

- 13.6. In case, the Seller Member is not registered with the BSE, the Eligible Shareholders may approach the Company's Broker to place the bid.
- 13.7. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Seller Member(s) during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares.
- 13.8. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise
- 13.9. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:**
- Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
 - The Seller Member would be required to place an order / bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE. Before placing the order/bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("**Clearing Corporation**") by using the early pay-in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation, prior to placing the bid by the Seller Member.
 - The details of the special account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange and/ or the Clearing Corporation.
 - The lien shall be marked in the demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by the depositories to the Clearing Corporation.
 - In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("**IDT**") instructions shall be initiated by shareholders at source depository to clearing member pool/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
 - For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
 - Upon placing the bid, the Seller Member shall provide a transaction registration slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered etc.
 - Eligible Shareholders who have tendered their Equity Shares in the Buyback can 'hand deliver' Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are in joint names) in same order in which they hold the Equity Shares, along with the TRS generated by the exchange bidding system at the office of Registrar to the Buyback (mentioned in paragraph 16 of this Public Announcement). TRS will be generated by the respective Seller Members. Eligible Shareholders who cannot hand deliver the Tender Form and other documents at the office of Registrar to the Buyback, may send the same by registered post, speed post, courier at their own risk, superscribing the envelope as "**Sportking India Limited - Buyback Offer 2023**", to the Registrar to the Buyback at their office, so that the same are received not later than 2 (two) days from the Buyback Closing Date (by 05:00 p.m.). One copy of TRS will be retained by the Registrar and it will provide acknowledgment of the same to the Eligible Shareholder. It is clarified that in case of dematerialized Equity Shares, submission of the Tender Form and TRS is not mandatory.
 - In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the account of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.
 - The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. Further, Eligible Shareholders will have to ensure that they keep the savings bank, account attached to the DP account, active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
 - Excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's (Seller Member's) depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized Shares or unaccepted dematerialized Shares, if any, will be returned to the respective custodian depository pool account.
 - Eligible Shareholders who have tendered their Demat Shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the Demat Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to): (i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form; (ii) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and

- In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such Non-Resident Shareholders.

13.10. Procedure to be followed by Eligible Shareholders holding Equity Shares in the physical form:

The acceptance of tendered shares be undertaken before the Physical Transfer Cut-off Date the procedure for tendering to be followed by Eligible Shareholders holding Equity Shares in the physical form is as detailed below.

- In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out including the (i) completed tender form and original share certificate(s), (ii) valid Form SH 4 (transfer form) duly filled and signed by the Eligible Shareholder (in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the Eligible Shareholder's PAN Card, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholders would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- Based on these documents, the concerned Seller Member shall place a bid on behalf of the Eligible Shareholders holding Equity Shares in physical form and who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- Any Seller Member/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with the TRS either by registered post, speed post or courier or hand delivery to the registrar to the Buyback i.e. Beetal Financial & Computer Services Private Limited ("**Registrar**" / "**Registrar to the Buyback**") (at the address mentioned at paragraph 16 below) not later than 2 (two) days from the offer closing date. The envelope should be superscribed as "**Sportking India Limited - Buyback Offer 2023**". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/ Eligible Shareholder.
- Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time, the Designated Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders, should ensure that the process of getting the Equity Shares dematerialized is complete well in time so that they can participate in the Buyback Offer before the closure of the tendering period of the Buyback.

13.11. Modification / cancellation of bids will be allowed during the tendering period of the Buyback.

13.12. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Designated Stock Exchange, i.e. www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.

14. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- The Company will pay the consideration to the Company's Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to such Eligible Shareholder.
- In case of certain types of Eligible Shareholders' viz. non-resident Indians, foreign clients etc. (where there are specific Reserve Bank of India ("**RBI**") and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement account for releasing the same to their respective Eligible Shareholder's account onward. For this purpose, the client type details would be collected from the Registrar to the Buyback whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange and the Clearing Corporation from time to time. In case of deals confirmed by custodian, the settlement will be released to custodian's settlement account.

- Eligible Shareholder will have to ensure that they keep their depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non/partial acceptance of Equity Shares under the Buyback.
- Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to such Eligible Shareholder. In case of custodian participant orders, excess dematerialized Shares or unaccepted dematerialized Shares, if any, will be returned to the respective custodian participant.
- Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned to the Eligible Shareholders directly by the Company/ Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form. The Company will issue a new consolidated share certificate for all the unaccepted and excess Equity Shares in physical form and return the same to the sole/ first shareholder (in case of joint shareholders).
- The Seller Member would issue contract note to the respective Eligible Shareholder for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- The Equity Shares bought back in demat form would be transferred directly to the escrow demat of the Company opened for Buyback ("**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders for placing the order to sell the Equity Shares on behalf of the Eligible Shareholders. The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager to the Buyback and the Company accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
- The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and if accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

15. COMPLIANCE OFFICER

Shareholders may contact the Compliance Officer (For the purpose of Buyback) of the Company for any clarifications or to address their grievances, if any, during office hours i.e. 10:00 a.m. to 05:00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:


Compliance Officer: Mr. Lovlesh Verma
Address: Village Kanech, Near Sahnewal, GT Road, Ludhiana -141 120.
Tel. No.: +91 161 2845456 to 60; **Fax No.:** +91 161 2845458
Email: cs@sportking.co.in; **Website:** www.sportking.co.in

16. REGISTRAR TO THE BUYBACK/ INVESTOR SERVICE CENTRE

In case of any queries, shareholders may also contact the Registrar to the Buyback, during office hours i.e. 10.00 a.m. to 05.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

BEETAL
Beetal Financial & Computer Services Private Limited
 Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi - 110 062.
Contact Person: Mr. Punit Mittal
Tel. No.: +91 11 2996 1281; **Fax:** +91 11 2996 1284
Email: beetalrta@gmail.com; **Website:** www.beetalfinancial.com
SEBI Registration Number: INR000000262
Validity: Permanent Registration
CIN: U67120DL1993PTC052486.

17. MANAGER TO THE BUYBACK


Master Capital Services Limited
 SCO 22-23, Sector 9D, Madhya Marg, Chandigarh -160 009.
Tel. No.: +91 172 484 8000
Contact Person: Mr. Jaspal Rawat
Email: skl.buyback@mastertrust.co.in; **Website:** www.mastertrust.co.in
SEBI Registration No: INM000000107;
Validity Period: Permanent Registration
CIN: U67190HR1994PLC076366.

18. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts full and final responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Sportking India Limited

Sd/-	Sd/-	Sd/-
Munish Avasthi Managing Director DIN: 00442425	Naresh Kumar Jain Executive Director DIN: 00254045	Lovlesh Verma Company Secretary and Compliance Officer Membership No.: ACS-34171

Date : January 30, 2023

Place : Ludhiana