of responsibilities;
- The level of skill, knowledge, experience, local factors and expectations of individual;
- The Company's performance, long term strategy and availability of resources;
- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMPs, Senior Management Personnel and other employees of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmark; and
- Remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals

**Remuneration Policy for the Senior Management Employees**

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Senior Management executives) the N&R Committee shall ensure / consider the following:

- the relationship of remuneration and performance benchmark is clear;
- the remuneration including annual increment is decided based on the criticality of the roles and responsibilities, the Company's performance vis-a-vis the annual budget achievement, individuals performance vis-a-vis Key performance Indicator (KPI) and Key Responsibility Areas (KRA), industry benchmark and current compensation trends in the market.
- The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above.

**Details of the Remuneration paid/payable to the Directors and Key Managerial Personnel for the Year Ended 31<sup>st</sup> March, 2025.**
**Executive Directors:**

Name	Designation	Salary (Rs.)	Allowances / Perquisites (Rs.)	Commission (Rs.)	Contribution to PF (Rs.)	Total (Rs.)
Mr. Munish Avasthi	Chairman and Managing Director	2,22,00,000	-	-	-	2,22,00,000
Mr. Naresh Kumar Jain*	Executive Non-Promoter Director	13,80,000	6,90,000	-	-	20,70,000

**Note-** Managerial remuneration does not include value of non-cash perquisites.

\*Due to Sudden demise Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025.

**Non-Executive Independent Directors:**

Name	Designation	Amount (Rs)
Dr. Sandeep Kapur	Non-Executive Independent Director	30,000
Mr. Prashant Kochhar	Non-Executive Independent Director	40,000
Mrs. Harpreet Kang	Non-Executive Independent Director	30,000
	<b>Total</b>	<b>1,00,000</b>

**Key Managerial Personnel**

Name	Designation	Amount (Rs.)
Mr. Sandeep Sachdeva	Chief Financial officer (CFO)	39,43,854
Mr. Lovlesh Verma	Company Secretary	10,79,634

**Note: Amount did not include Leave Travel Allowance and conveyance reimbursement.**

**CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**
**Composition**

The Corporate Social Responsibility Committee (Committee) of the Company comprises three members, out of which one is Independent Director. The composition is in conformity with the provisions of the Companies Act, 2013. The Composition of the Committee as at March 31, 2025 was as under:

Sr. No.	Name of the Director	Designation	Category
1.	Mr. Munish Avasthi	Chairman	Executive Promoter Director
2.	Dr. Sandeep Kapur	Member	Non-Executive Independent Director
3.	Mr. Naresh Kumar Jain	Member	Executive Non-Promoter Director

The Company Secretary acts as the Secretary to Committee.

The Company has adopted the Corporate Social Responsibility Policy containing the activities to be undertaken by the Company as part of its CSR programs. The CSR policy is disclosed on the website of the Company [www.sportking.co.in](http://www.sportking.co.in).

The committee met once during the financial year under review on 27.04.2024. The attendance of committee members is as under:

Name of the Directors	Designation	Category	No(s.) of Meetings Attended/ Attended
Mr. Munish Avasthi	Chairman	Executive Promoter Director	1/1
Dr. Sandeep Kapur	Member	Non-Executive Independent Director	1/1
Mr. Naresh Kumar Jain*	Member	Executive Non-Promoter Director	1/1

\*Due to Sudden demise Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025 and consequently member of the committee.

The Board of Directors reconstituted the Committee in their meeting held on 02<sup>nd</sup> August 2025 which is as under:

Sr. No.	Name of the Directors	Designation	Category
1.	Mr. Munish Avasthi	Chairman	Executive and Promoter Director
2.	Dr. Sandeep Kapur	Member	Non-Executive Independent Director
3.	Mrs. Anjali Avasthi	Member	Non-Executive Promoter Director

**Terms of Reference:**

The brief terms of reference of CSR Committee are as under:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act; and
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor process.



**RISK MANAGEMENT COMMITTEE:**
**Composition**

The composition of the Risk Management is in conformity with the requirements of Listing Regulations. The Composition of the Risk Management Committee as at March 31, 2025 was as under:

Sr. No.	Name of the Director	Designation	Category
1.	Mr. Munish Avasthi	Chairman	Executive Promoter Director
2.	Mr. Naresh Kumar Jain	Member	Executive Non-Promoter Director
3.	Dr. Sandeep Kapur	Member	Non-Executive Independent Director

The Company Secretary of the Company acts as the Secretary of the Committee.

The Company formulated Risk Management Policy, which is uploaded on the Company's website <https://sportking.co.in/wp-content/uploads/2024/11/RISK-MANAGEMENT-POLICY.pdf>.

The committee met two times (2) during the financial year under review on 27.04.2024 and 26.10.2024. The attendance of committee members is as under:

Name of the Directors	Designation	Category	No(s.) of Meetings Attended
Mr. Munish Avasthi	Chairman	Executive and Promoter/ Director	2/2
Mr. Naresh Kumar Jain *	Member	Executive and Non Promoter Director	2/2
Dr. Sandeep Kapur	Member	Non-Executive Independent Director	2/2

\*Due to Sudden demise Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025 and consequently member of the committee.

The Board of Directors reconstituted the Committee in their meeting held on 02<sup>nd</sup> August 2025 which is as under:

Sr. No.	Name of the Directors	Designation	Category
1.	Mr. Munish Avasthi	Chairman	Executive Promoter Director
2.	Dr. Sandeep Kapur	Member	Non-Executive Independent Director
3.	Mr. Chetan Rupal	Member	Executive Non Promoter Director

**Terms of Reference**

The Company has in place a Risk Management Committee constituted in accordance with the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 comprising of members in compliance with the said regulations. The terms of reference of the Committee are as under:

- To formulate a detailed Risk Management Policy which shall include:
  1. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environment, Social and Governance related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  2. Measures for risk mitigation including systems and processes for internal control of identified risks.
  3. Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.

#### **COMMITTEE OF INDEPENDENT DIRECTORS AND MEETING**

The Board of Directors of the Company has constituted a Committee of Independent Directors of the Board comprising of all three Non-Executive Independent Directors. In accordance with the provisions of Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Director was held on 26.10.2024 during the FY 2024-25 without the presence of Non-Independent Director or members of the management to review:

- Performance of Non-Independent Directors and the Board of Directors as a Whole.
- Performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The attendance of committee members during the FY 2024-25 as under:

<b>Name of the Directors</b>	<b>Category</b>	<b>No(s.) of Meetings Attended</b>
Dr. Sandeep Kapur	Non-Executive Independent Director	1/1
Mr. Prashant Kochhar	Non-Executive Independent Director	1/1
Mrs. Harpreet Kang	Non-Executive Independent Director	1/1

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The Company has established a structured familiarization programme to enable Independent Directors to gain insights into the Company's business, operations, and industry dynamics. As part of this programme, the Board members, including Independent Directors, are provided with ample opportunities to interact with the Company's Senior Management and gain a comprehensive understanding of its strategy, operations, and governance framework. They are regularly apprised of key developments in the Company and the regulatory and business environment through presentations, meetings, and circulation of relevant documents. Industry updates, regulatory changes, business performance, and strategic initiatives are shared proactively to ensure that the Directors remain well-informed and are able to contribute meaningfully to Board deliberations.

As per the Regulation 46 of the SEBI Listing Regulations, the familiarization programme for Directors including Independent Directors is placed on Company's website and can be accessed through at <https://sportking.co.in/wp-content/uploads/2024/11/Familiarisation-Program-of-Independent-Directors-from-2019-20-to-till-date.pdf>

#### **4. PERFORMANCE EVALUATION**

Pursuant to the provisions of the Act and Regulation 17 of the Listing Regulations, the Board has undertaken an evaluation of its own performance, the performance of its committees and of all the individual Directors including Independent Directors and the Chairman of the Board of Directors. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. Suggestions received from the Independent Directors were reviewed and noted by the Board.

The performance evaluation of the Chairman and Managing Director and Non-Independent Directors was carried out by the Independent Directors. The Independent Directors at their separate meeting reviewed quality and timeliness of flow of information, recommended measures for corporate governance etc. The Directors expressed their satisfaction with the evaluation process. The performance evaluation criteria for Independent Directors along with the evaluation framework are determined by the Nomination and Remuneration Committee, basis which the performance of the Independent Directors is evaluated.

## 5. ANNUAL GENERAL MEETINGS:

The Details of last three Annual General Meetings are as follows:

Annual General Meeting	Day	Date	Time	Venue	No. of Special Resolutions Passed
35 <sup>th</sup>	Saturday	17/08/2024	10:30 A.M.	Village Kanech, Near Sahnewal, GT Road, Ludhiana-141120 (Punjab)	Nil
34 <sup>th</sup>	Saturday	15/09/2023	10:30 A.M.	Village Kanech, Near Sahnewal, GT Road, Ludhiana-141120 (Punjab)	1
33 <sup>rd</sup>	Friday	30/09/2022	10:00 A.M.	Village Kanech, Near Sahnewal, GT road, Ludhiana-141120	4

The Company has not passed any resolution through postal ballot, during the Financial Years under review.

## 6. PREVENTION OF INSIDER TRADING

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code"). All the Promoters, Directors, Employees of the Company, who are Designated Persons, and their Immediate Relatives and other Connected Persons such as auditors, consultants, bankers, etc., who could have access to the unpublished price-sensitive information of the Company, are governed under this Code. The Code is posted on Company's website and can be accessed through [www.sportking.co.in](http://www.sportking.co.in).

## 7. MEANS OF COMMUNICATION

- The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in prominent daily newspapers viz. Business Standards and Desh Sewak, Punjab. Also they are uploaded on the Company's Website [www.sportking.co.in](http://www.sportking.co.in). The results are published in accordance with the guidelines of the Stock Exchanges.
- The Company's financial results and official press releases are displayed on the Company's website- [www.sportking.co.in](http://www.sportking.co.in)
- Presentations made to the institutional investors or/and analysts are intimated to the Stock Exchanges within the prescribed time specified under the Listing Regulations and hosted on the Company's website simultaneously.
- The Annual Report and its annexures containing inter-alia the Audited Standalone Auditors' Report thereon, Directors Report, Corporate Governance Report and Management Discussion and Analysis report is circulated to the Members and others entitled thereto. The Annual Report is also available on the website of the Company and on the website of the Stock Exchanges where the Company's shares are listed.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges are filed electronically. The Company has complied with filing submissions through BSE Listing Centre provided by BSE. Likewise, the said information is also filed electronically with NSE through NEAPS portal provided by NSE.
- A separate dedicated section under "Investors", on the Company's website gives information on shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors/public.
- SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against the Company for his/her grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI SCORES Portal.
- SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/ Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
- The Company has designated the email id: [cs@sportking.co.in](mailto:cs@sportking.co.in) exclusively for investor relation, and the same is prominently displayed on the Company's website [www.sportking.co.in](http://www.sportking.co.in).

**8. GENERAL SHAREHOLDERS INFORMATION**

<b>I).</b>	<b>36<sup>th</sup> Annual General Meeting</b>	
	Date	30 <sup>th</sup> August 2025
	Time	10.30 AM
	Venue	Registered Office at Village Kanech, Near Sahnewal, GT Road, Ludhiana-141120 (Punjab)
<b>II).</b>	<b>Financial Calendar (Tentative)</b>	2025-26
	First Quarter Results (Unaudited)	On or before 14 <sup>th</sup> August, 2025
	Second Quarter Results (Unaudited)	On or before 14 <sup>th</sup> November, 2025
	Third Quarter Results (Unaudited)	On or before 14 <sup>th</sup> February, 2025
	Fourth Quarter (Audited)	On or before 30 <sup>th</sup> May, 2026
<b>III).</b>	<b>Dates of Book Closure</b>	23 <sup>rd</sup> August 2025 to 30 <sup>th</sup> August 2025
<b>IV).</b>	<b>Dividend Payment Date</b>	Within 30 days after declaration of dividend
<b>V).</b>	<b>Unclaimed Dividend Last Year</b>	Rs 12,66,009/-

**Unclaimed Dividend/Shares**

Pursuant to the provisions of Section 124(5) of the Act, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven consecutive years from the date of such transfer then the said unclaimed or unpaid dividend amount shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund ("the IEPF"), a fund established under sub-section (1) of Section 125 of the Act.

Before transferring the unclaimed dividends to IEPF, individual letters are sent to those Members whose unclaimed dividends are due for transfer to enable them to claim the dividends before the due date for such transfer.

In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the bankers to the dividend accounts opened by the Company for the earlier years have credited back the amount of dividend lying unpaid in demand drafts beyond the validity period into the relevant bank accounts

**Dividend History for the last 10 Financial Years**

Below table highlights the history of Dividend declared by the Company in the last 10 financial years:

<b>Sr. No.</b>	<b>Financial Year</b>	<b>Date of Declaration of Dividend</b>	<b>Dividend declared per share</b>
1.	2014-15	No dividend Declared	Nil
2.	2015-16	No dividend Declared	Nil
3.	2016-17	No dividend Declared	Nil
4.	2017-18	No dividend Declared	Nil
5.	2018-19	No dividend Declared	Nil
6.	2019-20	No dividend Declared	Nil
7.	2020-21	No dividend Declared	Nil
8.	2021-22	No dividend Declared	Nil
9.	2022-23	No dividend Declared	Nil
10.	2023-24	17th August 2024	Rs 5/-

**VI. Name and address of Stock Exchanges at which the securities of the Company are listed**

BSE Limited Phiroze Jeeheebhoy Towers, Dalal Street, Mumbai-400001	National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai– 400051*
<b>Script Code: 539221</b>	<b>Symbol: SPORTKING</b>

The Company has paid listing fees for the financial year 2025-26 within due time.

**VII. DISTRIBUTION OF EQUITY SHAREHOLDERS AS ON 31<sup>ST</sup> MARCH 2025.**

RANGE No. of Shares	Shareholders		Shares	
	No.(s)	% to Total No.(s)	No(s).	% to Total Shares
Up to 5000	26836	97.85	9287658	7.31
5001 - 10000	296	1.09	2191915	1.72
10001 - 20000	152	0.56	2204203	1.73
20001 - 30000	35	0.13	861362	0.68
30001 - 40000	40	0.15	1508740	1.19
40001 - 50000	16	0.06	740181	0.58
50001 - 100000	17	0.06	1164424	0.92
100001 and Above	10	0.04	1252278	0.98
200001 and Above	24	0.06	107861239	84.89
<b>TOTAL</b>	<b>27426</b>	<b>100.00</b>	<b>12707200</b>	<b>100.00</b>

**VIII. SHARE TRANSFER SYSTEM & REGISTRAR AND SHARES TRANSFER AGENTS (RTA)**

Pursuant to the applicable provisions of the SEBI Listing Regulations and relevant SEBI circular(s), transfer of shares in physical form of listed companies is barred and shares cannot be transferred unless they are held in dematerialized form. Accordingly, the Shareholders who hold shares in physical form are advised to convert them into dematerialized mode to avoid the risk of losing shares, fraudulent transactions, and to receive better investor servicing. The Registrar and Transfer Agent of the Company processes the Services Requests after due verification and issues communication to Shareholders as per the guidelines provided in SEBI Listing Regulations and SEBI circular(s) issued and amended from time to time. Any communication(s) regarding share certificates change of address, dividends etc. should be addressed to the Company's Registrar and Transfer Agent. Requests for dematerialization of shares are processed by the Registrar and Transfer Agent and confirmation thereof is given to the respective depositories i.e., NSDL and CDSL, within the statutory time limit from the date of receipt of share certificates after due verification.

**Special Window for Re-lodgement of Transfer Requests of Physical Shares**

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, the Company is pleased to offer an one-time special window for physical shareholders to submit re-lodgement requests for the transfer of shares. This special window is open from July 07, 2025 to January 06, 2026, and is specially applicable to cases which were lodged prior to deadline of April 01, 2019 and the original share transfer were rejected/returned/not attended due to deficiencies in documentation, or were not processed due to any other reason.

The shares re-lodged for transfer will be processed only in dematerialized form during this window. Eligible shareholders may submit their transfer request along with the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at M/s BEETAL Financial & Computer Services Pvt Ltd, Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062 (011-42959000-09, 011-29961281-283, 26051061, 26051064) within stipulated period

**Beetal Financial & Computer Services Private Ltd.**

3rd Floor, 99 Madangir

Behind Local Shopping Centre

Near Dada Harsukhdas Mandir

New Delhi 110062

Phone: 011-29961281, Fax: 011-29961284

Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

Registrar & Transfer Agent of the Company has adequate staff & infrastructure to provide services to the shareholders and maintaining connectivity with both the depositories i.e. NSDL & CDSL.

**IX. DEMATERIALIZATION OF SHARES**

The International Securities Identification Number (ISIN) of equity shares of the Company is **INE885H01029**. The Shareholders are required to submit demat/remat request to depository participants (DP) with whom they maintain a demat account. DP sends the request for demat of shares along with physical share certificates to Registrar & Transfer Agents of the Company. The Registrar liaison with DP and NSDL/CDSL and acknowledge the receipt of physical shares for demat and verify the genuineness. After verification the RTA updates the final demat register. The RTA forwards the confirmation report to CDSL/NSDL or rejection report as the case may be. As on 31<sup>st</sup> March 2025, 98.48 % of shares held in dematerialized form and the rest in physical form.

**X. Outstanding GDRs, ADRs, Warrants or any Convertible instruments etc: Nil**

**XI. Declaration and Certificate**

- Declaration signed by the Chief Executive Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct is annexed herewith as a part of the report.
- Pursuant to Regulation 17(8) of the SEBI Listing Regulations, the Managing Director and the Chief Financial Officer made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed and taken on record by the Board
- Compliance Certificate for Corporate Governance from Practicing Company Secretaries is annexed herewith as a part of the report.
- Certificate from Practicing Company Secretaries that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed herewith as a part of the report.

**XII. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**

The Company did not raise any funds through preferential allotment or qualified institutions placement during the year under review.

**XIII. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.**

During the year, there were no instances where Board had not accepted any recommendation of any Committee of the Board which is mandatorily required

**XIV. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part.**

Details relating to fees paid by the company to the Statutory Auditors are given in Note No. 32 of Financial Statements. Since the Company does not have any subsidiary, the provision on Consolidated Basis is not applicable to the Company. The Company also not paid any fees to the network firm/network entity of which the statutory auditor is a part.

**XV. PLANT LOCATIONS**

Village Kanech, Near Sahnewal, G.T. Road, Ludhiana – 141120

Village Barmalipur, Near Doraha, G.T. Road, Ludhiana – 141416

Village Jeeda, Kotkapura Road, Distt. Bathinda - 151201

**XVI Address for correspondence:**
**Registered and Corporate Office:**

Mr. Lovlesh Verma  
 Company Secretary & Compliance Officer  
 Village Kanech, Near Sahnewal  
 G.T Road, Ludhiana -141120  
 Phone:0161-2845456, Email: [cs@sportking.co.in](mailto:cs@sportking.co.in)

**Registrar & Transfer Agent:**

Beetal Financial & Computer Services Private Ltd.  
 3rd Floor, 99 Madangir  
 Behind Local Shopping Centre  
 Near Dada Harsukhdas Mandir  
 New Delhi 110062  
 Phone: 011-29961281, Fax: 011-29961284  
 Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**XVII. Credit Rating**

The Company has been accorded credit ratings by CRISIL, a leading credit rating agency. As per CRISIL's rating letter dated 21st May 2025, the Long-Term Rating of the Company has been upgraded from "CRISIL A/Positive" to "CRISIL A+/Stable", reflecting improved creditworthiness and financial stability. The Short-Term Rating has been reaffirmed at "CRISIL A1". The details of the rating in respect of the Company's banking facilities are as under:

Sr. No	Name of the Facility	Amount (Rs in Crs)	Rating	Rating Action
1.	Long Term Rating	935.00	Crisil A+/Stable	Upgraded from CRISIL A/Positive" to "CRISIL A+/Stable"
2.	Short Term Rating	65.00	CRISIL A1	Ratings Reaffirmed
	<b>Total</b>	<b>1000.00</b>		

Further all the External Credit ratings are available on Company's website [www.sportking.co.in](http://www.sportking.co.in).

**XVIII.OTHER DISCLOUSRE**

- There are no materially significant transactions with the related parties that had potential conflict with the interest of the Company. Transactions with related parties as per applicable Indian Accounting Standard have been disclosed in the notes forming part of the Financial Statement. The Policy on related party transactions, adopted by the Board in accordance with the provisions of Regulation 23 of the Listing Regulations, has been uploaded on the website of the Company <https://sportking.co.in/pdf/Related-Party-Transaction-Policy.pdf>
- The requirement of policy for determining 'material' subsidiaries is not applicable to the Company as it does not have any Subsidiary Company.
- No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years. During the Period under review the company has complied with all provisions of the Act, Rules, Regulations, Guidelines and Standards.
- The Company has established a Vigil Mechanism/Whistle Blower Policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud etc. and the same has been disclosed on the website of the Company <https://sportking.co.in/wp-content/uploads/2024/11/VIGIL-MECHANISM-WHISTLE-BLOWER-POLICY.pdf>. Further no personnel has been denied access to the Audit Committee.
- Pursuant to Regulation 9 of the Regulations, the Board of Directors has approved the Policy for Preservation of Documents, which is available on <https://sportking.co.in/wp-content/uploads/2022/07/Preservation-and-Archival-Policy-Revised.pdf>.



- Terms and conditions of appointment/re- appointment of Independent Directors are available on the Company's website and can be accessed through <https://sportking.co.in/wp-content/uploads/2022/07/Terms-and-Conditions-of-Appointment-of-Independent-Directors.pdf>.
- The Company deals in commodity and foreign exchange in ordinary course of business and has adequate risk management mechanism. Foreign Exchange Risk and Commodity Price Risk along with Foreign Currency exposure is given under Note No. 50 of Notes to the Audited Standalone Financial Statements forming part of the Annual Report.
- The Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. The Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of the Listing Regulations.
- The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the aforesaid Act and the Rules framed thereunder, including constitution of the Internal Complaints Committee (ICC). The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. In compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company had constituted an Internal Complaints Committee. The details of complaint are as under
  - a. Number of complaints filed during the financial year: **Nil**
  - b. Number of complaints disposed of during the financial year: **Nil**
  - c. Number of complaints pending as of the end of the financial year: **Nil**
- There are no Loans and advances in the nature of loans given to firms/companies in which directors are interested.
- Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has attached the Business Responsibility and Sustainability Report (BRSR) as part of this Annual Report.
- As per Regulation 25 (10) of SEBI (LODR) Regulations, 2015 company has taken Directors and Officers insurance ('D and O insurance') Policy.
- The Board of Directors in its meeting held on May 1<sup>st</sup>, 2025 has recommended a dividend of Rs. 1/- each on fully paid up equity shares of the Company subject to approval of shareholders in the ensuing Annual General Meeting.
- During the year under review there was no requirement to transfer to IEPF as there are no unclaimed dividends, outstanding for consecutive 7 (seven) years.
- Pursuant to the Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) the Company has formulated a Dividend Distribution Policy and it is available on Company's website i.e. <https://sportking.co.in/wp-content/uploads/2022/07/Dividend-Distribution-Policy-SIL.pdf>
- The Company follows Ind AS issued by The Institute of Chartered Accountants of India. The Statutory Auditors of the Company have issued an Audit Report with un-modified opinion on the Audited Financial Results of the Company for the Financial Year ended 31st March, 2025.
- The Company complied with all the requirement of corporate governance report said out in the schedule V of SEBI (LODR) Regulations, 2015.
- As per SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/B dated 25/01/2022, those shares are transferred to Suspense Escrow Account, in relation to whom the shareholders has not issued confirmation letter of DEMAT within 120 days after issuance of duplicate. The Company has opened "**SPORTKING INDIA LTD SUSPENSE ESCROW DEMAT ACCOUNT**" for this purpose and 2000 Equity shares lying in said account.
- The company has not entered into any transaction of a material nature with the Promoters, the Directors or the Management, their relatives etc. that may have any potential conflict with the interests of the company. The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the year under review.

**DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT**

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the code of conduct adopted by the Company for the Financial Year 2024-25.

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

**(Munish Avasthi)  
Chairman and Managing Director  
DIN: 00442425**

**Place: Ludhiana  
Date: 02.08.2025**

**Regd. Office:  
Village Kanech, Near Sahnewal  
GT Road, Ludhiana-141120 (Punjab)**

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**CEO / CFO CERTIFICATE**

To  
The Members of  
Sportking India Limited  
Village Kanech, Near Sahnewal,  
GT Road, Ludhiana-141120

**Compliance Certificate by Managing Director and Chief Financial Officer (CFO)**

In terms of Regulation 17(8) and Part B of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- (a) We have reviewed the Audited Financial Statements, read with the cash flow statement of Sportking India Limited for the year ended 31st March, 2025 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
  - (ii) These statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for the financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken for rectifying these deficiencies.
- (d) We have indicated to the Auditors and Audit Committee that :
- (i) There was no significant changes, if any, in the internal control over the financial reporting during the year.
  - (ii) All significant changes, if any, in accounting policies made during the year and that the same has been disclosed in the notes of accounts to the Financial Statements; and
  - (iii) There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**Sandeep Sachdeva  
Chief Financial Officer**

**Place: Ludhiana  
Dated: 01.05.2025**

**Munish Avasthi  
Chairman & Managing Director  
DIN: 00442425**

**PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE**

**On Compliance with the conditions of Corporate Governance under Schedule V of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Members of  
Sportking India Limited, Village Kanech  
Near Sahnewal, GT Road  
Ludhiana-141120

We have examined the Compliance of Corporate Governance of Sportking India Limited for the FY 2024-25 as stipulated under applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is responsibility of the Management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of the Corporate Governances. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of my information and according to the explanation given to me, I certify that the Company has generally complied with the condition of Corporate Governance as stipulated under applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Ludhiana  
Dated: 02.08.2025  
UDIN: F010253G000916169**

**For Lal Ghai & Associates  
Company Secretaries  
CS Sumit Ghai  
FCS-10253  
CP No:12814**

**ANNEXURE TO CORPORATE GOVERNANCE REPORT CERTIFICATE FOR NON-DISQUALIFICATION OF DIRECTORS**

Practising Company Secretaries' Certificate on Directors

**(In terms of Regulation 34(3) read with Para C, Sub Para 10 (i) of the Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015)**

To  
The Members of  
Sportking India Limited, Village Kanech  
Near Sahnewal, GT Road  
Ludhiana-141120

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s Sportking India Limited produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director's Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the directors on the Board of the Company for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of appointment in Company
1.	Mr. Munish Avasthi	00442425	25/10/1999
2.	Mr. Naresh Kumar Jain*	00254045	30/07/2009
3.	Mrs. Anjali Avasthi	06911970	03/09/2022
4.	Mr. Prashant Kochhar	07298730	30/09/2015
5.	Dr. Sandeep Kapur	07016726	03/11/2018
6.	Mrs. Harpreet Kang	03049487	17/10/2020

\*Due to Sudden demise, Mr. Naresh Kumar Jain ceased to be Director of the Company w.e.f 07th June 2025.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Ludhiana**  
**Dated: 02.08.2025**  
**UDIN: F010253G000916180**

**For Lal Ghai & Associates**  
**Company Secretaries**  
**CS Sumit Ghai**  
**FCS-10253**  
**CP No:12814**

## **INDEPENDENT AUDITORS' REPORT**

To the Members of

Sportking India Limited

Report on the Audit of the Financial Statements

### **Opinion**

We have audited the accompanying financial statements of Sportking India Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash flows for the year ended and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises Directors' Report including annexures, if any, thereon, but does not include the financial statements and our auditor's report thereon. The Directors' Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Director's report including annexures, if any, thereon, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of sub section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. (A) As required by Section 143(3) of the Act, based on our audit, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

- (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of the company.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- (a) The company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 37 to the financial statements.
- (b) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iii) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- (e) The final dividend paid by the Company during the year in respect of the dividend declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
- As stated in note 58 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- (f) Based on our examination which included test checks and according to the information and explanations given to us, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.
- (C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of information and explanations provided to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

**For SCV & Co. LLP**  
**Chartered Accountants**  
**Firm Regn. No. 000235N/N500089**

**(Sanjay Vasudeva)**  
**Partner**

**Membership No.: 090989**  
**UDIN: 25090989BMLNJW7771**

**Place: Ludhiana**  
**Dated: May 1, 2025**



**ANNEXURE – “A” TO THE INDEPENDENT AUDITORS’ REPORT**

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Sportking India Limited of even date)

- (i) In respect of Company’s Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant and Equipment and relevant details of right of use assets.
  - (B) The Company has maintained proper records showing full particulars of Intangible assets.
  - (b) The Company has adopted a policy of physical verification of all the items of Property, Plant and Equipment so to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, Plant & Machinery installed at unit located at Village Jeeda, Kotkapura Road, Distt. Bathinda were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, title deed of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements under Property, Plant and Equipment are held in the name of the Company.
  - (d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) and intangible assets during the year.
  - (e) Based on the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) According to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory have been noticed on physical verification of inventories when compared with books of account.
- (b) The Company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, during the year, from banks on the basis of security of inventories and trade receivable (i.e current assets). There are certain differences in value of inventories and trade receivables as filed with banks vis-a-vis books of accounts. The details of the same have been appropriately disclosed in note 52 to the financial statements.
- (iii) According to the information and explanations given to us, we report that the Company has not made investments in, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has given unsecured loans to the employees during the year, in respect of which the requisite information is as below:
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans as below:

Particulars	Amount
Aggregate amount of loan given during the year	₹ 7.93 Lakhs
Balance outstanding as at 31st March, 2025	Nil

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the terms and conditions of the grant of loans are, prima facie, not prejudicial to the interest of the Company.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the repayment of principal and payment of interest has been stipulated and the repayments /receipts have been regular.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
  - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.
  - (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) The Company has not made investments, provided any guarantee or security or granted any loans or advances in the nature of loans as specified under section 185 and section 186 of the act. Therefore, reporting under clause 3(iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits during the year covered under the provisions of sections 73 to 76 and any other relevant provision of the Companies Act, 2013 and the rules framed there under.

(vi) We have broadly reviewed the cost records maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of such records with a view to determine whether they are accurate or complete.

(vii) In respect of Statutory dues:

(a) According to the information and explanations given to us and on the basis of the records of the Company examined by us, in our opinion, the Company has generally been regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues provided in books of account, to the appropriate authorities.

There were no undisputed amounts payable in respect of statutory dues referred above on the last day of the financial year concerned for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, the details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below.

(Amount ₹ in Lakhs)

Name of Statute	Nature of dues	Financial Year to which it relates	Total Demand	Paid under Protest/ Refund adjusted by department	Unpaid	Forum at which dispute is pending
Income Tax Act, 1961	Income Tax	2005-06	99.58	99.58	-	Income tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	2013-14, 2015-16	581.47	-	581.47	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Tax Deducted at Source	2014-15	27.64	5.55	22.09	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Tax Deducted at Source	2015-16	28.86	5.77	23.09	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Tax Deducted at Source	2016-17	15.30	-	15.30	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Tax Deducted at Source	2017-18	10.51	-	10.51	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Tax Deducted at Source	2018-19	1.39	-	1.39	Commissioner of Income Tax (Appeals)

(viii) According to the information and explanations given to us and records of the company examined by us, there are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) According to the information and explanations given to us and records of the company examined by us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedure the company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us, the term loan has been applied for the purpose for which loans were obtained.

(d) Based on an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) According to the information and explanations given to us, there is no subsidiary, associate or joint venture of the company. Therefore, reporting under clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us, there is no subsidiary, associate or joint venture of the company. Therefore, reporting under clause 3(ix)(f) of the Order is not applicable.

(x) (a) In our opinion and according to the information and explanations given to us and records of the Company examined by us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and therefore reporting under clause 3(x) (a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) and therefore reporting under clause 3(x)(b) of the Order is not applicable.

(xi) (a) According to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

- (c) According to the information and explanations given to us, examination of records and as represented to us by the management, the Company has not received any whistle blower complaint during the year.
- (xii) According to the information and explanation given to us, the company is not a Nidhi Company. Therefore, reporting under clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details of the transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to information and explanations given to us, and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or person connected with them. Therefore, reporting under clause 3(xv) of the Order is not applicable.
- (xvi) (a) Based on the information and explanations given to us, in our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and therefore reporting under clause 3(xvi)(a) of the order is not applicable.  
(b) Based on information and explanation given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934; and therefore reporting under clause 3(xvi)(b) of the Order is not applicable.  
(c) Based on information and explanation given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, and therefore reporting under clause 3(xvi)(c) of the Order is not applicable.  
(d) Based on information and explanation given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and therefore reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) On the basis of examination of records of the company, there are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.  
(b) The Company has not undertaken any ongoing project for the Corporate Social Responsibility activities during the year. Therefore, requirement of transferring of amount remaining unspent in compliance with the provisions of sub-section (6) of section 135 of Companies Act is not applicable to the company.
- (xxi) The consolidated financial statements are not applicable to the company. Therefore, reporting under clauses 3(xxi) of the order is not applicable.

**For SCV & Co. LLP**  
**Chartered Accountants**  
**Firm Regn. No. 000235N/N500089**

**(Sanjay Vasudeva)**  
**Partner**

**Place: Ludhiana**  
**Dated: May 1, 2025**

**Membership No.: 090989**  
**UDIN: 25090989BMLNJW7771**

## **Annexure – “B” TO THE INDEPENDENT AUDITORS REPORT**

(Referred to in paragraph 2(A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of Sportking India Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial control over financial reporting of Sportking India Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of financial statements of company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting of the company.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SCV & Co. LLP**  
**Chartered Accountants**  
**Firm Regn. No. 000235N/N500089**

**Place: Ludhiana**  
**Dated: May 1, 2025**

**(Sanjay Vasudeva)**  
**Partner**  
**Membership No.: 090989**  
**UDIN: 25090989BMLNJW7771**

**BALANCE SHEET AS AT 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
<b>I ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Property, Plant and Equipment	3 (a)	75,823.81	78,512.74
(b) Capital Work-in-Progress	54	494.02	-
(c) Right of Use Asset	3 (b)	74.10	53.60
(d) Other Intangible Assets	3 (c)	12.75	17.93
(e) Financial Assets			
Other Financial Assets	4	2,286.88	1,951.86
(f) Income Tax Assets (Net)	24	210.05	206.80
(g) Other Non-Current Assets	5	181.61	77.67
<b>Total Non Current Assets</b>		<b>79,083.22</b>	<b>80,820.60</b>
<b>2. Current Assets</b>			
(a) Inventories	6	43,383.35	64,504.71
(b) Financial Assets			
(i) Trade Receivables	7	45,632.20	35,606.32
(ii) Cash and cash equivalents	8	49.95	144.58
(iii) Bank Balances Other than (ii) above	9	25.31	1.00
(iv) Other Financial Assets	10	631.95	1,809.69
(c) Other Current Assets	11	8,676.13	13,430.36
<b>Total Current Assets</b>		<b>98,398.89</b>	<b>1,15,496.66</b>
<b>TOTAL ASSETS</b>		<b>1,77,482.11</b>	<b>1,96,317.26</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	12	1,286.80	1,286.80
(b) Other Equity	13	99,295.34	88,955.74
<b>Total Equity</b>		<b>1,00,582.14</b>	<b>90,242.54</b>
<b>Liabilities</b>			
<b>1. Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	35,267.06	39,443.54
(ia) Lease liabilities	15	65.58	45.95
(b) Provisions	16	1,727.05	1,519.00
(c) Deferred Tax Liabilities (Net)	17	2,454.00	2,597.00
<b>Total Non-Current Liabilities</b>		<b>39,513.69</b>	<b>43,605.49</b>
<b>2. Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	18	23,208.60	48,038.36
(ia) Lease Liabilities	19	14.45	12.48
(ii) Trade Payables	20		
(A) Total Outstanding dues of Micro Enterprises and Small Enterprises		395.88	161.05
(B) Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises		6,606.20	8,571.57
(iii) Other Financial Liabilities	21	5,192.93	4,295.83
(b) Other Current Liabilities	22	536.24	525.31
(c) Provisions	23	153.83	96.74
(d) Current Tax Liabilities (Net)	24	1,278.15	767.89
<b>Total Current Liabilities</b>		<b>37,386.28</b>	<b>62,469.23</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,77,482.11</b>	<b>1,96,317.26</b>
<b>See accompanying notes to the financial statements</b>			

As per our report of even date attached

For **SCV & Co. LLP**

Chartered Accountants

Firm Regn. No. 000235N/N500089

**Sanjay Vasudeva**

Partner

M. No. 090989

Place: Ludiana

Date : May 1, 2025

For and on behalf of the Board of Directors

**Munish Avasthi**

Chairman-cum-Managing Director

DIN No.00442425

**Naresh Jain**

Executive Director

DIN No.00254045

**Sandeep Sachdeva**

Chief Financial Officer

**Lovlesh Verma**

Company Secretary

ACS-34171

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	Note No.	For the year ended 31st March, 2025	For the year ended 31st March, 2024
(I) Revenue from Operations	25	2,52,422.94	2,37,714.19
(II) Other Income	26	2,678.71	3,570.55
<b>(III) Total Income (I+II)</b>		<b>2,55,101.65</b>	<b>2,41,284.74</b>
<b>(IV) Expenses:</b>			
Cost of Materials Consumed	27	1,75,825.98	1,70,256.26
Purchases of stock-in-trade	28	126.55	79.22
Changes in Inventories of Work-in-Progress and Finished Goods	29	69.89	136.80
Employee Benefits Expenses	30	14,265.32	13,941.45
Finance Costs	31	5,026.32	5,907.29
Depreciation and Amortisation Expense	3(a),3(b),3(c)	8,963.52	8,588.54
Other Expenses	32	35,843.82	32,784.75
<b>Total Expenses</b>		<b>2,40,121.40</b>	<b>2,31,694.31</b>
<b>(V) Profit before Exceptional Items and Tax (III-IV)</b>		<b>14,980.25</b>	<b>9,590.43</b>
<b>(VI) Exceptional Items</b>		-	-
<b>(VII) Profit before tax (V-VI)</b>		<b>14,980.25</b>	<b>9,590.43</b>
<b>(VIII) Tax Expense:</b>	33		
Current tax		4,227.00	2,158.61
Tax adjustment related to earlier years		(1.08)	(50.45)
Deferred tax		(171.00)	447.71
<b>Total Tax</b>		<b>4,054.92</b>	<b>2,555.87</b>
<b>(IX) Profit for the year (VII-VIII)</b>		<b>10,925.33</b>	<b>7,034.56</b>
<b>(X) Other Comprehensive Income</b>			
(a) (i) Items that will not be reclassified to Profit or Loss			
-Remeasurement of Employee Defined Benefit Plans		111.79	17.03
(ii) Income tax relating to items that will not be reclassified to Profit or Loss	33	(28.00)	(4.29)
<b>Total Other Comprehensive Income for the year</b>		<b>83.79</b>	<b>12.74</b>
<b>(XI) Total Comprehensive Income for the year (IX+X)</b>		<b>11,009.12</b>	<b>7,047.30</b>
<b>(XII) Earnings per Equity Share of face value of ₹1/- each</b>			
<b>Basic (₹)</b>	36	<b>8.57</b>	<b>5.50</b>
<b>Diluted (₹)</b>		<b>8.57</b>	<b>5.50</b>
<b>See accompanying notes to the financial statements</b>			

As per our report of even date attached  
For **SCV & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 000235N/N500089

**Sanjay Vasudeva**  
Partner  
M. No. 090989

Place: Ludiana  
Date : May 1, 2025

**For and on behalf of the Board of Directors**

**Munish Avasthi**  
Chairman-cum-Managing Director  
DIN No.00442425

**Sandeep Sachdeva**  
Chief Financial Officer

**Naresh Jain**  
Executive Director  
DIN No.00254045

**Lovlesh Verma**  
Company Secretary  
ACS-34171



**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**a) Equity Share Capital**

Particulars	Amount
<b>Balance as at 1st April, 2023</b>	<b>1,344.80</b>
Change in equity share capital during the year	
-Buy Back of Shares during the year (Refer Note 57)	(58.00)
<b>Balance as at 31st March, 2024</b>	<b>1,286.80</b>
Change in equity share capital during the year	-
<b>Balance as at 31st March, 2025</b>	<b>1,286.80</b>

**b) Other Equity**

Particulars	Equity Component of Compound Financial Instruments (Inclusive of Securities Premium)*	Reserve and Surplus				Total
		Capital Redemption Reserve	Securities Premium	Retained Earnings	General Reserve	
<b>Balance as at 1st April, 2023</b>	7,733.04	318.52	259.97	80,311.99	3.00	88,626.52
Profit for the year	-	-	-	7,034.56	-	7,034.56
Other Comprehensive Income for the year- Remeasurement of Employee Defined Benefit Plans	-	-	-	12.74	-	12.74
Premium on Buy Back of Equity Shares (refer note 57)	-	-	(259.97)	(5,192.03)	-	(5,452.00)
Expenses pertaining to buyback of Equity Shares (net of tax benefits of ₹4.92 Lakhs) (refer note 57)	-	-	-	(1,266.08)	-	(1,266.08)
<b>Balance as at 31st March, 2024</b>	<b>7,733.04</b>	<b>318.52</b>	<b>-</b>	<b>80,901.18</b>	<b>3.00</b>	<b>88,955.74</b>
<b>Balance as at 1st April, 2024</b>	7,733.04	318.52	-	80,901.18	3.00	88,955.74
Profit for the year	-	-	-	10,925.33	-	10,925.33
Other Comprehensive Income for the year- Remeasurement of Employee Defined Benefit Plans	-	-	-	83.79	-	83.79
Final dividend to equity shareholders for the year ended March 31, 2024 @ ₹0.50/-per share	-	-	-	(635.36)	-	(635.36)
Dividend to preference shareholders for the year ended March 31, 2024 @ ₹0.50/-per share	-	-	-	(34.16)	-	(34.16)
<b>Balance as at 31st March, 2025</b>	<b>7,733.04</b>	<b>318.52</b>	<b>-</b>	<b>91,240.78</b>	<b>3.00</b>	<b>99,295.34</b>

\* Equity Component of Compound Financial Instruments (Inclusive of Securities Premium) includes equity component of ₹1613.28 Lakhs in respect of preference shares redeemed till 31st March, 2025 (₹1613.28 Lakhs till 31st March, 2024).

**See accompanying notes to the financial statements**

As per our report of even date attached  
 For **SCV & Co. LLP**  
 Chartered Accountants  
 Firm Regn. No. 000235N/N500089

**Sanjay Vasudeva**  
 Partner  
 M. No. 090989

Place: Ludhiana  
 Date : May 1, 2025

**For and on behalf of the Board of Directors**

**Munish Avasthi**  
 Chairman-cum-Managing Director  
 DIN No.00442425

**Sandeep Sachdeva**  
 Chief Financial Officer

**Naresh Jain**  
 Executive Director  
 DIN No.00254045

**Lovlesh Verma**  
 Company Secretary  
 ACS-34171

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES :</b>		
Profit before tax	14,980.25	9,590.43
Adjustments for :		
Depreciation and amortisation expense	8,963.52	8,588.54
Interest on liability component of compound financial instruments	66.57	61.99
Amortisation of processing charges	24.88	29.14
Unrealised foreign exchange (gain)/ loss on assets and liabilities	(19.99)	(91.20)
Interest & other financial charges	4,934.88	5,816.16
Liabilities no longer payable written back	-	(160.86)
Sundry balances (written back)/written off	9.61	(1.85)
Allowance for expected credit Loss /doubtful recoverables	1,278.40	640.54
Interest income	(183.07)	(186.27)
Difference on account of modification of terms of financial liabilities	512.83	-
Gain on modification of lease	-	(5.65)
Property, plant & equipment written off	39.87	-
(Profit)/Loss on sale of property, plant and equipment (net)	(172.41)	8.63
<b>Operating Cash flows before Changes In Working Capital</b>	<b>30,435.34</b>	<b>24,289.60</b>
Adjustments for Working Capital Changes :		
(Increase(-))/Decrease (+) in inventories	21,121.36	(27,306.89)
(Increase (-))/Decrease (+) in trade receivables	(9,932.11)	(11,931.69)
(Increase (-))/Decrease (+) in non-current assets	(312.32)	(154.19)
(Increase (-))/Decrease (+) in current assets (other than trade receivables)	4,802.41	(4,639.68)
Increase (+)/(Decrease (-)) in non-current liabilities & provisions	208.05	293.97
Increase (+)/(Decrease (-)) in trade payables	(1,730.53)	(1,596.50)
Increase (+)/(Decrease (-)) in current liabilities & provisions (Other than Trade Payables)	589.11	(245.39)
<b>Cash Generated from/(used in) Operating Activities</b>	<b>45,181.31</b>	<b>(21,290.77)</b>
Income taxes paid	(3,718.91)	(2,288.72)
<b>Net Cash flows from/(used in) Operating Activities</b>	<b>41,462.40</b>	<b>(23,579.49)</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES :</b>		
Payment for purchase of property, plant and equipment (including capital work-in-progress) (after adjustment of advances and creditors for capital expenditure)	(6,988.63)	(10,487.83)
Proceeds from sale of property, plant and equipment	256.08	100.49
Investment in fixed deposits not considered as cash and cash equivalents	(12.06)	(1.00)
Maturity of Fixed deposits not considered as cash and cash equivalents	1.00	5,599.30
(Increase)/decrease in other bank balances not considered as cash & cash equivalents	(12.66)	-
Interest received	85.63	227.84
<b>Net Cash flows from/(used in) Investing Activities</b>	<b>(6,670.64)</b>	<b>(4,561.20)</b>

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES :</b>		
Payment of dividend on equity shares	(622.70)	-
Payment of dividend on preference shares	(34.16)	-
Payment on account of buy back of equity shares	-	(5,510.00)
Tax pertaining to buy back of equity shares	-	(1,251.47)
Expenses pertaining to buyback of equity shares	-	(19.54)
Payment of lease liabilities	(14.15)	(14.03)
Proceeds from non-current borrowings	4,277.50	11,516.63
Repayment of non-current borrowings	(7,910.80)	(3,313.83)
Proceeds/(Repayment) from current borrowings(net)	(25,622.57)	31,506.86
Payment of Interest on lease liabilities	(7.21)	(6.63)
Payment of Interest & other financial charges	(4,952.30)	(5,778.28)
<b>Net Cash flows from/(used in)Financing Activities</b>	<b>(34,886.39)</b>	<b>27,129.71</b>
 <b>Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	 <b>(94.63)</b>	 <b>(1,010.98)</b>
Cash and Cash Equivalents at the beginning of the period	144.58	1,155.56
Cash and Cash Equivalents at the end of the period #	<b>49.95</b>	<b>144.58</b>

# Refer note 8 for components of cash and cash equivalents

**Notes:**

1. Cash flows from / (used in) operating activities includes amount spent towards corporate social responsibility amounting to ₹ 530.73 Lakhs (Previous Year ₹ 557.09 Lakhs). Also refer note 53.
2. Refer note 59 for reconciliation of liabilities arising from financing activities and material non-cash investing and financial transactions

**See accompanying notes to the financial statements**

As per our report of even date attached  
**For SCV & Co. LLP**  
Chartered Accountants  
Firm Regn. No. 000235N/N500089

**Sanjay Vasudeva**  
Partner  
M. No. 090989

Place: Ludhiana  
Date : May 1, 2025

**For and on behalf of the Board of Directors**

**Munish Avasthi**  
Chairman-cum-Managing Director  
DIN No.00442425

**Sandeep Sachdeva**  
Chief Financial Officer

**Naresh Jain**  
Executive Director  
DIN No.00254045

**Lovlesh Verma**  
Company Secretary  
ACS-34171

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

### **Note-1 Corporate Information**

Sportking India Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> February 1989 and has its registered office at Village Kanech, Near Sahnewal G.T. Road, Ludhiana, Punjab -141120. The company is engaged in manufacturing of Cotton Yarn, Synthetic Yarn and Blended Yarn. The Company's equity shares are listed at BSE Limited (Bombay Stock Exchange) and NSE (National Stock Exchange).

The financial statements for the year ended 31<sup>st</sup> March, 2025 were approved and authorized for issue by the Company's Board of Directors on 01<sup>st</sup> May, 2025.

### **Note-2 Material Accounting Policies, Significant Accounting Estimates, Judgements and Assumptions and Applicability of New and Revised Ind AS**

#### **Note- 2.1 Statement of Compliance**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

#### **Note-2.2 Basis of Preparation of financial statements**

- (i) The financial statements have been prepared on historical cost convention on accrual basis except for certain financial assets and liabilities which are measured at fair value at the end of each reporting period as required under Ind AS.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in the financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
  - Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
  - Level 3 inputs are unobservable inputs for the asset or liability.
- (ii) Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
- (iii) The functional and presentation currency of the Company is Indian rupees (INR) and all values are rounded to the nearest ₹lakhs and two decimals thereof, except otherwise stated.

#### **Note-2.3 Material Accounting Policies:**

##### **2.3.1 Revenue Recognition**

##### **2.3.1 (a) Sale of goods or services**

Revenue from the sale of goods or services is recognized at the point in time on satisfaction of distinct performance obligations when control is transferred to the customer and the amount of revenue can be measured reliably and recovery of consideration is probable.

Revenue is measured based on the transaction price (net of variable consideration) which is consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Due to short nature of credit period given to customers, there is no financing component in the contract.

##### **2.3.1(b) Interest Income**

Interest Income from financial asset is recognized when it is probable that economic benefits will flow to the company and amount of income can be measured reliably. Interest income is accrued on time basis, by reference to principal outstanding and at effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of financial asset to that asset's net carrying amount on initial recognition.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

**2.3.1(c) Other Income**

- (i) Rental income from leases is recognized on straight line basis over lease term.
- (ii) Insurance claims and export incentives are accounted for as and when the estimated amounts recoverable can be reasonably determined as being acceptable to the concerned authorities/parties.

**2.3.2 Employee Benefits**

**2.3.2(a) Short term Employee Benefits:**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. The amount of short-term employee benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

**2.3.2(b) Post-Employment benefit plans**

**(a) Defined Contribution Plan:**

Contribution towards Provident fund and national pension scheme is classified as defined contribution scheme as the Company has no obligation, other than the contribution made to the fund. The Company recognizes contribution payable to the such schemes as an expense, when an employee renders the related service.

**(b) Defined Benefit Plan:**

**Gratuity**

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The gratuity plan provides for lump sum payment to vested employee at retirement, death, incapacitation or termination of employee, based on the respective employee's salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The liability/asset is determined using projected unit credit method, through actuarial valuation carried out at the end of each annual reporting period.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. Such net interest cost along with the current service cost and, if applicable, the past service cost and settlement gain/loss, is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions, comprising actuarial gains/losses and return on plan assets (excluding the amount recognised in net interest on the net defined liability), are recognised in the period in which they occur, directly in other comprehensive income. These are recognized as a part of in retained earnings in the statement of changes in equity and in the balance sheet.

**2.3.2(c) Other long term employee benefits- Compensated absences**

Compensated absences, which are not expected to occur within twelve months after the end of the period in which the employee renders the related service, are recognised at the present value of the obligation based on actuarial valuation as on the reporting date, performed by an independent actuary using projected unit credit method.

The expense related to other long term employee benefits including re-measurements as a result of past experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss.

**2.3.3 Property, plant and equipment:**

**Recognition and measurement**

The cost of an item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

Freehold land is carried at cost. All other items of Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss, if any. The cost directly attributable to acquisition are capitalised until the property plant and equipment are ready for use as intended by the management.

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

The cost of an item of Property, plant and equipment comprises of:

- (i) Purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates.
- (ii) Any expenditure directly attributable for bringing an asset to the location and the working condition for its intended use and
- (iii) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Subsequent expenditures relating to property, plant and equipment are included in the asset's carrying value or recognised as separate assets as appropriate, only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss when incurred.

Property, plant and equipment (including directly attributable expenditure) which are not ready for intended use at each balance sheet date are disclosed as "Capital work-in-progress".

### **De-recognition of Property, Plant and Equipment**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The cost and the related accumulated depreciation are eliminated from the financial statements upon disposal or retirement of the asset and any gain or loss arising thereon is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

### **2.3.4 Intangible Assets**

Intangible assets are recognized when it is probable that the expected future economic benefits that are attributable to the asset will flow and the cost of the asset can be measured reliably.

Intangible assets are stated at cost less accumulated amortization and accumulated impairment losses, if any. The cost of intangible asset comprises of its purchase price, net of recoverable taxes and any directly attributable cost of preparing the asset for its intended use.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in statement of profit and loss as and when incurred.

### **De-recognition of intangible assets**

An intangible asset is derecognised upon disposal or retirement of the asset. The cost and the related accumulated amortization are eliminated from the financial statements upon disposal or when no future economic benefits are expected from its use or disposal and resultant gains or losses are recognized in the statement of Profit and Loss when the asset is derecognized.

### **2.3.5 Depreciation and amortization**

#### **Depreciation**

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life.

Depreciation is provided on Property, plant and equipment on straight line method on the basis of useful lives of such assets specified in Schedule II to the Act. Assets costing upto ₹5,000 are fully depreciated in the year of purchase.

Depreciation method and useful lives are reviewed periodically, including at each financial year end with the effect of any changes in estimate accounted for on a prospective basis.

#### **Amortization**

Intangible assets are amortized on straight line method over the estimated useful life. The amortization method and useful life are reviewed at each financial year end. The estimated useful life is based on number of factors including effect of obsolescence and other economic factors and is as under:

<b>Assets description</b>	<b>Useful Life</b>
Computer Software	5 Years
Right to use power lines	5 Years

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025****2.3.6 Inventories**

Inventories are valued at cost or net realizable value, whichever is lower except production waste which is valued at net realizable value. The raw materials and other supplies held for use in the production are valued at net realisable value only if the finished products in which they are to be incorporated are expected to be sold below cost. The cost in respect of the various items of inventory is computed as under:

- (i) In case of raw materials at first-in first-out (FIFO) basis. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- (ii) In case of stores and spares at weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- (iii) In case of work in progress at raw material cost plus conversion costs depending upon the stage of completion.
- (iv) In case of finished goods at raw material cost plus conversion costs, and other overheads incurred to bring the goods to their present location and condition.

Net Realisable Value is the estimated selling price in ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sales.

**2.3.7 Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets i.e. the assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**2.3.8 Earnings per Share**

Basic earnings per share is computed by dividing the profit for the period attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

**2.3.9 Income Taxes**

Income tax expense comprises current tax and deferred tax.

Income tax expense is recognised in statement of Profit and Loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In such case, the tax is also recognised in other comprehensive income or directly in equity, as the case may be.

Current tax is the tax payable/receivable on the taxable profit/loss for the year using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to income tax is included in other income.

Deferred tax is recognised in respect of temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at the reporting date using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

A deferred tax asset is recognized to the extent, it is probable that future taxable profit will be available against where the deductible temporary differences and tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

**2.3.10 Government Grants**

Government grants are recognized only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received.

Government grants relating to the purchase of property, plant and equipment are deducted from its gross value and are recognised in the statement of profit and loss profit or loss on a systematic over the expected useful lives of the related assets by way of reduced depreciation.



## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

When the grants relates to an expense item, it is recognised in the statement of profit and loss by way of reduction from the related cost, which the grants are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving financial support to the Company with no related costs is recognised in the Statement of profit or loss of the period in which it becomes receivable under 'Other operating income'/'Other income' based on the nature of grant.

### **2.3.11 Foreign Currency translations**

Transactions in foreign currency are initially recorded in the functional currency i.e. Indian Rupees using the exchange rate prevailing at the date of transactions.

Monetary items denominated in foreign currency are reported using the exchange rate prevailing at the end of reporting period.

The exchange difference arising on the settlement or reporting of monetary items at rates different from rates at which these were initially recorded / reported in previous financial statements, are recognised in the statement of profit and loss in the period in which they arise.

Non-monetary items denominated in foreign currency and measured at historical cost are recorded at the exchange rate prevalent at the date of transaction. Non-monetary items that are measured in term of historical cost in foreign currency are not retranslated.

### **2.3.12 Dividends**

Final dividends on shares are recorded as a liability after approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

### **2.3.13 Leases**

#### **(i) Company as a lessee**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases for which underlying asset is of low value. For these short-term and leases for which underlying asset is of low value, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the lessee's incremental borrowing rate.

Lease Liability and Right-of-Use Asset have been separately presented in the Balance Sheet. The interest expense on the lease liability has been separately presented as a component of finance costs in the statement of profit and loss. The payments of principal portion and interest portion of lease liability have been classified under financing activities in the statement of cash flows.

The payments for short-term leases and leases of low-value assets have been recognized in the statement of profit and loss have been classified under operating activities in the statement of cash flows.

#### **Company as a lessor**

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, lease payments received are recognized on systematic basis over the term of the relevant lease as a part of other income.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

**2.3.14 Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**2.3.14(a) Initial Recognition and measurement**

The company recognises the financial assets and financial liabilities when it becomes party to the contractual provision of the instruments. All financial assets and liabilities are recognised at fair value on initial recognition except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets and or issue of financial liabilities that are not recognized at fair value through profit or loss, are added to or reduced from the fair value of the financial assets or financial liabilities, as appropriate. Transaction cost directly attributable to the acquisition of financial assets and financial liabilities recognized at fair value through Profit or Loss are recognised immediately in the Statement of Profit and Loss.

**2.3.14(b) Subsequent measurement**

For the purposes of subsequent measurement, financial instruments are classified as follows:

**(a) Non-derivative financial instruments**

**Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income for such instruments is recognised in profit or loss using the effective interest rate (EIR) method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount.

The carrying amounts of financial assets that are subsequently measured at amortised cost are determined based on the effective interest method less any impairment losses.

**Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income for such instruments is recognised in profit or loss using the effective interest rate(EIR) method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount.

Fair value movements are recognised in the other comprehensive income (OCI) until the financial asset is derecognised. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the profit and loss.

**Financial assets at fair value through profit or loss**

A financial asset is subsequently measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income. Such financial assets are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Dividend and interest income from such instruments is recognized in the statement of profit and loss, when the right to receive the payment is established.

Fair value changes on such assets are recognised in the statement of profit and loss.

**Financial liabilities**

Financial liabilities are classified as at fair value through profit or loss when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at Fair Value Through Profit & Loss ( FVTPL).

All other financial liabilities are subsequently measured at amortized cost using the effective interest method unless at initial recognition, they are classified as measured at fair value through profit and loss.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

Financial liabilities carried at fair value through profit or loss, are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received. Incremental costs directly attributable to the issuance of equity instruments and buy back of equity instruments are recognized as a deduction from equity, net of any tax effects.

**(b) Derivative financial instruments**

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are charged to Statement of Profit and Loss.

**(c) Compound financial instruments**

The non-convertible non-cumulative preference shares issued by the company that provides for mandatory redemption by the company for a fixed or determinable amount at a fixed or determinable future date are treated as compound financial instruments as per criteria mentioned in Ind AS 32.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market interest rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs). The remainder of the proceeds is recognised and included in other equity. The change in liability component on account of modification of terms of redemption, if any, is recognized in statement of profit and loss.

**2.3.14(c) De-recognition of financial instrument**

- a) A financial asset (or, a part of a financial asset) is primarily derecognized when the contractual right to the cash flows from the financial asset expires, or the company transfers its right to receive cash flow from the financial assets and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received/receivable is recognised in the profit or loss.

- b) A financial liability (or a part of financial liability) is derecognized when obligation specified in the contract is discharged or cancelled or expires.

On de-recognition of a financial liability, the difference between the carrying amount of the financial liability de-recognised and the consideration paid/payable is recognised in profit or loss.

**2.3.14(d) Offsetting financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

**2.3.14(e) Impairment of Financial Assets**

Financial assets that are carried at amortised cost and fair value through other comprehensive income (FVOCI) are assessed for possible impairments basis expected credit losses taking into account the past history of recovery, risk of default of the counterparty, existing market conditions etc. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

Expected Credit Losses are measured through a loss allowance at an amount equal to:

- 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Lifetime expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments).

For trade receivables or any contractual right to receive cash or another financial asset that result from transaction that are within the scope of Ind AS 115 and Ind AS 116, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

For all other financial assets, expected credit losses are measured at an amount equal to the 12- months ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

### **2.3.14(f) Write off**

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof.

### **2.3.15 Impairment of Non-financial assets**

Property, plant and equipment and other intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

The assets that are impaired are reviewed for possible reversal of the impairment at the end of each reporting period. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, however that the increased carrying amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior years. The reversal of an impairment loss is recognised in the statement of profit and loss.

Impairment is reviewed periodically including at the end of each financial year.

### **2.3.16 Cash and cash equivalents**

The Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with the original maturity period of three months or less, which are subject to an insignificant risk of changes in value and all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

### **2.3.17 Statement of Cash flows**

The statement of cash flows is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities whereby profit for the period is adjusted for the effects of transaction of a non-cash nature, and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

### **2.3.18 Provisions, Contingent Liabilities and Contingent Assets**

- (i) Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement is recognised when, and only when, it is virtually certain that reimbursement will be received if the Company settles the obligation. The reimbursement is treated as a separate asset. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

- (ii) A contingent liability is not recognised in the financial statements, however, is disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote. If it becomes probable that an outflow of future economic benefits will be required for an item dealt with as a contingent liability, a provision is recognised in the financial statements of the period (except in the extremely rare circumstances where no reliable estimate can be made).
- (iii) A contingent asset is not recognised in the financial statements, however, is disclosed, where an inflow of economic benefits is probable.
- (iv) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

**2.1.19 Segment Reporting**

Segments are identified based on the manner in which the Company's Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance.

- (1) Segment Revenue includes sales and other income directly identifiable with/ allocable to the segment including inter- segment revenue.
- (2) Income and Expenses that are directly identifiable with/ allocable to the segments are considered for determining the segment result. Income and Expenses not allocable to segments are included under unallocable expenditure.
- (3) Segment results includes margin on inter segment sales.
- (4) Segment assets and Liabilities include those directly identifiable with the respective segments. Assets and liabilities not allocable to any segment are classified under unallocable category.

**2.4 Current – Non-Current Classification**

All assets and liabilities have been classified as current and non-current on the basis of the following criteria:

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
  - b) it is held primarily for the purpose of being traded;
  - c) it is expected to be realised within twelve months after the reporting date;
- or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or use to settle a liability for at least twelve months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterpart, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities

All other liabilities are classified as non-current

**Operating Cycle**

Operating cycle is the time between the acquisition of assets for processing/servicing and their realisation in cash or cash equivalents. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

### **2.5 Use of Accounting Estimates, Judgements and Assumptions**

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) require management to make judgements, estimates and assumptions in the application of accounting policies that affect the reported amount of income, expenses, assets and liabilities and disclosure of contingent liabilities.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis and the effect of revision to accounting estimates is recognized prospectively from the period in which the estimate is revised.

#### **Significant accounting estimates, Judgements, and assumptions**

##### **i. Income taxes**

Significant judgement is required in determination of provision for current tax and deferred tax e.g. determination of taxability of certain incomes and deductibility of certain expenses etc. The carrying amount of income tax assets/liabilities is reviewed at each reporting date. The factors used in estimates may differ from actual outcome which could lead to signification adjustment to the amounts reported in financial statements.

##### **ii Defined Benefit Plans and other post-employment benefits**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future, salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, the obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

##### **iii. Inventories**

Management has estimated the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by market driven changes.

##### **iv. Fair value measurement**

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. When the fair values of financial assets and financial liabilities cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques specified in the accounting standard, which involve certain judgements and assumptions.

##### **v. Provisions / Contingencies**

Significant judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claims/litigations against the Company which involves judgements around estimating the ultimate outcome of such past events and measurement of the obligation amount etc. The Company assesses such claims and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary.

##### **vi. Useful lives of property plant and equipment and Intangible assets**

The estimated useful lives of property plant and equipment and intangible assets are based on a number of factors including the effects of obsolescence, internal assessment of user experience and other economic factors (such as the known technological advancements, commercial obsolescence of the asset etc.). The useful life of property plant and equipment and intangible assets is reviewed on an ongoing basis.

##### **vii. Recoverable amount of property, plant and equipment**

The recoverable amount of property plant and equipment is based on estimates and assumptions regarding the expected market outlook and expected future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

### **2.6 Applicability of new and revised Ind AS**

Ministry of Corporate Affairs ("MCA") notifies new accounting standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**Note-3(a) Property, Plant and Equipment**

Year ended March 31, 2025

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Balance as at 1st April, 2024	Additions	Disposals	Other Adjustments	Balance as at 31st March, 2025	Depreciation expense for the year	Eliminated on disposal of Assets	Other Adjustments	Balance as at 31st March, 2025	Balance as at 31st March, 2024
Freehold Land	2,367.85	-	-	-	2,367.85	-	-	-	2,367.85	2,367.85
Building	32,823.21	711.34	106.88	-	33,427.67	1,021.68	67.01	-	6,751.07	27,026.81
Plant and Machinery	87,467.96	5,389.38	144.96	-	92,712.38	7,812.34	61.58	-	46,792.15	48,426.57
Furniture and Fixtures	341.79	27.69	-	-	369.48	22.48	-	-	203.89	165.59
Vehicles	675.77	228.16	3.58	-	900.35	63.98	3.29	-	324.85	575.50
Office Equipment	296.75	21.13	-	-	317.88	22.61	-	-	199.84	118.04
<b>Total</b>	<b>1,23,973.33</b>	<b>6,377.70</b>	<b>255.42</b>	<b>-</b>	<b>1,30,095.61</b>	<b>8,943.09</b>	<b>131.88</b>	<b>-</b>	<b>54,271.80</b>	<b>78,512.74</b>

Year ended March 31, 2024

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Balance as at 1st April, 2023	Additions	Disposals	Other Adjustments	Balance as at 31st March, 2024	Depreciation expense for the year	Eliminated on disposal of Assets	Other Adjustments	Balance as at 31st March, 2024	Balance as at 31st March, 2023
Freehold Land	2,263.46	104.39	-	-	2,367.85	-	-	-	2,367.85	2,263.46
Building	30,548.28	2,274.93	-	-	32,823.21	1,001.87	-	-	5,796.40	25,753.75
Plant and Machinery	78,695.76	8,777.89	5.69	-	87,467.96	7,473.08	4.99	-	39,041.39	47,122.46
Furniture and Fixtures	308.61	33.18	-	-	341.79	21.31	-	-	181.41	148.51
Vehicles	468.34	373.32	165.89	-	675.77	44.58	57.47	-	264.16	191.29
Office Equipment	281.08	15.67	-	-	296.75	27.21	-	-	177.23	131.06
<b>Total</b>	<b>1,12,565.53</b>	<b>11,579.38</b>	<b>171.58</b>	<b>-</b>	<b>1,23,973.33</b>	<b>8,568.05</b>	<b>62.46</b>	<b>-</b>	<b>45,460.59</b>	<b>75,610.53</b>

- Refer note no. 38 for detail of contractual Commitment towards purchase of Property, Plant and Equipment.
- Refer note 47 for information on Property, Plant and Equipment pledged as security by the company.
- Refer note no. 55 for the amount of expenditures recognised in the carrying amount of Property, Plant and Equipment/ Capital work-in-progress (CWIP) in the course of its construction.

- The title deeds of all the immovable properties are held in the name of the Company.
- The Company has not revalued any of its property, plant and equipment during the year.
- The aggregate depreciation has been included under depreciation and amortization expense in the statement of Profit and Loss.
- The Company has given on lease certain portion of its office / factory premises under operating leases. The gross carrying amount, accumulated depreciation and depreciation for the year in respect of such portion of the leased premises are not separately identifiable. These assets have not been classified as Investment property as it does not meet the criteria specified in Ind AS 40 (also refer note 42).



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**Note-3 (b) Right of Use Assets**

**Year ended March 31, 2025**

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Balance as at 1st April, 2024	Additions	Disposals	Other Adjustments	Balance as at 31st March, 2025	Depreciation expense for the year	Eliminated on disposal of Assets	Other Adjustments	Balance as at 31st March, 2025	Balance as at 31st March, 2024
Land & Buildings	127.62	35.75	(12.91)	(35.28)	115.18	15.25	(12.91)	(35.28)	74.10	53.60
<b>Total</b>	<b>127.62</b>	<b>35.75</b>	<b>(12.91)</b>	<b>(35.28)</b>	<b>115.18</b>	<b>15.25</b>	<b>(12.91)</b>	<b>(35.28)</b>	<b>74.10</b>	<b>53.60</b>

**Year ended March 31, 2024**

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Balance as at 1st April, 2023	Additions	Disposals	Other Adjustments	Balance as at 31st March, 2024	Depreciation expense for the year	Eliminated on disposal of Assets	Other Adjustments	Balance as at 31st March, 2024	Balance as at 31st March, 2023
Land & Buildings	121.51	46.86	(41.05)	0.30	127.62	15.32	-	-	74.02	62.81
<b>Total</b>	<b>121.51</b>	<b>46.86</b>	<b>(41.05)</b>	<b>0.30</b>	<b>127.62</b>	<b>15.32</b>	<b>-</b>	<b>-</b>	<b>74.02</b>	<b>62.81</b>

1. Refer Note 42 for other disclosures related to leases.

2. The aggregate depreciation expenses on Right of use asset is included under depreciation and amortization expense in the statement of Profit and Loss.

**Note-3 (c) Other Intangible Assets**

**Year ended March 31, 2025**

Particulars	Gross Carrying Amount				Amortisation				Net Carrying Amount	
	Balance as at 1st April, 2024	Additions	Disposals	Other Adjustments	Balance as at 31st March, 2025	Depreciation expense for the year	Eliminated on disposal of Assets	Other Adjustments	Balance as at 31st March, 2025	Balance as at 31st March, 2024
Computer Softwares	154.99	-	-	-	154.99	0.11	-	-	154.90	0.20
Right to use Power Line	61.00	-	-	-	61.00	5.07	-	-	48.34	17.73
<b>Total</b>	<b>215.99</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>215.99</b>	<b>5.18</b>	<b>-</b>	<b>-</b>	<b>203.24</b>	<b>17.93</b>

**Year ended March 31, 2024**

Particulars	Gross Carrying Amount				Amortisation				Net Carrying Amount	
	Balance as at 1st April, 2023	Additions	Disposals	Other Adjustments	Balance as at 31st March, 2024	Depreciation expense for the year	Eliminated on disposal of Assets	Other Adjustments	Balance as at 31st March, 2024	Balance as at 31st March, 2023
Computer Softwares	154.99	-	-	-	154.99	0.11	-	-	154.79	0.31
Right to use Power Line	61.00	-	-	-	61.00	5.06	-	-	43.27	22.79
<b>Total</b>	<b>215.99</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>215.99</b>	<b>5.17</b>	<b>-</b>	<b>-</b>	<b>198.06</b>	<b>23.10</b>

1. The intangible assets are not internally generated.

2. Computer Softwares and Right to use power lines are amortized @20% on straight line basis as the useful life has been estimated to be not more than five year

3. The aggregate amortization expense has been included under depreciation and amortization expense in the statement of Profit and Loss.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>NOTE -4: Other Financial Assets (Non-Current)</b>		
<b>At Amortised Cost</b>		
a) Earmarked deposits with banks having maturity period of more than 12 months after reporting date		
- Fixed deposits as security against term loan	139.49	129.76
b) Security Deposits	2,147.39	1,822.10
<b>Total</b>	<b>2,286.88</b>	<b>1,951.86</b>

Refer Note 48 for Classification of Financial Assets.

Refer Note 50 for information about credit risk and market risk in respect of financial assets.

**NOTE - 5: Other Non-Current Assets**
**Unsecured considered good**

a) Capital Advances	147.80	30.88
b) Prepaid Expenses	33.81	46.79
<b>Total</b>	<b>181.61</b>	<b>77.67</b>

**NOTE - 6: Inventories**
**(At cost or net realisable value, whichever is lower)**

a) Raw Material	34,487.10	56,709.80
b) Raw Material in transit	1,559.00	263.33
c) Work in Progress	2,325.41	2,683.42
d) Finished Goods	3,048.62	2,760.50
e) Store and Spares	1,963.22	2,087.66
<b>Total</b>	<b>43,383.35</b>	<b>64,504.71</b>

The method of valuation of inventory has been stated at Note 2.3.6

The cost of Inventory recognised as an expense during the year is ₹184494.71 Lakhs (Previous Year ₹178688.28 Lakhs )

Refer note 47 for information on inventories pledged as security by the company.

**NOTE - 7: Trade Receivables**

a) Trade Receivables- Considered good (Unsecured)	45,656.90	35,588.56
Less: Allowance for Expected Credit Loss	(46.17)	(16.51)
b) Trade Receivables which have significant increase in credit risk	42.94	47.60
Less: Allowance for Expected Credit Loss	(21.47)	(13.33)
c) Trade Receivables- Credit impaired	112.80	88.88
Less: Allowance for Expected Credit Loss	(112.80)	(88.88)
<b>Total</b>	<b>45,632.20</b>	<b>35,606.32</b>

Refer note 44(A) for ageing schedule of trade receivables.

Refer note 47 for information about trade receivables pledged as security by the company.

Refer note 43 and 44(C) for information about receivables from related parties including due by firms or private companies respectively in which any director is a partner or a director or a member.

Refer Note 48 for Classification of Financial Assets.

Refer note 50 for Credit risk and allowance for expected credit loss related to trade receivables.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>NOTE - 8: Cash and Cash Equivalents</b>		
Balances with banks	29.86	105.65
Cash on hand	20.09	38.93
<b>Total</b>	<b>49.95</b>	<b>144.58</b>

Refer Note 48 for Classification of Financial Assets.

Refer Note 50 for information about credit risk and market risk in respect of financial assets.

**NOTE - 9: Bank Balances Other than Cash and Cash Equivalents**

Earmarked deposits with banks		
- Balance for Unpaid/Unclaimed Dividend	12.66	-
- Fixed deposits as margin money against overdraft limit from bank	12.65	1.00
- Fixed deposits as security against term loan	139.49	129.76
	<b>164.80</b>	<b>130.76</b>
Less: Fixed deposits having maturity period of more than 12 months from reporting date shown under other non-current financial assets	(139.49)	(129.76)
<b>Total</b>	<b>25.31</b>	<b>1.00</b>

Refer Note 48 for Classification of Financial Assets.

Refer Note 50 for information about credit risk and market risk in respect of financial assets.

**NOTE - 10: Other Financial Assets(Current)**

**At amortized cost**

a) Interest receivable	115.58	28.46
b) Security Deposits	33.30	8.00
c) Claim Recoverable	2,293.85	2,293.85
Less: Allowance for expected credit loss	(1,810.78)	(594.10)

**At Fair value through Profit or Loss**

Derivative Financial Instruments	-	73.48
<b>Total</b>	<b>631.95</b>	<b>1,809.69</b>

Refer Note 48 for Classification of Financial Assets.

Refer Note 50 for information about credit risk and market risk in respect of financial assets.

**NOTE - 11: Other Current Assets**

**Unsecured Considered Good**

a) Prepaid Expenses	150.72	270.90
b) Advance to suppliers*	1,579.06	1,606.35
c) Recoverable from Government Authorities	2,078.75	5,505.45
d) Government Grants Receivable		
-Export Incentives receivable	1,612.91	1,759.02
-Other Grants receivable	3,254.69	4,288.64
<b>Total</b>	<b>8,676.13</b>	<b>13,430.36</b>

\* Refer note 43 and 44(C) for information about advances to related parties including advances to firms or private companies respectively in which any director is a partner or a director or a member.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE-12: Share Capital**

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of Shares	Amount	Number of Shares	Amount
<b>Authorised Share Capital</b>				
Equity Shares of ₹1/- each (previous year: ₹10/- each)*	15,00,00,000.00	1,500.00	1,50,00,000.00	1,500.00
<b>Total</b>	<b>15,00,00,000.00</b>	<b>1,500.00</b>	<b>1,50,00,000.00</b>	<b>1,500.00</b>
<b>Issued,Subscribed and fully paid up equity share capital</b>				
Equity Shares of ₹1/-each (previous year: ₹10/- each)*	12,70,72,000.00	1,270.72	1,32,87,200.00	1,328.72
Add : Amount paid up on forfeited Equity Shares		16.08		16.08
Less: Buy Back of equity shares (refer note 57)		-	(5,80,000.00)	(58.00)
<b>Total</b>	<b>12,70,72,000.00</b>	<b>1,286.80</b>	<b>1,27,07,200.00</b>	<b>1,286.80</b>

\* On the recommendation of the Board of Directors of the Company, the Shareholders of Company in the annual general meeting held on 17.08.2024 approved the sub-division/ split of existing 1 Equity Share of face value of ₹10/- each fully paid up into 10 Equity Shares of face value of ₹1/- each fully paid up by alteration of Capital Clause of the Memorandum of Association of the Company. Accordingly, on and from the record date i.e.13th September 2024, the equity shares of the Company have been sub- divided, such that 1 (one) equity share having face value of ₹ 10/- (₹ ten only) each, fully paid-up, stands sub-divided into 10 (ten) equity shares having face value of ₹1/- (₹ one only) each, fully paid-up, ranking pari-passu in all respects.

On account of sub-division of equity Shares of the Company, the the Authorized Capital of the Company has changed to ₹35,00,00,000/- (Rupees Thirty Five Crore only) divided into 15,00,00,000 (Fifteen Crore Only) Equity Shares of ₹1/- each and 2,00,00,000 (Two Crores only) Redeemable Preference Shares of ₹10/- each.

**i) Rights,preferences and restrictions attached to Equity Shares**

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each share holder is entitled for one vote per share. The dividend if any proposed by the Board of Directors will be subject to approval of the share holders in the ensuing Annual General Meeting except interim dividend which is approved by Board of Director In the event of the liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion of number of equity shares held by each equity share holder.

**ii) Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of Shares	Amount	Number of Shares	Amount
As at the beginning of the Year	1,27,07,200.00	1,270.72	1,32,87,200.00	1,328.72
Add/(Less) :Movement during the Year				
- On account of share spilit*	11,43,64,800.00	-	-	-
- Buy Back of equity shares (refer note 57)	-	-	(5,80,000.00)	(58.00)
<b>Total</b>	<b>12,70,72,000.00</b>	<b>1,270.72</b>	<b>1,27,07,200.00</b>	<b>1,270.72</b>
Add : Amount paid up on forfeited Equity Shares		16.08		16.08
As at the end of the Year	12,70,72,000.00	1,286.80	1,27,07,200.00	1,286.80

\* On the recommendation of the Board of Directors of the Company, the Shareholders of Company in the annual general meeting held on 17.08.2024 approved the sub-division/ split of existing 1 Equity Share of face value of ₹10/- each fully paid up into 10 Equity Shares of face value of ₹1/- each fully paid up by alteration of Capital Clause of the Memorandum of Association of the Company. Accordingly, on and from the record date i.e.13th September 2024, the equity shares of the Company have been sub- divided, such that 1 (one) equity share having face value of ₹ 10/- (₹ ten only) each, fully paid-up, stands sub-divided into 10 (ten) equity shares having face value of ₹1/- (₹ one only) each, fully paid-up, ranking pari-passu in all respects.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**iii) Detail of Shares held by the holding company**

There is no holding/ultimate holding company of the company.

**iv) Details of shares held by each shareholder holding more than 5% shares:**

Name of shareholder	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sobhagia Logistics Private Limited	3,05,32,390	24.03	30,53,239	24.03
Angel Finvest Private Limited	1,85,85,720	14.63	18,58,572	14.63
Sobhagia Sales Private Limited	1,61,88,130	12.74	16,18,813	12.74
Munish Avasthi	2,20,21,580	17.33	22,02,158	17.33

**v) Aggregate number of Equity Shares issued for consideration other than cash, allotted by way of bonus shares, bought back for the period of five years immediately preceding the reporting date:**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022	Year ended 31st March 2021
Allotted as Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Allotted as Fully paid up by way of bonus shares #	-	-	-	99,65,400.00	-
Shares bought back (Refer note 57)	-	5,80,000.00	-	-	-

# During the year ended 31st March, 2022, the Company allotted 99,65,400 equity shares as fully paid up bonus shares in proportion of 3:1 (i.e. three bonus shares for every one equity share held) to the eligible members/beneficial owners as on 24th September, 2021, i.e. record date, by capitalisation of amount of ₹996.54 Lakhs which was by way of transfer from Capital Redemption Reserve ₹553.80 Lakhs and Securities Premium ₹442.74 Lakhs.

**vi) Details of Shareholdings by the Promoters and Promoter's Group of the Company**

Name	As at 31st March, 2025		As at 31st March, 2024		% change
	No of Shares	% of Total shares	No of Shares	% of Total shares	
Sobhagia Logistics Private Limited	3,05,32,390.00	24.03	30,53,239.00	24.03	-
Angel Finvest Private Limited	1,85,85,720.00	14.63	18,58,572.00	14.63	-
Sobhagia Sales Private Limited	1,61,88,130.00	12.74	16,18,813.00	12.74	-
Munish Avasthi	2,20,21,580.00	17.33	22,02,158.00	17.33	-
Parveen Avasthi	62,15,760.00	4.89	6,21,576.00	4.89	-
Aradhna Knitwears Private Limited	7,25,720.00	0.57	72,572.00	0.57	-
Suraj Dada	88,000.00	0.07	8,800.00	0.07	-
Anjali Avasthi	80,770.00	0.06	8,077.00	0.06	-
Anjali Dada	56,380.00	0.04	5,638.00	0.04	-
<b>Total</b>	<b>9,44,94,450.00</b>	<b>74.36</b>	<b>94,49,445.00</b>	<b>74.36</b>	<b>-</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Name	As at 31st March, 2024		As at 31st March, 2023		% change
	No of Shares	% of Total shares	No of Shares	% of Total shares	
Sobhagia Logistics Private Limited	30,53,239.00	24.03	31,95,940.00	24.05	(0.02)
Angel Finvest Private Limited	18,58,572.00	14.63	19,51,600.00	14.69	(0.06)
Sobhagia Sales Private Limited	16,18,813.00	12.74	17,02,260.00	12.81	(0.07)
Raj Kumar Avasthi*	-	-	12,86,000.00	9.68	(9.68)
Munish Avasthi	22,02,158.00	17.33	9,70,422.00	7.30	10.03
Parveen Avasthi	6,21,576.00	4.89	6,50,000.00	4.89	(0.00)
Aradhna Knitwears Private Limited	72,572.00	0.57	72,572.00	0.55	0.02
Suraj Dada	8,800.00	0.07	8,800.00	0.07	0.00
Anjali Avasthi	8,077.00	0.06	8,454.00	0.06	(0.00)
Anjali Dada	5,638.00	0.04	6,000.00	0.05	(0.01)
<b>Total</b>	<b>94,49,445.00</b>	<b>74.36</b>	<b>98,52,048.00</b>	<b>74.15</b>	<b>0.21</b>

\*Sh. Raj Kumar Avasthi passed away on 23rd July, 2022. Till 31st March, 2023, the Company did not receive any request for transmission of his shares. Therefore the shares were shown in his name as at 31st March, 2023. The said shares have been transmitted in the name of Sh. Munish Avasthi during FY 2023-24 as per nomination registered in the demat account of Late Sh. Raj Kumar Avasthi.

**NOTE 13: Other Equity**

Particulars	Equity Component of Compound Financial Instruments (Inclusive of Securities Premium)*	Reserve and Surplus				Total
		Capital Redemption Reserve	Securities Premium	Retained Earnings	General Reserve	
<b>Balance as at 1st April, 2023</b>	7,733.04	318.52	259.97	80,311.99	3.00	88,626.52
Profit for the year	-	-	-	7,034.56	-	7,034.56
Other Comprehensive Income for the year- Remeasurement of Employee Defined Benefit Plans	-	-	-	12.74	-	12.74
"Premium on Buy Back of Equity Shares (refer note 57)"	-	-	(259.97)	(5,192.03)	-	(5,452.00)
"Expenses pertaining to buyback of Equity Shares (net of tax benefits of ₹4.92 Lakhs) (refer note 57)"	-	-	-	(1,266.08)	-	(1,266.08)
<b>Balance as at 31st March, 2024</b>	<b>7,733.04</b>	<b>318.52</b>	<b>-</b>	<b>80,901.18</b>	<b>3.00</b>	<b>88,955.74</b>
<b>Balance as at 1st April, 2024</b>	7,733.04	318.52	-	80,901.18	3.00	88,955.74
Profit for the year	-	-	-	10,925.33	-	10,925.33
Other Comprehensive Income for the year- Remeasurement of Employee Defined Benefit Plans	-	-	-	83.79	-	83.79
Final dividend to equity shareholders for the year ended March 31, 2024 @ ₹0.50/-per share	-	-	-	(635.36)	-	(635.36)
Dividend to preference shareholders for the year ended March 31, 2024 @ ₹0.50/-per share	-	-	-	(34.16)	-	(34.16)
<b>Balance as at 31st March, 2025</b>	<b>7,733.04</b>	<b>318.52</b>	<b>-</b>	<b>91,240.78</b>	<b>3.00</b>	<b>99,295.34</b>

\* Equity Component of Compound Financial Instruments (Inclusive of Securities Premium) includes equity component of ₹1613.28 Lakhs in respect of preference shares redeemed till 31st March, 2025 (₹1613.28 Lakhs till 31st March, 2024). For other details of preference shares, refer footnote (ii) below.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**Footnotes:**
**(i) Nature and Purpose of Reserve**
**1) Equity Component of Compound Financial Instruments**

The fair value of the liability component of non- convertible preference shares issued by the company has been determined using a effective interest rate for an equivalent non-convertible instrument at the inception and the said amount has been classified as a financial liability. The remainder of the proceeds is recognised as 'Equity Component of Compound Financial Instruments' in other equity as per provisions of Ind AS 32.

**2) Capital Redemption Reserve**

Capital redemption reserve is created out of profits for redemptions of capital.

**3) Securities Premium**

This represents amount of premium recognised on issue of shares to shareholders at a price more than its face value. The reserve can be utilised in accordance with the provisions of the Companies Act 2013.

**4) General Reserve**

This represents retained earnings which are kept aside out of company's profits. It is a free reserve which can be utilized to meet any future contingencies and to pay dividend to shareholders.

**5) Retained Earnings**

Retained earnings represents to net earnings not paid out as dividend. The amount is available for distribution of dividend to its equity shareholders. It also includes balance of remeasurment of net defined benefit obligation (net of taxes)

**(ii) Details of Preference Share capital**

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares	Amount	No. of shares	Amount
<b>Authorised Share capital</b>				
5% Redeemable Non-Cumulative Non-Convertible Preference Shares of ₹10/- each	2,00,00,000	2,000.00	2,00,00,000	2,000.00
<b>Issued, subscribed and fully paid-up Preference Share capital</b>				
5% Redeemable Non-Cumulative Non-Convertible Preference Shares of ₹10/- each fully paid up	68,32,000	683.20	68,32,000	683.20

**Rights, preferences and restrictions attached to preference shares**

Preference shares are having preference over equity shares in respect of payment of dividend and repayment of capital over equity shareholders and is entitled to voting rights in the resolutions directly affecting their interest. Preference shares are redeemable within 20 years from the date of allotment.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

The detail of redemption of preference shares is as follows:

Farthest Date by which Redemption is to be done as per date of allotment	No. of Shares	
	As at 31st March 2025	As at 31st March 2024
31.03.2032	28,92,000	28,92,000
04.10.2038	15,00,000	15,00,000
22.01.2041	12,50,000	12,50,000
07.02.2041	11,90,000	11,90,000
<b>Total</b>	<b>68,32,000</b>	<b>68,32,000</b>

Details of shares held by promoter and shareholders holding more than 5% shares:

Name of holders	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sobhagia Sales Private Limited	17,33,000	25.37%	17,33,000	25.37%
Munish Avasthi	12,25,000	17.93%	12,25,000	17.93%
Angel Finvest Pvt Ltd	6,04,000	8.84%	6,04,000	8.84%
Anjali Avasthi	4,50,000	6.59%	4,50,000	6.59%
Parveen Avasthi	28,20,000	41.27%	28,20,000	41.27%

**Reconciliation of the Number of Preference shares and amount outstanding at the beginning and at the end of the reporting period**

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the reporting period	68,32,000.00	683.20	68,32,000.00	683.20
Add: Issued during the year	-	-	-	-
Less: Redeemed during the year	-	-	-	-
<b>At the end of the reporting period</b>	<b>68,32,000</b>	<b>683</b>	<b>68,32,000</b>	<b>683</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>NOTE 14: Borrowings (Non-Current)</b>		
<b>At Amortised Cost</b>		
<b>i) From Banks (Secured)</b>		
<b>i) Term Loans / Vehicle Loan:</b>		
Rupee Loans	14,534.44	7,302.84
Foreign Currency Loans	25,436.68	36,685.82
Total (A)	<u>39,971.12</u>	<u>43,988.66</u>
Less:-		
Current Maturities of Long Term Debt	6,216.66	5,478.32
Total (B)	<u>6,216.66</u>	<u>5,478.32</u>
<b>Net Non-Current Borrowings from banks (A-B)</b>	<b>33,754.46</b>	<b>38,510.34</b>
<b>ii) From Others (Unsecured)</b>		
Liability Component of Compound Financial Instruments *	1,512.60	933.20
<b>Total</b>	<b><u>35,267.06</u></b>	<b><u>39,443.54</u></b>

\*Liability Component of Compound Financial Instruments pertains to 5% redeemable non-cumulative non-convertible preference shares of face value of ₹10/- each fully paid up issued by the Company which have been accounted for as Compound Financial Instruments in accordance with applicable Ind AS. For other details of such preference shares, refer footnote (ii) of note 13 'Other Equity'.

Further, liability component of such Compound Financial Instruments includes adjustment on account of modification of terms of redemption of preference shares.

Refer Note 48 for Classification of Financial liabilities.

Refer note 50 for information about market risk and liquidity risk in respect of financial liabilities.

**Notes:**
**i) Nature of security against loans**
**A. Term Loans**
**Primary Security:-**

Hypothecation of entire Property, Plant and Equipment of the Company except some part of land at Bathinda (both present and future) on first pari passu charge basis.

**Collateral Security:-**

- Hypothecation of entire Current assets of the company (both present and future) on second pari passu charge basis. Further loans are also secured by equitable mortgage of industrial plots situated at Village Barmalipur, Ludhiana owned by Sh. Munish Avasthi, Chairman and Managing Director of the Company.
- All term loans (other than vehicle loans) are further guaranteed by Sh. Munish Avasthi, Chairman and Managing Director of the Company.

**B. Vehicle Loan**

The vehicle loans are secured against hypothecation of respective vehicles.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**ii) Terms of Repayment**

Name of Bank	Currency (INR/FCL)	As at 31.03.2025	No. of Instalments o/s as on 31.03.2025	Rate of Interest (%age)	Payable within 12 Months
<b>Term Loans (Other than vehicle loans)</b>	-	-	(Quarterly Payable)		
State Bank of India- 10000 Lakhs	INR	4,548.67	10	7.87 to 9.70	1,380.00
State Bank of India- 2500 Lakhs	INR	2,500.00	32	8.15 to 8.55	272.00
Indian Bank FCNR- 6200 Lakhs	FCL	4,532.72	22	7.39 to 7.69	450.00
Indian Bank FCNR- 11000 Lakhs	FCL	8,684.98	25	7.39 to 7.69	900.00
Central Bank of India- 2000 Lakhs	INR	160.00	1	8.65 to 8.85	-
Union Bank of India-5500 Lakhs	INR	911.45	25	7.56 to 8.90	450.00
	FCL	3,523.52			
Union Bank of India-5000 Lakhs	FCL	2,058.68	9	7.56 to 7.76	690.00
Union Bank of India-6300 Lakhs	FCL	3,414.65	18	7.56 to 7.76	450.00
Punjab National Bank- 4000 Lakhs	FCL	3,160.04	16	7.42 to 7.80	640.00
Punjab National Bank- 2224 Lakhs	INR	1,645.91	32	8.80 to 8.90	242.62
Export Import Bank of India- 5500 Lakhs	INR	4,468.75	26	8.45 to 8.65	687.50
<b>Term Loans (Vehicles Loans)</b>	-	-	(Monthly Payable)		
Union Bank of India-20.81 Lakhs	INR	15.66	57	8.40	2.64
Punjab National Bank -68.87 Lakhs	INR	54.22	57	8.40	8.63
Punjab National Bank -132.50 Lakhs	INR	127.67	80	8.40	14.56
Indian Bank -250 Lakhs	INR	208.89	67	8.40	28.71
<b>Total *</b>		<b>40,015.81</b>			<b>6,216.66</b>

\*Total above outstanding is exclusive of interest accrued and not due amounting to ₹ 122.70 Lakhs.

**As at 31st March 2024**

Name of Bank	Currency (INR/FCL)	As at 31.03.2024	No. of Instalments o/s as on 31.03.2024	Rate of Interest (%age)	Payable within 12 Months
<b>Term Loans (Other than vehicle loans)</b>	-	-	(Quarterly Payable)		
State Bank of India- 10000 Lakhs	INR	13.67	14	9.30	-
	FCL	6,199.73		8.19 to 8.62	1,170.00
Indian Bank FCNR- 6200 Lakhs	FCL	5,256.83	27	7.60 to 8.60	450.00
Indian Bank FCNR- 11000 Lakhs	FCL	10,117.42	29	7.30 to 8.60	900.00
Central Bank of India- 2000 Lakhs	INR	920.00	12	7.95 to 8.65	-
Union Bank of India-5500 Lakhs	INR	1,031.45	29	7.35 to 8.60	90.00
Union Bank of India-5500 Lakhs	FCL	4,067.09			360.00
Union Bank of India-5000 Lakhs	FCL	3,020.10	13	7.45 to 8.65	690.00
Union Bank of India-6300 Lakhs	FCL	4,077.17	27	7.79 to 8.40	450.00
Punjab National Bank- 4000 Lakhs	FCL	3,873.68	20	7.80 to 8.65	640.00
Export Import Bank of India- 5500 Lakhs	INR	5,156.25	30	7.10 to 8.65	687.50
<b>Term Loans (Vehicles Loans)</b>			(Monthly Payable)		
Axis Bank Limited- 34.83 Lakhs	INR	1.27	2	9.41	1.27
Axis Bank Limited- 24.82 Lakhs	INR	(0.60)	0	8.01	-
Union Bank of India-20.81 Lakhs	INR	18.07	68	8.40	2.41
Punjab National Bank -68.87 Lakhs	INR	63.35	77	8.40	9.04
Indian Bank -250 Lakhs	INR	237.27	78	8.40	28.10
<b>Total *</b>		<b>44,052.75</b>			<b>5,478.32</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>NOTE - 15 Lease Liabilities (Non-Current)</b>		
<b>At Amortised Cost</b>		
Lease Liabilities (also refer note 42)	65.58	45.95
<b>Total</b>	<b>65.58</b>	<b>45.95</b>

Refer Note 48 for Classification of Financial liabilities.

Refer note 50 for information about market risk and liquidity risk in respect of financial liabilities.

**NOTE - 16 Provisions (Non-Current)**

**Provision of employee benefits:**

a) Gratuity	1,271.33	1,143.52
b) Compensated absences	455.72	375.48
<b>Total</b>	<b>1,727.05</b>	<b>1,519.00</b>

Also refer note 41

**NOTE - 17: Deferred Tax Liabilities (Net)**

Deferred Tax Liabilities (A)	3,430.00	3,165.00
Deferred Tax Assets (B)	976.00	568.00
<b>Deferred Tax Liabilities (Net) (C=A-B)</b>	<b>2,454.00</b>	<b>2,597.00</b>

Also refer Note 34 for detail and movement in deferred tax liabilities and assets.

**NOTE - 18: Borrowings (Current)**

**I. Working Capital Loans repayable on demand**

**From Banks**

**Secured**

(a) Cash Credit Loans (Rupee Loans)	1,891.96	2,129.44
(b) Packing Credit Foreign Currency Loan (PCFC)	15,099.98	36,891.81

**Unsecured**

Discounted Trade Receivables (Foreign Currency/Rupee Loans)#	-	3,538.79
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**II. Current Maturities of Long term Debt**

-From banks (Secured)	6,216.66	5,478.32
<b>Total</b>	<b>23208.60</b>	<b>48038.36</b>

# In case of discounted trade receivables, where the significant risks and rewards related to discounted trade receivables are not transferred, the Company continues to recognize the carrying amount of discounted trade receivables in current assets and the amount received from bank is recognized as unsecured borrowings.

Refer Note 48 for Classification of Financial liabilities.

Refer note 50 for information about market risk and liquidity risk in respect of financial liabilities.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

<u>Terms of repayment</u>	As at 31st March, 2025		As At 31st March, 2024	
	Amount	Rate of Interest.	Amount	Rate of Interest.
<u>Cash Credit (Rupee Loans)</u>	(in Lakhs)	(%age)	(in Lakhs)	(%age)
State Bank of India	1,094.59	9.40 to 9.75	1,144.56	9.15 to 9.30
Punjab National Bank	784.35	9.40 to 9.70	925.51	9.00 to 9.40
Union Bank of India	13.02	8.70 to 9.00	59.37	8.20 to 8.70
<b>Total</b>	<b><u>1,891.96</u></b>		<b><u>2,129.44</u></b>	
<u>Packing Credit Foreign Currency Loan (PCFC)</u>				
State Bank of India	11,444.62	4.80 to 6.32	22,355.05	5.12 to 6.39
Punjab National Bank	2,011.49	5.20 to 6.32	7,856.78	5.12 to 6.39
Union Bank of India	404.75	5.20 to 6.32	4,689.40	5.12 to 6.39
Yes Bank	1,239.12	5.20 to 6.32	1,990.58	5.18 to 6.39
<b>Total</b>	<b><u>15,099.98</u></b>		<b><u>36,891.81</u></b>	

**i) Nature of security against Working Capital Loans**
**Primary Security:-**

Hypothecation of stocks of raw material, stock in process and finished goods, receivables/book debts and other current assets (both present and future) on first pari passu charge basis.

**Collateral Security:-**

Hypothecation of entire fixed assets except some part of land situated at Bathinda of the company (both present and future) on second pari passu charge basis. Further loans are also secured by equitable mortgage of industrial plots situated at Village Barmalipur, Ludhiana owned by Sh. Munish Avasthi, Chairman and Managing Director of the Company. All loans are further guaranteed by Sh. Munish Avasthi, Chairman and Managing Director of the Company.

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>NOTE - 19: Lease Liabilities (Current)</b>		
<b>At Amortised Cost</b>		
Lease Liabilities (also refer note 42)	14.45	12.48
<b>Total</b>	<b><u>14.45</u></b>	<b><u>12.48</u></b>

Refer Note 48 for Classification of Financial liabilities.

Refer note 50 for information about market risk and liquidity risk in respect of financial liabilities.

**NOTE - 20: Trade Payables**

(A) Total outstanding dues of Micro Enterprises and Small Enterprises	395.88	161.05
(B) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises*	6,606.20	8,571.57
<b>Total</b>	<b><u>7,002.08</u></b>	<b><u>8,732.62</u></b>

\* Includes acceptance payables of Nil (previous year ₹5397.94 Lakhs) under usance letter of credit(s) issued by banks which are secured against the assets as referred to in note 18.

Refer note 44(B) for ageing schedule of trade payables.

Refer note 40 for disclosure as required under Micro, Small and Medium Enterprises Development Act, 2006.

Refer note 43 and 44(C) for information about payables to related parties including payables to firms or private companies respectively in which any director is a partner or a director or a member.

Refer Note 48 for Classification of Financial liabilities.

Refer note 50 for information about market risk and liquidity risk in respect of financial liabilities.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>NOTE - 21: Other Financial Liabilities (Current)</b>		
<b>At amortized cost</b>		
a) Interest accrued and not due on borrowings	152.70	171.86
b) Payables for purchase of Property, Plant and Equipments	-	-
c) Unpaid Dividend	12.66	-
d) Other Payables		
- Security Deposit/Retention Money	81.34	146.87
- Dues to Employees	2,358.63	2,192.67
- Expenses payable	2,102.92	1,784.43
<b>At Fair Value through Profit or Loss</b>		
Derivative Financial Instruments	484.68	-
<b>Total</b>	<b>5,192.93</b>	<b>4,295.83</b>

Refer Note 48 for Classification of Financial liabilities.

Refer note 50 for information about market risk and liquidity risk in respect of financial liabilities.

**NOTE - 22: Other Current Liabilities**

a) Advances From Customers	252.83	242.04
b) Statutory Remittances	283.41	283.27
<b>Total</b>	<b>536.24</b>	<b>525.31</b>

**NOTE - 23: Provisions (Current)**
**Provision of Employee Benefits:**

a) Gratuity	115.26	74.68
b) Compensated absences	38.57	22.06
<b>Total</b>	<b>153.83</b>	<b>96.74</b>

Also refer Note 41

**NOTE - 24: Income Tax Liabilities/Assets**
**I. Current tax liabilities**

Provision for Current Year	4,227.00	2,153.68
Less: Taxes paid against provision for current year	2,948.85	1,385.79
<b>Net Current Tax Liabilities</b>	<b>1,278.15</b>	<b>767.89</b>

**II. Income tax assets**

Refund Receivable (related to earlier years)	210.05	206.80
<b>Net Income Tax Assets</b>	<b>210.05</b>	<b>206.80</b>

Income tax assets and liabilities have been offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>NOTE - 25: Revenue from operations</b>		
a) Sale of Products	2,45,671.90	2,31,650.47
b) Sale of Services	22.00	49.30
c) Other Operating Revenue	6,729.04	6,014.42
<b>Total</b>	<b><u>2,52,422.94</u></b>	<b><u>2,37,714.19</u></b>
a) Detail of sale of products		
i) Yarn manufactured		
-Export (including sales to special economic zone in India)	1,24,223.40	1,08,572.23
-Domestic	84,347.09	94,137.18
Total	<b><u>2,08,570.49</u></b>	<b><u>2,02,709.41</u></b>
ii) Waste		
-Export	4,430.30	3,377.58
-Domestic	18,319.96	23,451.89
Total	<b><u>22,750.26</u></b>	<b><u>26,829.47</u></b>
iii) Traded Goods/ Cotton & Synthetic fibre	14,351.15	2,111.59
<b>Total Sale of Products (i+ii+iii)</b>	<b><u>2,45,671.90</u></b>	<b><u>2,31,650.47</u></b>
b) Detail of Sale of Services		
Job Work Charges	22.00	49.30
	<b><u>22.00</u></b>	<b><u>49.30</u></b>
c) Details of Other Operating Revenue		
Export Incentives	6,444.52	5,736.23
Others (Scrap sale)	284.52	278.19
	<b><u>6,729.04</u></b>	<b><u>6,014.42</u></b>

Refer note 45 for disclosures as per Ind AS 115 "Revenue from Contracts with Customers"

**NOTE - 26: Other Income**

a) Profit on sale of Property, Plant and Equipment (Net)	172.41	-
b) Rent Received	4.65	4.55
c) Interest Income on financial assets carried at amortized cost	183.07	186.27
d) Gain on Foreign Exchange Fluctuation (net)	1,526.80	1,312.48
e) Government Grants (also refer note 35)	651.57	1,811.89
f) Liabilities no longer payable written back	-	160.86
g) Sundry Balances Written Back	-	1.85
h) Others	140.21	92.65
<b>Total</b>	<b><u>2,678.71</u></b>	<b><u>3,570.55</u></b>



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>NOTE -27: Cost of materials consumed</b>		
<b>Raw Material Consumed (Cotton and manmade fibre)*</b>		
Opening Stock	56,973.13	29,842.42
Add : Purchases	1,54,898.95	1,97,386.97
	<u>2,11,872.08</u>	<u>2,27,229.39</u>
Less : Closing Stock	36,046.10	56,973.13
<b>Total</b>	<b><u>1,75,825.98</u></b>	<b><u>1,70,256.26</u></b>
*Includes cost of raw material sold		
<b>NOTE - 28: Purchase of stock- in- trade</b>		
Yarn	126.55	79.22
<b>Total</b>	<b><u>126.55</u></b>	<b><u>79.22</u></b>
<b>NOTE - 29: Change in inventories of Work-In-Progress and Finished Goods</b>		
<b>Inventories at the beginning of the period</b>		
Work-In-Progress	2,683.42	2,342.11
Finished Goods	2,760.50	3,238.61
	<u>5,443.92</u>	<u>5,580.72</u>
<b>Inventories at the end of the period</b>		
Work-In-Progress	2,325.41	2,683.42
Finished Goods	3,048.62	2,760.50
	<u>5,374.03</u>	<u>5,443.92</u>
<b>(Increase)/Decrease in Stock</b>	<b>69.89</b>	<b>136.80</b>
<b>NOTE - 30: Employee benefits Expense</b>		
Salaries and Wages	12,833.50	12,541.87
Contribution to Provident and Other Funds	1,272.10	1,238.28
Staff Welfare expense	159.72	161.30
<b>Total</b>	<b><u>14,265.32</u></b>	<b><u>13,941.45</u></b>
<b>NOTE - 31: Finance Cost</b>		
a) Interest on Bank Borrowings	3,899.52	4,730.58
b) Foreign Exchange Fluctuation on Foreign Currency Loans (To the extent regarded as an adjustment to Interest Cost)	893.25	846.99
c) Interest on lease liabilities	7.21	6.63
d) Interest on Income Tax	60.24	133.04
e) Other Borrowing Costs	166.10	190.05
<b>Total</b>	<b><u>5,026.32</u></b>	<b><u>5,907.29</u></b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>NOTE - 32: Other Expenses</b>		
<b>Manufacturing Expenses</b>		
Power and Fuel	15,519.33	15,525.18
Freight, Cartage, Loading/Unloading Expenses	364.33	374.53
Packing Material	2,515.10	2,425.39
Dyes and Chemicals	811.05	881.20
Stores and Spares	1,652.58	1,312.97
Machinery Repair & Maintenance	2,844.53	2,867.69
<b>Total (a)</b>	<b>23,706.92</b>	<b>23,386.96</b>
<b>Administrative expenses</b>		
Building Repair	154.67	145.93
Rent	23.26	6.66
Fees and Taxes	66.61	43.71
Professional Charges	157.12	101.73
Printing and Stationery	52.50	63.46
Postage and Telegram	13.77	15.54
Telephone Expenses	6.61	6.83
Insurance	241.71	341.09
Vehicle Maintenance	123.05	112.19
Charity and Donation	0.26	-
Corporate Social Responsibility Expense (also refer note 54)	555.21	572.53
Travelling and Conveyance	131.92	191.25
Entertainment Expenses	3.84	1.91
Director's Sitting Fee	1.00	1.00
Payment to Auditors*	22.48	15.97
Festival Expenses	50.30	52.38
Transportation charges	564.98	550.99
Advertisement Expenses	0.90	11.25
Allowance for Expected Credit Loss on trade receivables and other financial assets	1,278.40	640.54
Difference on account of modification of terms of financial liabilities	512.83	-
Loss on Sale of Property, Plant & Equipment (Net)	-	8.63
Property, Plant & Equipment written off	39.87	-
Bank Charges	403.40	350.82
Miscellaneous Expenses**	473.06	397.53
<b>Total (b)</b>	<b>4,877.75</b>	<b>3,631.94</b>
<b>Selling and Distribution expenses</b>		
Freight, Clearing and Forwarding charges and Loading/Unloading Expenses on Sales	4,865.78	3,775.18
Rebate and discount	58.96	74.28
Commission	2,334.41	1,916.39
<b>Total (c)</b>	<b>7,259.15</b>	<b>5,765.85</b>
<b>Total (a+b+c)</b>	<b>35,843.82</b>	<b>32,784.75</b>
<b>* Payment to Auditors</b>		
-Audit Fee	16.50	10.00
-Tax Audit Fee	3.50	3.00
-Certification fee	0.50	1.60
-Reimbursement of expenses	1.98	1.37
	<b>22.48</b>	<b>15.97</b>

\*\* Does not include any item of expenditure with a value of more than 1% of the revenue from operations.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE-33: Tax Expense recognized**
**(a) Tax expense recognized in Statement of Profit and loss**

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Current tax expense	4,227.00	2,158.61
Tax adjustment related to earlier years	(1.08)	(50.45)
Deferred tax expense	(171.00)	447.71
<b>Total</b>	<b>4,054.92</b>	<b>2,555.87</b>

**(b) Reconciliation of tax expense after the application of statutory tax rate on Profit before tax**

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Profit before tax	14,980.25	9,590.43
<b>Tax at Indian tax rate of 25.168%</b>	<b>3,770.22</b>	<b>2,413.72</b>
Tax effect of adjustments to reconcile expected income tax expense with reported income tax expense		
-Expenses not deductible for tax purpose	343.49	243.87
-Expenses/deductions allowable for tax purpose	(70.96)	(51.27)
-Others	13.25	-
-Tax adjustment related to earlier years	(1.08)	(50.45)
<b>Income tax expense</b>	<b>4,054.92</b>	<b>2,555.87</b>

**(c) Tax expense recognized in other comprehensive income**

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Current tax expense	-	-
Deferred tax expense on remeasurement of Defined Benefit Plans	28.00	4.29
<b>Total</b>	<b>28.00</b>	<b>4.29</b>

**(d) Tax expense recognized directly in equity**

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Current Tax on expenses pertaining to buyback of Equity Shares	-	(4.92)
<b>Total</b>	<b>-</b>	<b>(4.92)</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE-34 : Movement in Deferred Tax Assets and Liabilities**
**Year ended 31st March, 2025**

Particulars	As at 1st April, 2024	Recognized in profit or loss	Recognized in OCI	As at 31st March, 2025
<b>Deferred tax liability</b>				
Difference between carrying value of Property plant and equipment as per books of account and Income tax	3,148.00	270.00	-	3,418.00
Unamortized processing charges on term Loans	17.00	(5.00)	-	12.00
<b>Total (A)</b>	<b>3,165.00</b>	<b>265.00</b>	<b>-</b>	<b>3,430.00</b>
<b>Deferred tax Asset</b>				
Provision for post retirement benefits and other employee benefits	406.00	95.00	(28.00)	473.00
Allowance for expected credit loss on trade receivables and other financial assets	162.00	340.00	-	502.00
Others	-	1.00	-	1.00
<b>Total (B)</b>	<b>568.00</b>	<b>436.00</b>	<b>(28.00)</b>	<b>976.00</b>
<b>Deferred tax liability (Net)C= (A-B)</b>	<b>2,597.00</b>	<b>(171.00)</b>	<b>28.00</b>	<b>2,454.00</b>

**Year ended 31st March, 2024**

Particulars	As at 1st April, 2023	Recognized in profit or loss	Recognized in OCI	As at 31st March, 2024
<b>Deferred tax liability</b>				
Difference between carrying value of Property plant and equipment as per books of account and Income tax	2,481.00	667.00	-	3,148.00
Unamortized processing charges on term Loans	24.00	(7.00)	-	17.00
<b>Total (A)</b>	<b>2,505.00</b>	<b>660.00</b>	<b>-</b>	<b>3,165.00</b>
<b>Deferred tax Asset</b>				
Provision for post retirement benefits and other employee benefits	323.00	87.29	(4.29)	406.00
Allowances for expected credit loss on trade receivable and other financial assets	37.00	125.00	-	162.00
<b>Total (B)</b>	<b>360.00</b>	<b>212.29</b>	<b>(4.29)</b>	<b>568.00</b>
<b>Deferred tax liability (Net)C= (A-B)</b>	<b>2,145.00</b>	<b>447.71</b>	<b>4.29</b>	<b>2,597.00</b>

There are no unrecognised deferred tax assets as at 31st March, 2025 and 31st March, 2024 .

Deferred tax assets and liabilities have been set off as they are governed by the same taxation laws.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**Note- 35 : Government Grants**

S. No.	Particulars	Grants recognised		
		Treatment in financial statements	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>a</b>	<b>Government grant shown as other operating revenue</b>			
a.1	Export Incentive in the form of Duty Drawback and Rodtep	Presented under 'Other Operating Revenue' in note 25	6,444.52	5,736.23
	<b>Total (a)</b>		<b>6,444.52</b>	<b>5,736.23</b>
<b>b</b>	<b>Government grant shown as other income</b>			
b.1	Government Grant against employment generation subsidy in accordance with Industrial and Business Development Policy of Govt. of Punjab	Presented under 'Other income' in note 26	380.44	1,811.89
b.2	Government Grant under Incremental Exports Incentivisation Scheme	Presented under 'Other income' in note 26	271.13	-
	<b>Total (b)</b>		<b>651.57</b>	<b>1,811.89</b>
<b>c</b>	<b>Government grant adjusted in respective expense</b>			
c.1	Exemption of electricity duty in accordance with industrial and business development policy of Government of Punjab.	Adjusted in Power and Fuel in note 32	1,531.51	1,444.34
c.2	Government Grant against employment generation subsidy in accordance with Industrial and Business Development Policy of Govt. of Punjab	Adjusted in salaries and wages in note 30	225.00	-
c.3	Benefit availed under Export Promotion Capital Goods (EPCG) scheme which pertains to the duty saved for which input tax credit is not allowed under Goods and Service tax Act, 2017	Adjusted in Machinery Repair & Maintenance in note 32	653.82	570.00
c.4	Benefit availed under Advance Authorization scheme which pertains to the duty saved for which input tax credit is not allowed under Goods and Service tax Act, 2017	Adjusted in cost of materials consumed in note 27	6,094.10	2,404.03
	<b>Total (c)</b>		<b>8,504.43</b>	<b>4,418.37</b>
<b>d</b>	<b>Government grant adjusted in property plant and equipment</b>			
d.1	Benefit availed under Export Promotion Capital Goods (EPCG) scheme which pertains to the duty saved for which input tax credit is not allowed under Goods and Service tax Act, 2017	Adjusted in cost of property plant and equipment in note 3(a)	170.31	51.33
	<b>Total (d)</b>		<b>170.31</b>	<b>51.33</b>
	<b>Grand total of Government grants recognised (a+b+c+d)</b>		<b>15,770.83</b>	<b>12,017.82</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE-36: Earnings Per Share**

Sr.No.	Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
a)	Profit after tax for the year	10,925.33	7,034.56
b)	Less:-Proposed Preference Dividend	34.16	34.16
c)	Net Profit attributable to Equity Shareholders	10,891.17	7,000.40
d)	Weighted average number of equity shares (in No's) #	12,70,72,000	12,73,41,399
e)	Basic Earnings per share ( in ₹)	8.57	5.50
f)	Diluted Earnings per share ( in ₹) *	8.57	5.50
g)	Nominal Value per share ( in ₹) #	1.00	1.00

\*There are no dilutive potential equity shares.

# On and from the record date of 13th September 2024, the equity shares of the Company have been sub- divided, such that 1 (one) equity share having face value of ₹ 10/- (₹ ten only) each, fully paid-up, stands sub-divided into 10 (ten) equity shares having face value of ₹1/- (₹ one only) each, fully paid-up, ranking pari-passu in all respects. The earnings per share for the prior period have been restated considering the face value of ₹1/- each in accordance with Ind AS 33 - "Earnings per share".

**NOTE-37: Contingent Liabilities**
**(a) Contingent Liabilities**

Sr. No.	Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
a)	Disputed Income Tax Liabilities of cases pending with appellate authorities.*	764.75	752.85
b)	Disputed Service Tax Liabilities of cases pending with appellate authorities**	-	0.44
c)	Disputed Electricity Liabilities of cases pending with appellate authorities.	415.00	415.00
	<b>Total</b>	<b>1,179.75</b>	<b>1,168.29</b>

\*Amount deposited/adjusted against outstanding demand is ₹110.90 Lakhs (Previous year ₹110.90 Lakhs) shown under refund receivable in note no. 24 of Income Tax Liabilities/Assets.

\*\*Amount deposited/adjusted against outstanding demand is Nil (Previous year ₹0.034 Lakhs) shown under Recoverable from Govt authorities in note no. 11 of Other Current Assets.

Above figures are exclusive of interest accrued.

Note: Based on legal advice, discussions with the solicitors, etc., the management believes that there is fair chance of decision in the company's favour in respect of all the items listed above and hence no provision is considered necessary against the same. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the company's financial position and results of operations. Future cash flows in respect of above will be determined only on receipt of judgments/decisions pending with revenue/ judicial authorities.

**NOTE-38:**
**Commitments**

Sr. No.	Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
a)	Commitments on account of Capital account remaining to be executed (Net of advances)	166.34	565.46
b)	Un-fulfilled export obligations under Export Promotion Capital Goods/Advance authorisation exemption scheme	96,036.36	6,119.98

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE – 39**
**Impairment of Assets**

In accordance with Ind AS-36 on “Impairment of Assets” the Company has assessed as on the balance sheet date, whether there are any indications with regard to the impairment of any of the assets. Based on such assessment there is no such indication and therefore, formal estimate of recoverable amount has not been made. Accordingly, no impairment loss has been provided in the books of account.

**NOTE-40**
**Disclosure as required under Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Amount remaining unpaid to suppliers as at the end of year.		
- Principal amount (including Payables for purchase of Property, Plant and Equipments)	395.89	161.05
- Interest due thereon	0.41	0.03
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	2.18	2.28
(d) Interest accrued and remaining unpaid at the end of the year	2.59	2.32
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	0.57	-

Note: The amounts have been determined to the extent such parties have been identified on the basis of information available with the company.

**NOTE-41**
**Disclosures on ‘Employee Benefits’**
**(A) Defined Contribution Plan**

The Company makes Contribution to Provident Fund and National Pension Scheme for eligible employees under the scheme and recognise the same as expense which is included in the Note 30 “Employee Benefit Expense” to the financial statements under the head “Contribution to provident and other funds”. The details of same are as under:

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Contribution to Provident Fund	856.19	827.45
Contribution to National Pension scheme	32.59	27.46

**Defined Benefit Plan**
**Gratuity:**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. This defined benefit plan of gratuity is administered by a separate trust that is a legally separate entity. The Company makes annual contributions to the trust and trust is responsible for investments with regard to the assets of the trust. The contributions are invested by the trust in a scheme with Life Insurance Corporation of India. The Company accounts for the liability for gratuity benefits payable in the future based on actuarial valuation using projected unit credit method.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

These plans typically expose the Company to actuarial risks such as investment risk, salary risk, interest rate risk and longevity risk.

**(i) Investment risk**

If the actual return on plan assets is below the expected return, it will create plan deficit

**(ii) Salary risk**

The present value of defined benefit plan is calculated with the assumption of salary increase of participants in future. Deviation in rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**(iii) Interest risk**

The plan exposes the company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in value of the liability.

**(iv) Longevity risk**

The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy of the plan participants will increase the plans liability.

The Following table set out the funded status of the gratuity plan and amounts recognised in the balance sheet and other disclosures as required under Ind AS 19 'Employee benefits':

**(a) Movement in the present value of the obligations:**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Present value obligation as at beginning of the year	1,411.42	1,141.74
Interest cost	101.55	85.82
Current Service cost	301.15	291.35
Benefits Paid	(108.63)	(90.43)
Actuarial (gain)/ loss on Obligation	(110.89)	(17.06)
<b>Present value obligation as at end of the year</b>	<b>1,594.60</b>	<b>1,411.42</b>

**(b) Movement in Fair Value of Plan Asset**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Fair value of Plan Assets as at beginning of the year	193.22	184.35
Interest Income	13.90	13.87
Contributions	7.00	7.00
Benefits Paid	(0.95)	(6.02)
Expenses Deducted	(6.06)	(5.95)
Remeasurement- Return on plan assets excluding amount included in interest income	0.90	(0.03)
<b>Fair value of Plan Assets as at end of the year</b>	<b>208.01</b>	<b>193.22</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**(c) Amount recognized in Balance Sheet:**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Present value obligation as at end of the year	1,594.60	1,411.42
Fair value of Plan Assets as at end of the year	208.01	193.22
Surplus/(Deficit)	(1,386.59)	(1,218.20)
Effect of asset ceiling if any	-	-
<b>Net Asset/(Liability) recognized in balance sheet</b>	<b>(1,386.59)</b>	<b>(1,218.20)</b>

The above liability includes short term liability of ₹115.26 Lakhs (previous year ₹74.68 Lakhs)

**(d) Amount recognized in Statement of Profit and Loss:**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Current service cost	301.15	291.35
Net Interest cost on net defined benefit liability / (asset)	87.65	71.95
<b>Total Expense recognized in statement of Profit and Loss</b>	<b>388.80</b>	<b>363.30</b>

The above amount has been included in Note 30 "Employee Benefit Expenses" under the head "Salaries and Wages" in the statement of Profit and Loss.

**(e) Amount recognized in Other Comprehensive Income:**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Actuarial (gain)/loss for the year on Obligation	(110.89)	(17.06)
Return on plan assets (excluding amount included in net Interest cost )	(0.90)	0.03
Expense/(Income) recognized in Other Comprehensive Income	(111.79)	(17.03)
<b>Bifurcation of Actuarial Gain/Loss on obligation</b>		
1. Actuarial changes arising from changes in demographic assumptions (Gain/ (Loss))	-	-
2. Actuarial changes arising from changes in financial assumptions (Gain/ (Loss))	59.92	54.60
3. Actuarial changes arising from changes in experience adjustments (Gain)/ (Loss)	(170.81)	(71.66)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**(f) Investment details of Fund:**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Funds Managed by Insurer (Investment fund with Insurance Company)	208.01	193.22

**(g) The principal assumption used for the purpose of actuarial valuation were as follows**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Discount Rate (per annum)	6.90%	7.20%
Rate of increase in compensation levels (per annum)	7.00%	7.00%
Method Used	Projected Unit Credit	Projected Unit Credit

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in employment market.

**(h) Sensitivity analysis**

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity is computed by varying one actuarial assumption used for valuation of defined benefit obligation by 1.00% keeping all other actuarial assumptions constant. There is no change from the previous period in the methods and assumptions used in preparing the sensitivity analysis.

The quantitative sensitivity analysis on net liability recognized on account of change in significant actuarial assumptions is as hereunder:

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>Increase/(Decrease) in liability</b>		
<b>Discount Rate</b>		
1.00% Increase	(186.00)	(169.46)
1.00% decrease	227.50	207.50
<b>Salary Growth Rate</b>		
1.00% Increase	219.53	201.94
1.00% decrease	(183.89)	(168.84)

**(i) The expected cash flows in future years are as under:**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Within 1 year	115.26	74.68
2-5 years	356.77	300.07
6-10 years	566.26	490.40
<b>Beyond 10 years</b>	<b>3,963.07</b>	<b>3,964.65</b>

**(j)** The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 13 years (Previous Year: 14 years).

**(k)** The expected contribution to the trust during the next year is ₹1802.15 Lakhs (Previous Year ₹1606.07 Lakhs)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**(B) Other Long-Term Employee Benefit- -Compensated absences**

Amount recognized towards Compensated absences in statement of profit and loss in Note 30 "Employee Benefit Expense" under the head "salaries and wages" is ₹141.75 Lakhs (previous year ₹106.52 Lakhs)

**Liability towards compensated absences as at the end of the year is as under:**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Current liability	38.57	22.06
Non-current liability	455.72	375.48

**NOTE – 42**
**Company as lessee**

(a) Interest expense of ₹ 7.21 Lakhs (Previous year ₹ 6.63 Lakhs) on the lease liabilities has been included under the head finance costs in the Statement of Profit and Loss.

(b) **The change in the carrying value of Right of Use asset during the year is as under:**

Particulars	Gross Carrying Value	Accumulated Depreciation	Net Carrying Value
Land and Building			
As at 1st April, 2023	121.51	58.70	62.81
Addition during the year	46.86	-	46.86
Disposal during the year	(41.05)	-	(41.05)
Adjustment during the year	0.30	-	0.30
Depreciation during the year	-	15.32	(15.32)
<b>As at 31st March, 2024</b>	<b>127.62</b>	<b>74.02</b>	<b>53.60</b>
As at 1st April, 2024	127.62	74.02	53.60
Addition during the year	35.75	-	35.75
Disposal during the year	(12.91)	(12.91)	-
Adjustment during the year	(35.28)	(35.28)	-
Depreciation during the year	-	15.25	(15.25)
<b>As at 31st March, 2025</b>	<b>115.18</b>	<b>41.08</b>	<b>74.10</b>

(c) The depreciation expense on ROU assets of ₹ 15.25 Lakhs (Previous Year ₹ 15.32 Lakhs) is included under depreciation and amortization expense in the statement of Profit and Loss.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

(d) The following is the break-up of current and non-current lease liabilities as at:-

Particulars	As at 31st March, 2025	As at 31st March, 2024
Current lease liabilities	14.45	12.48
Non-current lease liabilities	65.58	45.95
<b>Total</b>	<b>80.03</b>	<b>58.43</b>

(e) The following is the movement in lease liabilities during the year ended:-

Particulars	As at 31st March, 2025	As at 31st March, 2024
Balance at the beginning of the year	58.43	71.99
Additions during the year	35.75	46.86
Deletion during the year	-	(46.39)
Interest during the year	7.21	6.63
Payment of lease liabilities	(21.36)	(20.66)
Balance at the end of the year	<b>80.03</b>	<b>58.43</b>

(f) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at 31st March, 2025	As at 31st March, 2024
(i) Not later than one year	21.86	28.52
(ii) Later than one year and not later than five years	64.36	95.08
(iii) Later than five years	20.62	0.76
<b>Total</b>	<b>106.84</b>	<b>124.36</b>
<b>Less Finance Cost</b>	<b>26.81</b>	<b>65.93</b>
<b>Present Value of Lease Liabilities</b>	<b>80.03</b>	<b>58.43</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(g) The payment in respect of lease liabilities amounting to ₹14.15 Lakhs ( Previous year ₹14.03 Lakh ) and in respect of interest amounting to ₹7.21 Lakh (Previous year ₹6.63 Lakh) has been shown under cash flows from financing activities in statement of cash flows.

(h) Rental expense recognized for short-term leases was ₹23.25 Lakhs during the year ended 31st March , 2025 (31st March 24: ₹6.66 Lakhs) has been disclosed as rent under the head 'Other expenses' in the statement of Profit and Loss.

**Company as lessor**

The Company has given on lease certain portion of its office / factory premises under operating leases. These leases are not non-cancellable and are extendable by mutual consent and at mutually agreeable terms. The gross carrying amount, accumulated depreciation and depreciation for the year in respect of such portion of the leased premises are not separately identifiable. These assets have not been classified as Investment property as it does not meet the criteria specified in INDAS 40. Rental income amounting to ₹4.65 Lakhs (Previous year is ₹4.55 Lakhs) in respect of these leases is recognised in the statement of profit and loss under "Other income".

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**
**(Amount ₹ in Lakhs unless otherwise stated)**

Total of future minimum lease rent receipts on an undiscounted basis are as follows:-

Particulars	As at 31st March, 2025	As at 31st March, 2024
Not Later than one year	3.47	4.67
Later than one year but not later than five years	2.50	16.28
Later than five years	-	13.79

**NOTE-43: Related Party Transactions:**
**1 Related Parties and their relationship:**
**a) Key Management Personnel**

- \* Munish Avasthi : Chairman & Managing Director
- \* Naresh Kumar Jain : Whole Time Director
- \* Anjali Avasthi : Non Executive Non Independent Director
- \* Sandeep Kapur : Independent Director
- \* Prashant Kochhar : Independent Director
- \* Harpreet Kang : Independent Director
- \* Sandeep Sachdeva : Chief Financial Officer
- \* Lovlesh Verma : Company Secretary

**b) Close Family Members of Key Managerial Personnel**

- \* Parveen Avasthi
- \* Dhruv Avasthi

**c) Enterprises in which Key Management Personnel are able to exercise significant influence #**

- \* Sobhagia Sales Private Limited
- \* Sobhagia Clothing Company
- \* Marvel Dyers & Processors Private Limited
- \* Raj Kumar Avasthi (HUF)
- \* Angel Finvest Private Limited

**d) Post Employment Benefit Plan Trust**

- \* Sportking India Limited Employee Group Gratuity Trust

**e) Entity in respect of which Company is an associate**

- \* Sobhagia Logistics Private Limited

# Only those entities have been mentioned with whom transactions have been taken place during the current and/or previous year

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**2). Transactions with related parties during the year and balances outstanding at the year end:**

Particulars	Key Management Personnel		Entity in respect of which Company is an associate		Close family member of Key Management Personnel		Enterprises in which Key Management Personnel are able to exercise significant influence	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
<b>Nature of transaction #</b>								
Purchase of Goods and services ##	-	-			-	-	494.47	535.84
Sale of Goods and Services	-	-			-	-	1,088.52	1,076.34
Remuneration Paid (refer footnote 1 below)	292.93	292.87			-	-	-	-
Director Sitting Fee Paid	1.00	1.00			-	-	-	-
Rent paid	8.95	8.60			7.61	7.26	4.80	4.80
Rent Received	-	-			-	-	3.54	3.54
Dividend on equity shares paid during the year	110.51	-	152.66	-	31.08	-	173.87	-
Dividend on preference shares paid during the year	8.38	-	-	-	14.10	-	11.69	-
<b>Amount Receivable/ (Payable) at the year end</b>								
Shown under Trade receivables in note 7							247.13	48.73
Shown under Trade payables in note 20							(1.31)	(1.00)
Shown under Dues to employees in note 21	(31.94)	(44.61)						

# The transactions with related parties reported above are inclusive of indirect taxes, wherever applicable.

## Purchase of Goods and services includes purchase of cloths and garments amounting to ₹434.55 Lakhs (previous year ₹ 489.29 Lakhs) for distribution under corporate social responsibility expense of the Company (refer note 53)

Contribution has been made to Sportking India Limited Employee Group Gratuity Trust during the current period amounting to ₹7.00 Lakhs (Previous year ₹7.00 Lakhs)

**Transactions with Key Managerial Personnel**

Particulars	Current Year	Previous Year
Short term Employee Benefits	286.11	287.34
Post-Employment Benefits (refer footnote 1 below)	6.82	5.53
Rent Paid	8.95	8.60
Director's Sitting Fee Paid	1.00	1.00
Dividend on equity shares paid during the year	110.51	-
Dividend on preference shares paid during the year	8.38	-

**Footnotes:-**

- Managerial remuneration does not include provisions made for Gratuity and Compensated absences as these are determined on actuarial basis for the company as a whole.
- Terms and conditions of transactions with related parties**  
All related party transactions entered during the year were in ordinary course of the business and outstanding balances at the year-end are unsecured and settlement shall occur in cash.
- There have been no guarantees provided or received for any related party.
- The Company has not recorded any impairment in respect of any bad or doubtful debts due from related parties during current year and previous year.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE-44**
**(A) Ageing schedule of Trade receivables from due date of payment**
**(i) As on 31st March, 2025**

Particulars	Outstanding for following period from due date of payments						
	Not Due	Less than 6 Months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade Receivables-Considered Good	41,072.05	4,573.14	11.71	-	-	-	45,656.90
(II) Undisputed Trade Receivables-Which have significant increase in Credit risk	-	-	-	42.94	-	(0.00)	42.94
(iii) Undisputed Trade Receivables-Credit Impaired	-	-	-	-	26.91	66.85	93.76
(iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables-Credit Impaired	-	-	-	-	-	19.04	19.04
Allowance for expected credit loss	(41.53)	(4.63)	(0.01)	(21.47)	(26.91)	(85.89)	(180.44)
<b>Total (A)</b>	<b>41,030.52</b>	<b>4,568.51</b>	<b>11.70</b>	<b>21.47</b>	<b>-</b>	<b>(0.00)</b>	<b>45,632.20</b>

**(i) As on 31st March, 2024**

Particulars	Outstanding for following period from due date of payments						
	Not Due	Less than 6 Months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade Receivables-Considered Good	26,990.54	8,574.18	23.84	(0.00)	(0.00)	-	35,588.56
(II) Undisputed Trade Receivables-Which have significant increase in Credit risk	-	-	-	47.60	-	(0.00)	47.60
(iii) Undisputed Trade Receivables-Credit Impaired	-	-	-	-	-	88.88	88.88
(iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables-Which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
Allowance for expected credit loss/credit imparement (B)	(7.85)	(8.64)	(0.02)	(13.33)	-	(88.88)	(118.72)
<b>Total (A)</b>	<b>26,982.68</b>	<b>8,565.54</b>	<b>23.82</b>	<b>34.27</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>35,606.32</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**(B) Ageing schedule of Trade Payables from due date of payment**
**(i) As on 31st March, 2025**

Particulars	Outstanding for following period from due date of payments					
	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
(i) Micro Enterprises and Small Enterprises	391.52	4.36	-	-	-	395.88
(ii) Others	3,633.08	2,949.68	6.08	2.92	14.44	6,606.20
(iii) Disputed Dues-Micro Enterprises and Small Enterprises	-	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-	-
<b>Total</b>	<b>4,024.60</b>	<b>2,954.04</b>	<b>6.08</b>	<b>2.92</b>	<b>14.44</b>	<b>7,002.08</b>

**(ii) As on 31st March, 2024**

Particulars	Outstanding for following period from due date of payments					
	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
(i) Micro Enterprises and Small Enterprises	154.73	6.32	-	-	-	161.05
(ii) Others	7,439.99	1,049.71	67.64	10.27	3.96	8,571.57
(iii) Disputed Dues-Micro Enterprises and Small Enterprises	-	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-	-
<b>Total</b>	<b>7,594.72</b>	<b>1,056.03</b>	<b>67.64</b>	<b>10.27</b>	<b>3.96</b>	<b>8,732.62</b>

**(C) Detail of amount due from/to directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.**

1. The trade receivables include ₹247.13 Lakhs is (previous year ₹48.73 Lakhs) due from the firms and private companies in which any director is a partner or a director or a member.
2. The advances to suppliers include Nil (previous year Nil) paid to the firms and private companies in which any director is a partner or a director or a member.
3. The trade payables include ₹1.31 Lakhs (previous year ₹1.00 Lakhs) due to the firms and private companies in which any director is a partner or a director or a member.
4. The advances from customers include Nil (previous year Nil) received from the firms and private companies in which any director is a partner or a director or a member.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE- 45**
**Disclosure under Ind AS 115 “ Revenue from Contracts with Customers”**
**(i) Disaggregation of revenue for contract with customers**
**(a) Sale of Products / Services**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Sale of Yarn	2,08,570.49	2,02,709.41
Sale of Waste	22,750.26	26,829.47
Sale of Traded Goods/ Raw material	14,351.15	2,111.59
Sale of Services-Job work charges	22.00	49.30
<b>Total (A)</b>	<b>2,45,693.90</b>	<b>2,31,699.77</b>
Other Operating Revenue (B)	6,729.04	6,014.42
<b>Revenue from operations as per statement of profit and loss (A+B)</b>	<b>2,52,422.94</b>	<b>2,37,714.19</b>

**(b) Geographical**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Revenue from customers within India	1,17,040.20	1,19,749.96
Revenue from customers outside India (including sales to special economic zone in India)	1,28,653.70	1,11,949.81
<b>Total</b>	<b>2,45,693.90</b>	<b>2,31,699.77</b>

**(c) Timing of Revenue Recognition**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Revenue from goods transferred to customers at point of time	2,45,693.90	2,31,699.77
Revenue from goods transferred to customers over the period	-	-
<b>Total</b>	<b>2,45,693.90</b>	<b>2,31,699.77</b>

**(ii) Trade receivables and Contract Balances**

The company classifies the right to consideration that are unconditional in exchange for deliverables as receivable. Trade receivables are presented net of impairment in balance sheet.

The balances of trade receivables and advance from customers (contract liabilities) at the beginning and end of the reporting period have been disclosed at note no. 7 and 22 respectively.

The revenue recognised during the year ended 31st March 2025 includes revenue against advances from customers amounting to ₹218.16 Lakhs (Previous Year ₹787.14 lakhs) at the beginning of the year.

**(iii) Performance obligations and remaining performance obligations**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

The revenue of Nil has been recognised during the year ended 31st March 2025 (previous year Nil ) against performance obligations satisfied (or partially satisfied) in previous periods.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**(iv) Reconciliation of revenue from contract with customer**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
A. Revenue from contract with customer as per the contract price	2,45,693.90	2,31,699.77
B. Adjustments made to contract price on account of :-		
-Discounts / Rebates/Others	-	-
Revenue from contract with customer (A-B)	2,45,693.90	2,31,699.77

**NOTE -46: Segment Reporting**

The Company is primarily in the business of manufacturing, purchase and sale of textile yarns. The Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM), who evaluates the Company's performance, allocate resources based on the analysis of the various performance indicators of the Company as a single unit. Therefore, there is only one reportable segment for the Company.

**Geographical Information:**

The Company is domiciled in India. The company operates in two principal geographical areas i.e India and outside India.

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>Revenue from Sale of Products/Services</b>		
Within India	1,17,040.20	1,19,749.96
Outside India (including sales to special economic zone in India)	1,28,653.70	1,11,949.81
<b>Total Revenue</b>	<b>2,45,693.90</b>	<b>2,31,699.77</b>

The Company's revenue from sale of Products/Services from external customers by location of the customers is as follows:-

Location of Customer	Year ended 31st March, 2025	Year ended 31st March, 2024
India	1,17,040.20	1,19,749.96
Bangladesh	98,369.43	71,963.75
Others*	30,284.27	39,986.06
<b>Total</b>	<b>2,45,693.90</b>	<b>2,31,699.77</b>

\*Others includes revenue from countries having less than 5% of total revenue from outside India.

The company has business operations only in India and does not hold any non-current asset outside India.

**Information about major customers**

The transactions with any single external customer do not exceed 10% of the company's total revenue during the year ended 31st March 2025 and 31st March 2024.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE-47: Assets pledged as Security**

The carrying amount of assets pledged as security for current and non current borrowings are:-

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Current Assets</b>		
<b>Financial Assets</b>		
Trade receivables	45,632.20	35,606.32
Less Bills Discounted	-	3,538.79
Trade receivables (Excluding Bills Discounted)	45,632.20	32,067.53
Fixed Deposits	152.14	130.76
<b>Non-Financial Assets</b>		
Inventories	43,383.35	64,504.71
<b>Total Current Assets Hypothecated/Pledged as Security (A)</b>	<b>89,167.69</b>	<b>96,703.00</b>
<b>Non Current Assets</b>		
Property Plant and Equipment	74,881.01	78,512.74
<b>Total Non Current Assets Pledged as Security (B)</b>	<b>74,881.01</b>	<b>78,512.74</b>
<b>Total Assets Pledged as Security (A+B)</b>	<b>1,64,048.70</b>	<b>1,75,215.74</b>

**NOTE- 48: Financial Instruments- Classification and Fair Value Measurement**
**(a) Financial Instruments by Category**

The carrying value and fair value of financial instruments at the end of each reporting period is as follows:-

Particulars	At Amortized cost	At fair value through profit and loss (Mandatory)	At fair value through OCI (Mandatory)	Total carrying value
<b>As at 31st March 2025</b>				
<b>Assets:</b>				
Trade receivables (refer note 7)	45,632.20	-	-	45,632.20
Cash and Cash Equivalents (refer note 8)	49.95	-	-	49.95
Other bank balances (refer note 9)	25.31	-	-	25.31
Other financial assets (refer note 4 & 10)	2,918.83	-	-	2,918.83
<b>Total</b>	<b>48,626.29</b>	<b>-</b>	<b>-</b>	<b>48,626.29</b>
<b>Liabilities:</b>				
Borrowings (refer note 14 & 18)	58,475.66	-	-	58,475.66
Lease liabilities (refer note 15 & 19)	80.03	-	-	80.03
Trade Payables (refer note 20)	7,002.08	-	-	7,002.08
Other financial liabilities (refer note 21)	4,708.26	484.67	-	5,192.93
<b>Total</b>	<b>70,266.03</b>	<b>484.67</b>	<b>-</b>	<b>70,750.70</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Particulars	At Amortized cost	At fair value through profit and loss (Mandatory)	At fair value through OCI (Mandatory)	Total carrying value
<b>As at 31st March 2024</b>				
<b>Assets:</b>				
Trade receivables (refer note 7)	35,606.32	-	-	35,606.32
Cash and Cash Equivalents (refer note 8)	144.58	-	-	144.58
Other bank balances (refer note 9)	1.00	-	-	1.00
Other financial assets (refer note 4 & 10)	3,688.07	73.48	-	3,761.55
<b>Total</b>	<b>39,439.97</b>	<b>73.48</b>	<b>-</b>	<b>39,513.45</b>
<b>Liabilities:</b>				
Borrowings (refer note 14 & 18)	87,481.90	-	-	87,481.90
Lease liabilities (refer note 15 & 19)	58.43	-	-	58.43
Trade Payables (refer note 20)	8,732.62	-	-	8,732.62
Other financial liabilities (refer note 21)	4,295.83	-	-	4,295.83
<b>Total</b>	<b>1,00,568.78</b>	<b>-</b>	<b>-</b>	<b>1,00,568.78</b>

**(b) Fair Value Measurement**
**Fair Value hierarchy**

The fair values of the financial assets and liabilities are defined as the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The below is the fair value measurement hierarchy used by the Company to determine the fair value of financial instruments, grouped into Level 1 to Level 3 :-

Level 1 - This level of hierarchy includes assets or liabilities that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – This level of hierarchy includes assets or liabilities that are measured using inputs, other than quoted prices included within Level 1, that are observable either directly (i.e; as prices) or indirectly (i.e; derived from prices)

Level 3 - This level of hierarchy includes assets or liabilities that are measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

**Fair value of financial assets and liabilities measured at fair value:**

Particulars	Fair Value	Level 1	Level 2	Level 3
<b>As at 31st March 2025</b>				
<b>Other financial Assets (current)</b>				
-Derivative financial instruments	-	-	-	-
<b>Other financial liabilities (current)</b>				
-Derivative financial instruments	484.68	-	484.68	-
<b>As at 31st March 2024</b>				
<b>Other financial assets (current)</b>				
-Derivative financial instruments	73.48	-	73.48	-
<b>Other financial liabilities (current)</b>				
-Derivative financial instruments	-	-	-	-

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**
**(Amount ₹ in Lakhs unless otherwise stated)**
**Fair value of the financial assets and liabilities measured at amortized cost**

The carrying value of the financial assets and liabilities measured at amortised cost approximates its fair value.

**Valuation techniques used to determine fair value**

The Company maintains policies and procedures to value financial assets and financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are measured at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents, short term deposits etc. are considered to be their fair value, due to their short term nature.

Borrowings are evaluated by the Company based on parameters such as interest rates and other risk characteristics. Risk of non-performance for the company is considered to be insignificant in valuation.

For foreign exchange forward contracts categorised as level 2, the fair value is determined using the prevailing forward exchange rates at the reporting date, i.e. mark to market values, provided by authorised dealer banks dealing in such foreign exchange contracts

**NOTE 49: Capital Management**

For the purposes of the Company's capital management, capital includes equity share capital, securities premium and all other reserves attributable to the equity shareholder. The primary objective of the Company's Capital Management is to maximize the return to shareholders and also maintain an optimal capital structure to reduce cost of capital.

The Company's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence and to sustain future development of the business.

The Company monitors capital using a ratio of 'Net debt' to 'Total Equity'. For this purpose, net debt is defined as total interest-bearing loans and borrowings less cash and cash equivalents. The Company's Net debt to equity ratio is as follows.

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b><u>Borrowings</u></b>		
Long Term Borrowings	35,267.06	39,443.54
Short Term Borrowings	23,208.60	48,038.36
Lease Liabilities	80.03	58.43
<b>Total Debt</b>	<b>58,555.69</b>	<b>87,540.33</b>
Less:		
Cash & Cash Equivalents	49.95	144.58
<b>Net Debt (A)</b>	<b>58,505.74</b>	<b>87,395.75</b>
<b>Total Equity (B)</b>	<b>1,00,582.14</b>	<b>90,242.54</b>
<b>Gearing Ratio (Net Debt/Total Equity) (A/B)</b>	<b>0.58</b>	<b>0.97</b>

Further, there have been no breaches in the financial covenants of any interest-bearing loans and borrowing during the reporting period.

There were no changes in the objectives, policies or processes for managing capital from prior year

The company is not subject to any externally imposed capital requirement

**(b) Loan Covenants**

In order to achieve overall objective of capital management, amongst other things, the management aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings. The management carefully negotiates the terms and conditions of the loans and ensures adherence to all the financial covenants. Breaches in meeting the financial covenants would permit the bank to call loans and borrowings or charge some penal interest. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing during the year ended 31st March, 2025 and 31st March, 2024.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**
**(Amount ₹ in Lakhs unless otherwise stated)**
**NOTE-50 Financial Risk Management**

The principal financial assets of the Company include trade and other receivables, loans and advances and cash and bank balances that derive directly from its operations. The principal financial liabilities of the company include loans and borrowings, trade and other payables and the main purpose of these financial liabilities is to finance the day to day operations of the company.

The Company is exposed to market risk (including foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company's senior management oversees the management of these risks. There are appropriate policies and procedures in place through which such financial risks are identified, measured and managed by the Company. The Audit Committee and the Board are regularly apprised of these risks and measures used to mitigation these risks.

**I. Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency risk, interest rate risk and investment risk.

**a) Foreign Currency Risk**

The company operates internationally and business is transacted in several currencies. The export sales of company comprise around 52% of the total sales of the company, Further the company also imports certain assets and raw material/ stores etc. from outside India. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the company is exposed to foreign currency risk and the results of the company may be affected as the rupee appreciates/ depreciates against foreign currencies. Foreign exchange risk arises from the future probable transactions and recognized assets and liabilities denominated in a currency other than company's functional currency.

The company measures the risk through a forecast of highly probable foreign currency cash flows and manages its foreign currency risk by appropriately hedging the transactions. The Company uses derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

**a) The following table details the foreign currency derivative contracts outstanding at the end of the reporting period:**

Outstanding Contracts	No of Deals		Amount in Foreign Currency		Amount in INR	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
USD/INR Sell Forward	159.00	41.00	728.46	182.50	62,791.36	15,187.74
USD/INR Buy Forward	23.00	13.00	357.85	438.97	31,376.77	36,625.25

**b) The following table summarizes the company's exposure foreign currency risk from financial instruments at the end of each reporting period:**
**(Amount ₹ in FC-Lakhs unless otherwise stated)**

Particulars	Currency	As at 31st March, 2025			As at 31st March, 2024		
		Total Exposure	Hedged Through Forwards	Net Exposure	Total Exposure	Hedged Through Forwards	Net Exposure
<b>a) Exposure on account of Financial Assets</b>							
Trade Receivables (A)	USD	479.25	479.25	-	307.11	182.50	124.61
	Euro	-		-	-	-	-
	CHF	-		-	-	-	-
<b>b) Exposure on account of Financial Liabilities</b>							
Borrowings, Trade & Other Payables (B)	USD	495.35	296.87	198.48	937.74	438.97	498.77
	Euro	0.07	-	0.07	-	-	-
	CHF	0.56		0.56			
<b>Net Exposure to Foreign Currency-Payables/(Receivable)B-A</b>	USD			198.48			374.16
	Euro			0.07			-
	CHF			0.56			-

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

Exchange rates at the end of Reporting Period : -

Particulars	Rates as on 31.03.2025	Rates as on 31.03.2024
INR/USD	85.475	83.405
INR/EURO	92.070	89.883
INR/CHF	96.828	92.045

**Foreign Currency sensitivity**

The impact on the Company's profit before tax due to change in the fair value of monetary assets and liabilities on account of reasonably possible change in foreign exchange rates (with all other variables held constant) will be as under:

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	₹ strengthens by 5%	₹ weakens by 5%	₹ strengthens by 5%	₹ weakens by 5%
<b>Impact on profit for the year</b>				
USD	848.25	(848.25)	1,560.36	(1,560.36)
Euro	0.34	(0.34)		-
CHF	2.72	(2.72)		-

**b) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

As the Company has no significant interest -bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

At the reporting date the interest rate profile of the Company's interest bearing financial instruments is as below:

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Variable Rate Instruments</b>		
Borrowings (Non -Current) (Including Current Maturities)	40,138.51	43,814.02
Borrowings (Current)	16,991.94	39,021.25
<b>Total Variable Rate Borrowings</b>	<b>57,130.45</b>	<b>82,835.27</b>
<b>Fixed Rate Instruments</b>		
Borrowings (Non -Current)	-	319.36
Borrowings (Current)	-	3,538.79
<b>Total Fixed Rate Borrowings</b>	<b>-</b>	<b>3,858.15</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**Cash flow sensitivity analysis for variable rate instruments**

The below would be the impact on Profit before tax due to 100 basis point change in interest rates

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Increase 100 Basis	Decrease 100 Basis	Increase 100 Basis	Decrease 100 Basis
Impact on profit for the year	(571.30)	571.30	(828.35)	828.35

**c) Investment Risk:**

Company has not made any investments hence it is not exposed to investment risk.

**II. Liquidity Risk**

Liquidity risk arises from the Company's inability to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring that it will always have sufficient liquidity to meet its liabilities when due.

The financial liabilities of the company, other than derivatives, include loans and borrowings, trade and other payables.

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations.

The Company's finance department is responsible for liquidity and funding arrangements. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position on the basis of expected cash flows in near future.

**(a) Maturity analysis of financial liabilities and financial assets**
**i) Maturity analysis of financial liabilities**

Particulars	Less than One Year	More than one year and less than five year	More than five Years	Total
<b>As at 31st March, 2025</b>				
Borrowings	23,208.60	26,911.63	8,355.43	58,475.66
Lease liabilities	14.45	48.50	17.08	80.03
Trade payables	7,002.08	-	-	7,002.08
Other Liabilities	5,192.93	-	-	5,192.93
<b>Total</b>	<b>35,418.06</b>	<b>26,960.13</b>	<b>8,372.51</b>	<b>70,750.70</b>
<b>As at 31st March, 2024</b>				
Borrowings	48,038.36	38,510.34	933.20	87,481.90
Lease liabilities	12.48	45.95	-	58.43
Trade payables	8,732.62	-	-	8,732.62
Other Liabilities	4,295.83	-	-	4,295.83
<b>Total</b>	<b>61,079.29</b>	<b>38,556.29</b>	<b>933.20</b>	<b>1,00,568.78</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**ii) Maturity analysis of financial liabilities**

Particulars	Less than One Year	More than one year and less than five year	More than five Years	Total
<b>As at 31st March, 2025</b>				
Trade receivables	45,632.20	-	-	45,632.20
Cash and Cash Equivalents	49.95	-	-	49.95
Other bank balances	25.31	-	-	25.31
Other financial assets	2,918.83	139.49	2,147.39	5,205.70
<b>Total</b>	<b>48,626.28</b>	<b>139.49</b>	<b>2,147.39</b>	<b>50,913.16</b>
<b>As at 31st March, 2024</b>				
Trade receivables	35,606.32	-	-	35,606.33
Cash and Cash Equivalents	144.58	-	-	144.59
Other bank balances	1.00	-	-	1.00
Other financial assets	1,809.69	129.76	1,822.10	3,761.55
<b>Total</b>	<b>37,561.59</b>	<b>129.77</b>	<b>1,822.10</b>	<b>39,513.46</b>

**(b) Financing arrangements**

The company has access to the following undrawn borrowing facilities at the end of reporting period:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Expiring within one year (Cash credit and other working capital facilities)	<b>29,008.06</b>	<b>3,478.75</b>

Note: Calculated on the basis of sanctioned working capital limit. There is no restriction on the use of these facilities

**III. Credit Risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. Credit risk on cash and bank balances is limited as the company generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. The Company's credit risk in case of all other financial instruments is negligible.

The company assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and shipments to overseas customers are generally covered by letter's of credit of foreign bank.

The Company's maximum exposure to credit risk as at 31st March, 2025 and 31st March, 2024 is the carrying value of the financial assets.

**Expected Credit Loss for Financial Assets**
**(i) Financial assets to which loss allowance is measured using 12 months Expected Credit Loss:**

Particulars	Gross Carrying Amount	Expected Credit Loss	Carrying amount net of ECL
<b>As at 31st March 2025</b>			
Cash and bank balances and other financial assets (Refer note 4,8,9,10)	4,804.88	1,810.79	2,994.09
<b>As at 31st March 2024</b>			
Cash and bank balances and other financial assets (Refer note 4,8,9,10)	4,501.23	594.10	3,907.13

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**(ii) Financial assets to which loss allowance is measured on simplified approach using lifetime Expected Credit Loss:**

Particulars	Gross Carrying Amount	Expected Probability of Default	Expected Credit Loss	Carrying amount net of ECL
<b>As at 31st March 2025</b>				
Trade Receivables (refer note 7)	45,812.64	Refer table (1) below	180.44	45,632.20
<b>As at 31st March 2024</b>				
Trade Receivables (refer note 7)	35,725.04	Refer table (2) below	118.72	35,606.32

**1) Expected Probability of Default in case of Trade Receivables as on 31.03.2025**

Period from Due Date	Expected probability of default
Not Due	0.10%
Less than 30 days	0.10%
31 days- 90 days	0.10%
91 days- 180 days	0.10%
181 days- 360 days	0.10%
1-2 years	50.00%
2-3 years	100.00%
More than 3 years	100.00%

**2) Expected Probability of Default in case of Trade Receivables as on 31.03.2024**

Period from Due Date	Expected probability of default
Not Due	0.03%
Less than 30 days	0.10%
31 days- 90 days	0.10%
91 days- 180 days	0.10%
181 days- 360 days	0.10%
1-2 years	28.00%
2-3 years	28.00%
More than 3 years	100.00%

**iii) Movement in Allowance for Expected credit loss**

Particulars	Trade receivables	Other financial assets
As at 1st April, 2023	72.27	-
Provided during the year	46.45	594.10
<b>As at 31st March, 2024</b>	<b>118.72</b>	<b>594.10</b>
<b>As at 1st April, 2024</b>	<b>118.72</b>	<b>594.10</b>
Provided/Reversal during the year	61.72	1,216.69
<b>As at 31st March, 2025</b>	<b>180.44</b>	<b>1,810.79</b>

Revenue from top five customers during the year ended 31st March 2025 and 31st March 2024 is ₹43265.96 Lakhs and ₹44421.72 Lakhs which represents 17.61% and 19.17% of sales of products in the respective year.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**
**(Amount ₹ in Lakhs unless otherwise stated)**
**NOTE – 51**

The Company has taken borrowings from banks on the basis of security of inventories and trade receivable (i.e. current assets). There are certain differences in value of inventories and trade receivables as filed with banks vis-a-vis books of accounts. The summary of reconciliation and reasons of material discrepancies in this regard is as under:-

Quarter ending	Name of the Bank	Particulars of security provided	Amount as per books of accounts	Amount as reported in the quarterly statement	Amount of difference	Reason for material differences
30 <sup>th</sup> June, 2024	State Bank of India and consortium of banks	Inventories	51,143.72	51,136.68	7.04	Differences are not material.
		Trade receivables (excluding Bills discounted amounting of Nil and Expected Credit Loss of ₹125.38 Lakhs)	38,212.60	37,715.93	496.67	Difference is not material and is mainly due to reinstatement of export debtors which was accounted for after submission of statement to the banks.
30 <sup>th</sup> Sept, 2024	State Bank of India and consortium of banks	Inventories	33,777.77	26,581.23	7196.54	Difference is mainly due to goods in transit related to raw material considered in books of account but not considered in the statement submitted to the banks.
		Trade receivables (excluding Bills discounted amounting of Nil and Expected Credit Loss of ₹133.28 Lakhs)	39,414.30	38,947.29	467.01	Difference is not material and is mainly due to reinstatement of export debtors which was accounted for after submission of statement to the banks
31st Dec, 2024	State Bank of India and consortium of banks	Inventories	41,654.66	41,612.69	41.97	Difference is not material.
		Trade receivables (excluding Bills discounted amounting of Nil and Expected Credit Loss of ₹154.56 Lakhs)	41,554.80	40,710.76	844.04	Difference is not material and is mainly due to reinstatement of export debtors which was accounted for after submission of statement to the banks.
31 <sup>st</sup> March, 2025	State Bank of India and consortium of banks	Inventories	43,383.35	43,379.16	4.19	Difference is not material.
		Trade receivables (excluding Bills discounted amounting of Nil and Expected Credit Loss of ₹180.44 Lakhs)	45,812.64	45,825.44	-12.80	Difference is not material.

Note: Trade receivables discounted with banks have not been considered in the above figures as the same is not included in the statement submitted to banks.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE – 52: Key Financial Ratios**

Particulars	Numerator	Denominator	As at and year ended 31st March, 2025	As at and year ended 31st March, 2024	Variance	Reasons for Variation (In case of Variation is more than 25%)
Current ratio (in times)	Current assets	Current liabilities	2.63	1.85	42.16%	Due to less utilisation of working capital limits as at the end of current year as compared to last year
Debt – Equity ratio (in times)	Total Debt	Total Equity	0.58	0.97	-40.20%	Due to less utilisation of working capital limits as at the end of current year as compared to last year
Debt Service Coverage ratio (in times)	Earnings available for debt service <sup>(1)</sup>	Debt Service <sup>(2)</sup>	2.05	2.40	-14.58%	
Return on Equity ratio (ROE) (in %)	Profit for the year	Average Total Equity	11.45	7.81	46.60%	Better sales prices and low consumption cost lead to better margins, Hence ratio improved.
Inventory turnover ratio (in times)	Cost of Goods sold	Average inventory	3.41	3.50	-2.57%	
Trade receivables turnover ratio (in times)	Sales of goods and services	Average Trade Receivable	6.05	7.86	-23.02%	
Trade payables turnover ratio (in times)	Credit Purchases	Average Trade Payables	22.69	23.20	-2.19%	
Net capital turnover ratio (in times)	Sales of goods and services	Average Working Capital	4.31	4.56	-5.48%	
Net profit ratio (in %)	Profit for the year	Revenue from operations	4.33	2.96	46.28%	Better sales prices and low consumption cost lead to better margins, Hence ratio improved.
Return on capital employed (ROCE) (in %)	Earnings before interest and tax	Average Capital Employed <sup>(3)</sup>	11.70	9.69	20.74%	
Return on investment (in %)	Profit for the year	Average Total Equity	NA	NA	NA	

(1) Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like profit/ loss on sale of property plant and equipment

(2) Interest & Lease payments during the year + Principal repayments of term loans in during the year

(3) Tangible Net Worth + Total Debt + Deferred Tax Liabilities



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE -53**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the company as per the Act. The funds were utilized through out the year on the activities which are specified in Schedule VII of the Companies Act, 2013.

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
(a) Amount required to be spent by the company during the year	<b>555.21</b>	<b>569.93</b>
(b) Amount of expenditure incurred during the year		
i) Construction/ acquisition of any asset	-	36.33
ii) On purposes other than (i) above	530.73	520.76
(c) Excess expenditure incurred brought forward from previous year	36.33	51.77
(d) Excess expenditure incurred carried forward to next year	11.85	36.33
(e) Amount recognized in statement of profit and loss (b+c-d)	555.21	572.53
(f) Shortfall of current year adjusted against excess expenditure incurred in earlier year	-	-
(g) Excess expenditure carried forward to next year (e-f)	-	-
(h) Reasons of shortfall	NA	NA
(i) Nature of CSR activities	Refer below	Refer below
(j) Detail of related party transactions		
-Purchase of cloths and garments for distribution under CSR	434.55	489.29

**Nature of CSR activities undertaken during 2024-25 and 2023-24**

Distribution of clothes to school students, distribution of Spectales and Nutrition Bags at Govt Hospitals, contribution towards to Green Revolution Cell to maintain ecological balance, maintaing quality of soil, Installation of Water Coolers at schools etc. and certain other activites as mentioned as per schedule VII of Companies Act, 2013.

**NOTE-54**
**Ageing schedule of Capital Work in Progress**
**(i) As at 31st March, 2025**

Amount in CWIP for a period of					
Particular	<1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
(i) Projects in progress	494.02	-	-	-	<b>494.02</b>
(ii) Projects temporarily suspended	-	-	-	-	-

**(ii) As at 31st March, 2024**

Amount in CWIP for a period of					
Particular	<1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
(i) Projects in progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-

Note: There is no such project in capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as on 31st March 2025 and 31st March 2024.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**
**(Amount ₹ in Lakhs unless otherwise stated)**
**NOTE-55**
**Capitalisation of Expenditure**

The following amount of expenditures have been recognised in the carrying amount of Property, Plant and Equipment /Capital work-in-progress (CWIP) in the course of its construction. Consequently, expenses disclosed under the respective notes to the Statement of Profit and Loss are net of amounts capitalised by the Company.

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Expenses incurred during the year (A)	-	1.09
Rates and taxes	-	46.65
Borrowing Costs (Included LC Interest and Bank Charges)	-	47.74
<b>Total</b>		
Amount of expenses included in Capital work-in-progress at the beginning of the year (B)	-	-
Amount of expenses Capitalized during the year (C)	-	47.74
Amount of expenses included in Capital work-in-progress at the end of the year (A+B-C)	-	-

**NOTE – 56**
**Other disclosures required as per Schedule III to the Companies Act, 2013**

- (i) The company has not been declared as wilful defaulter by any bank or financial Institution or other lender.
- (ii) The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (iii) The company does not have any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency, during the financial year ended 31st March, 2025 and 31st March, 2024.
- (v) There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
- (vi) No funds that have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company; or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("funding party") with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly lend or invest in other persons or entities in any manner whatsoever by or on behalf of the funding party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (viii) The company does not have any charge or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (ix) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable
- (x) The company has used the borrowings from banks and financial institutions for the purpose for which it was taken.

**NOTE – 57**

The Board of Directors in its meeting held on January 28, 2023 approved the proposal to buy-back upto 580000 fully paid up equity shares of the face value of ₹10/- at a price of ₹950/- per share payable in cash ("Buyback Price") for a maximum amount not exceeding ₹5510 lakhs. This amount represents 7.18% of the paid-up equity share capital and free reserves as per audited financial statements of the Company for the financial year ended 31st March, 2022. The buy-back process was completed on 17th April, 2023 and 580000 shares were extinguished.

**NOTE – 58**

The Board has recommended a final dividend of ₹1/- per equity share of face value of ₹1/- each (fully paid up) amounting to ₹1270.72 Lakhs and ₹0.50/- per share on 5% Non-Cumulative Non- Convertible Redeemable Preference Shares of face value of ₹10/- each amounting to ₹34.16 Lakhs for FY 2024-25.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**

(Amount ₹ in Lakhs unless otherwise stated)

**NOTE – 59**
**Reconciliation of liabilities arising from financing activities and material non-cash investing and financial transactions**

Particulars	Non-current borrowings	Current borrowings	Lease liabilities (including interest on lease liabilities)	Interest accrued but not due	Dividend payable/ Unpaid dividend
<b>Year ended March 31, 2025</b>					
<b>As at the beginning of the year</b>	<b>39,443.54</b>	<b>48,038.36</b>	<b>58.43</b>	<b>171.86</b>	<b>-</b>
<b>Changes during the year</b>					
i) changes from cash flows	(3,633.30)	(25,622.57)	(21.36)	(4,952.30)	(656.86)
ii) Interest and other financial charges incurred for the year			7.21	4,927.67	
iii) Dividend declared during the year					669.52
iv) Net effect of classification of current maturities as current borrowings	(738.34)	738.34			
v) New leases during the year			35.75		
vi) effect of changes in foreign exchange rates	(403.64)	54.47	-		
vii) Difference on account of modification of terms of financial liabilities	512.83	-	-		
viii) Interest on liability component of compound financial instruments	66.57	-	-		
ix) Effect of unamortized processing charges (net)	-	-	-	5.47	
<b>As at the end of the year</b>	<b>35,247.66</b>	<b>23,208.60</b>	<b>80.03</b>	<b>152.70</b>	<b>12.66</b>
<b>Year ended March 31, 2024</b>					
<b>As at the beginning of the year</b>	<b>34,266.56</b>	<b>13,080.22</b>	<b>71.99</b>	<b>140.61</b>	<b>-</b>
<b>Changes during the year</b>					
i) changes from cash flows	8,202.80	31,506.86	(20.66)	(5,778.28)	-
ii) Interest and other financial charges for the year			6.63	5,809.53	-
iii) Dividend declared during the year					-
iv) Net effect of classification of current maturities as current borrowings	(3,350.07)	3,350.07			-
v) New leases during the year			46.86		-
vi) effect of changes in foreign exchange rates	233.13	101.21			-
vii) Difference on account of modification of terms of financial liabilities	-	-			-
viii) Interest on liability component of compound financial instruments	61.99				-
ix) Effect of unamortized processing charges (net)	29.14				-
x) Termination of leases the year			(46.39)		-
<b>As at the end of the year</b>	<b>39,443.54</b>	<b>48,038.36</b>	<b>58.43</b>	<b>171.86</b>	<b>-</b>

There are no significant non-cash investing and financial transactions other than those disclosed in above reconciliation.

As per our report of even date attached

 For **SCV & Co. LLP**

Chartered Accountants

Firm Regn. No. 000235N/N500089

**Sanjay Vasudeva**

Partner

M. No. 090989

Place: Ludhiana

Date : May 1, 2025

**For and on behalf of the Board of Directors**
**Munish Avasthi**

Chairman-cum-Managing Director

DIN No.00442425

**Naresh Jain**

Executive Director

DIN No.00254045

**Sandeep Sachdeva**

Chief Financial Officer

**Lovlesh Verma**

Company Secretary

ACS-34171

**SPORTKING INDIA LIMITED**  
**CIN: L17122PB1989PLC053162**  
**Registered Office: Village kanech, Near Sahnewal, G.T Road, Ludhiana-141120**  
**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 36th Annual General Meeting of the company held on Saturday, 30<sup>th</sup> August 2025 at 10.30 A.M. at its Registered Office at Village Kanech, near Sahnewal, GT road, Ludhiana-141120.

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 in the Notice of 36th Annual General Meeting, carefully before voting electronically.

-----cut here-----

**Form No. MGT-11**  
**SPORTKING INDIA LIMITED**  
**CIN :L17122PB1989PLC053162**  
**Registered Office: Village kanech, Near Sahnewal, G.T Road, Ludhiana-141120**  
**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 36th Annual General Meeting of the company held on Saturday, 30<sup>th</sup> August 2025 at 10.30 AM at its Registered Office at Village Kanech, Near Sahnewal, G.T Road, Ludhiana-141120 and at any adjournment thereof in respect of the following resolutions as are indicated below:-

Resolution No	Description
<b>ORDINARY BUSINESS</b>	
1.	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon
2.	To declare dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2025
3.	To appoint a Director in place of Mr. Munish Avasthi (DIN: 00442425), who retires by rotation who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment
<b>SPECIAL BUSINESS</b>	
4.	Ratification of Remuneration payable to Cost Auditors for the Financial Year 2025-26
5.	Appointment of M/s Sunny Kakkar & Associates, a Practicing Company Secretary firm as Secretarial Auditor of the Company
6.	Approve the appointment of Mr. Puneet Singhania (DIN- 01551462) as an Independent Director of the Company for the first term for five consecutive years
7.	Re-appointment of Mrs. Harpreet Kang (DIN:03049487) as an Independent Director for the Second term for five consecutive years
8.	Re-appointment of Mr. Munish Avasthi (DIN: 00442425) as Managing Director and Chief Executive Officer (CEO) of the Company
9.	Approve the appointment of Mr. Chetan Rupal (DIN: 00253536) as the Whole-time Director of the Company
10.	Increase in the borrowing limits of the company under Section 180(1)(c) of Companies Act, 2013
11.	Creation of the security for the loan/ credit facilities by mortgage/ creation of charge under Section 180(1)(a) of Companies Act, 2013

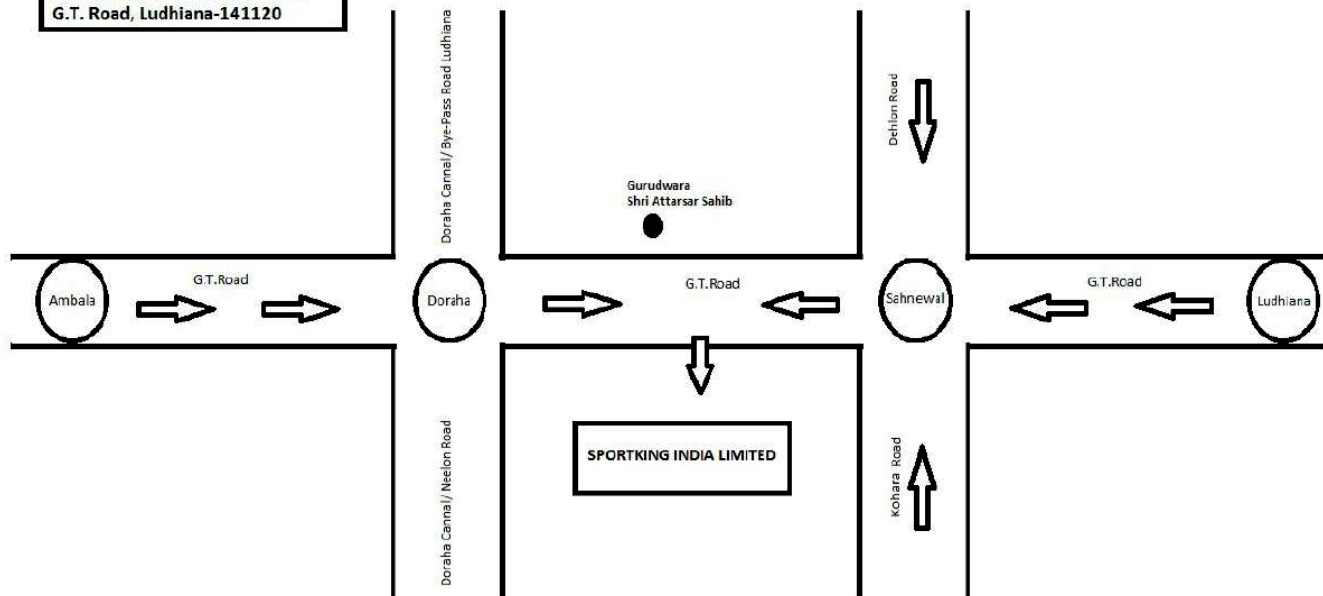
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Incomplete Proxy form will not be accepted.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of the proxy holder

Signature of shareholder

Venue of Annual General Meeting  
Sportking India Limited  
Village Kanech, Near Sahnewal,  
G.T. Road, Ludhiana-141120







# Sportking India Limited

If undelivered please return to:  
Village Kanech, Near Sahnewal  
G.T. Road, Ludhiana - 141120

Prepared by:  
Harmonics Systems

