



SPORTKING INDIA LIMITED

Nomination and Remuneration Policy

*(Amended version as approved by the Board of Directors of the Company at its
Meeting held on August 02, 2025)*



Nomination and Remuneration Policy

PREAMBLE

Sportking India Limited ("Sportking" or "The Company") is governed by the Companies Act, 2013 ("The Act"), the Rules and Regulations framed thereunder by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") LODR Regulations, 2015 ("LODR Regulations").

LEGAL FRAMEWORK:

This Nomination and Remuneration Policy (the "Policy") has been formulated in compliance with Section 178 of the Companies Act, 2013, read with applicable rules made thereunder and in compliance of Regulation 19 of the SEBI (LODR), read with Part D of Schedule II of SEBI Regulations (together referred to as "Applicable Laws") when so applicable.

This Nomination and Remuneration Policy is applicable to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel (the "SMP") of Sportking India Limited ("Company")

OBJECTIVE

The objective of this Policy is to serve as a guiding charter to appoint qualified persons as Directors, Key Managerial Personnel and in senior management, to recommend the remuneration to be paid to them and to evaluate their performance.

The Nomination and Remuneration Committee shall provide a policy framework for:

- a) Identify persons who are qualified to become Directors and who may be appointed in Key Managerial Personnel (KMP) or Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- b) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- c) Devising a policy on diversity of Board of Directors;
- d) Specify the manner and criteria for effective evaluation of the performance of the Board, its Committees and individual Directors. Basis the performance evaluation results of independent Directors, decide whether to extend or continue their term of appointment or not;
- e) Recommend to the Board of Directors a policy relating to the remuneration of the Directors, KMP and other employees: and
- f) Recommend to the Board, all remuneration, in whatever form, payable to senior management

INTRODUCTION:

- (a) **Act** means the Companies Act, 2013 (and the Rules made thereunder) and the Companies Act, 1956 to the extent applicable.
- (b) **Board/Board of Directors** means the Board of Directors of the company for the time being.
- (c) **Company** means Sportking India Limited.
- (d) **Director** means a director appointed to the Board of the company.
- (e) **Key Managerial Personnel (KMP)** means key managerial personnel as defined

under sub-section (51) of section 2 of the Companies Act, 2013 as under:

- (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-time director;
 - (iv) the Chief Financial Officer;
 - (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) such other officer as may be prescribed.
- (f) **Nomination and Remuneration (NRC)** means a Committee of Directors constituted under Section 178 of Companies Act, 2013, read with rules made thereunder.
- (g) **“Policy”** means this policy, as amended from time to time.
- (h) **“Rules”** means the rules made under the Companies Act, 2013.
- (i) **SEBI (LODR)** means SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015
- (j) **“Senior Management Personnel (SMP)/Senior Officials”** shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

Words and expressions not defined in this policy shall have the same meaning as contained in the Act and the LODR Regulations 2015 and Companies Act, 2013

CRITERIA FOR IDENTIFYING PERSONS WHO ARE QUALIFIED TO BE APPOINTED AS A DIRECTOR / KMP / SENIOR MANAGEMENT PERSONNEL OF THE COMPANY:

A. Directors

Any person who in the opinion of the Board is a person of integrity and possesses relevant expertise and experience and is not disqualified in terms of Section 164 of the Act and other applicable provisions can be appointed as a Director of the Company

B. Independent Directors

For appointment as Independent Director, he/she should possess qualifications as mentioned in Rule 5 of The Companies (Appointment and Qualification of Directors) Rules, 2014. Further, he/she should also fulfil the requirements of Section 149 (6) of the Act and Regulation 16(b) of LODR Regulations.

For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent Director. The person recommended for such role shall meet the description.

For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required
- consider candidates from a wide range of backgrounds, having due regard to diversity and
- consider the time commitments of the candidates

C. Senior Management Personnel and KMP and Other Employees

The Company has specific job descriptions for the various positions in the Organization Structure. The job descriptions detail the minimum qualifications and experience requirements of the specific position, including for KMP and other Senior Management Personnel, which commensurate with the size of its business and the nature and complexity of its operations. These positions will be filled internally as well as by lateral hiring. Any new recruit in the Company is to match the requirements prescribed for the position.

BOARD SKILLS/EXPERTISE

The Board shall comprises of qualified Members who bring in required skills, expertise and competency so that fruitful contribution is made by the Board and its Committees and thereby Company achieves highest standards of Corporate Governance.

Financial: Proficiency in Financial Management, Capital Allocation, Treasury and Accountancy, Costing, Budgetary Controls

Operations: Understanding Organizations, Business processes, Strategic Planning, Driving change, Risk Management, Economics of Scale, Innovation

Global Business Leader: Handling diverse business scenario, Global market opportunities, Macro policies and business economics

Governance: Protecting the interest of stakeholders, enterprise reputation, accountability and governance practice.

DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY

All Directors and Officers of the Company would be covered by the Directors and Officers Liability Insurance Policy.

Board Diversity:

The Committee in its nomination process and while making recommendations to the Board shall endeavour to have an optimum and ideal combination of Directors from a diverse mixture of skills, professional & industry backgrounds, age, sexual orientation, physical disabilities, family status, religious beliefs, political beliefs, nationality, geographical experience & expertise, gender, tenure, ethnicity and diversity of thought. The Committee shall operate on the premise that a diverse and inclusive Board will be able to leverage different skills and perspectives which is essential for achieving long-term growth and development. The Committee shall set out the criteria for determining qualifications, positive attributes and independence while evaluating a person for appointment /re- appointment as Director with no discrimination on the grounds of ethnicity, nationality, gender or race or any other such factor. While reviewing the composition of the Board, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, to the extent feasible/possible.

Evaluation of Board Members:

Section 149 of the Act read with Schedule IV of the said Act and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the Independent Directors shall at its separate meeting review performance of non-independent directors, Chairperson of the Company and the Board as a whole. The performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated. Further as per Section 178 the Committee shall specify the manner for effective evaluation of performance of Board, its committees and individual Directors.

The evaluation will be done based on structured questionnaire to be circulated in advance to all the Directors.

Based on evaluation criteria, the Nomination & Remuneration Committee and the Board shall annually review the performance of each and every Director. Based on the rating of performance, the Board can decide to extend or continue the term of appointment or to introduce new candidate as a member of the Board or Retirement of the member based on his/her performance rating.

REMUNERATION**Remuneration of Managing Director, Key Managerial Personnel, Senior Management Personnel and other employees**

The Managing Director, Key Managerial Personnel, Senior Management Personnel and other employees receive basic salary, allowances and other perquisites and performance based remuneration. The Company policy is that remuneration should be fair and reasonable and should be reflective of market competitiveness so as to attract the best talent. The following are the guiding factors:

- The scope of duties, the role and nature of responsibilities;
- The level of skill, knowledge, experience, local factors and expectations of individual;
- The Company's performance, long term strategy and availability of resources;
- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMPs, Senior Management Personnel and other employees of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmark; and
- Remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals

The remuneration of Managing Director, Key Managerial Personnel and other Senior Management Personnel are determined and reviewed by Nomination and Remuneration Committee, while the HR department reviews the remuneration of other employees. Any increase in the maximum aggregate remuneration payable beyond permissible limit under the Companies Act, 2013 shall be subject to the approval of the Shareholders' and/or of the Central Government, as may be applicable.

CRITERIAL FOR MAKING PAYMENTS TO NON- EXECUTIVE/ INDEPENDENT DIRECTOR(S)

- The amount of sitting fees shall be subject to ceiling/ limits as provided under the Act and rules made thereunder or any other enactment for the time being in force and as decided by the Board from time to time.
- The Non-Executive/ Independent Director(s) may also receive remuneration / compensation / commission etc, as per criteria/limit thereof prescribed under Act read with the Rules made thereunder and LODR Regulations
- Non-Executive Directors may also receive stock options. Limits shall be set for the maximum number of stock options that can be granted to Non-Executive Directors in any financial year and in the aggregate. However Independent Directors shall not be entitled to any stock option.

In case, where a Company has no profits or inadequate profits, the Non-Executive Directors (NEDs) and Independent Directors (IDs) in addition to executive directors shall be eligible to receive minimum remuneration as per limits prescribed in Schedule V of the Companies Act, 2013, as amended from time to time.

Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Senior Management executives) the N&R Committee shall ensure / consider the following:

- the relationship of remuneration and performance benchmark is clear;
- the remuneration including annual increment is decided based on the criticality of the roles and responsibilities, the Company's performance vis-a-vis the annual budget achievement, individuals performance vis-a-vis Key performance Indicator (KPI) and Key Responsibility Areas (KRA), industry benchmark and current compensation trends in the market.
- The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above.

LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the LODR Regulations or of the Act or any other statutory enactments, Rules, the provisions of LODR Regulations or such Act or statutory enactments, Rules shall prevail over this Policy. Any subsequent amendment / modification in the LODR Regulations, Act, Rules and/or applicable laws in this regard shall automatically apply to this Policy.
