

# Sportking INDIA LTD.

(Govt. Recognised Four Star Export House)

Regd. & Corporate Office : Vill. Kanech, Near Sahnewal, G.T. Road, Ludhiana-141120 Ph. (0161) 2845456 to 60 Fax : 2845458  
Admn. Office : 178, Col. Gurdial Singh Road, Civil Lines, Ludhiana-141001 Ph. (0161) 2770954 to 55 Fax : 2770953  
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Website : www.sportking.co.in

SIL/2025-26/SE

05.08.2025

To <b>BSE Limited</b> Phiroze Jeeheebhoy Towers, Dalal Street, Mumbai-400001	To <b>National Stock Exchange of India Ltd,</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051
<b>Script Code: 539221</b>	<b>Symbol: SPORTKING</b>

## Sub: Notice of 36<sup>th</sup> Annual General Meeting (AGM)

Dear Sir,

Pursuant to Regulation 30 of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform you that 36<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on **Saturday, the 30<sup>th</sup> Day of August, 2025 at 10.30 AM** at Registered Office of the Company. The Notice of Annual General Meeting along with e-voting instructions is enclosed herewith. The same is being circulated through electronic mode to all the shareholders of the Company whose E-mail addresses are registered with the Company or Depository Participant(s), in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). The Notice of Annual General Meeting is also available on the Company's website at [www.sportking.co.in](http://www.sportking.co.in).

Further, Pursuant to the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the facility/option to transact through Remote Electronic Voting is also being provided to the shareholders. The remote E-voting will start 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]. Accordingly, for the purpose of determining the shareholders eligible to cast their votes electronically/physically, the Company has fixed Saturday, 23<sup>rd</sup> August 2025 as the cut-off date.

We further, inform you that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain close from Sunday, 24<sup>th</sup> August, 2025 to Saturday, 30<sup>th</sup>, August 2025 (both days inclusive) for the purpose of holding AGM and declaration of dividend for the F.Y 2024-25.

You are requested to please take the same on your records.

Thanking You,

**For SPORTKING INDIA LIMITED**

**LOVLESH VERMA**  
**COMPANY SECRETARY**  
**(ACS: 34171)**

## **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 02nd 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 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 Mediclaim 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**

<b>Sr No</b>	<b>Particular</b>	<b>Information</b>
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**

<b>Sr No</b>	<b>Particular</b>	<b>Information</b>
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



**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.

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**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

