



SP REFRACTORIES LIMITED

(Formerly known as SP Refractories Private Limited)

(A Group of Mr. Prabodh S Kale)

CIN: U51909MH2007PLC167114

Registered Office: M-10, M-11/1 & M-11/2, MIDC, Hingna, Nagpur-440016

Office No.: 07104-235388/235399

Mob No: 9422103525

Email: sprefractory@gmail.com/info@sprefractories.com

Website: www.sprefractories.com

NOTICE

Date: 11th April, 2022

To,

The Directors

SP REFRACTORIES LIMITED

Notice is hereby given that the Meeting of the Board of Directors [BM - 01/2022-23] of Company is scheduled to be held on Tuesday, 19th day of April, 2022 at 11.00 AM at the Registered Office of the Company situated at M-10, M-11/1 & M-11/2, MIDC Industrial Area, Hingna Road, Nagpur, Maharashtra 440016 to discuss and transact the following business:-

Sr. No.	Item	Annexure
1.	To appoint a Chairman of the Meeting.	-
2.	To confirm the quorum of the Meeting.	-
3.	To grant leave of absence, if any.	-
4.	To confirm, approve and sign the minutes of the meeting of Board of Directors held on 16 th March, 2022.	Copy of Minutes attached as Annexure-I Pg No 07 to Pg No 13
5.	To consider and confirm the minutes of the Stakeholder's Remuneration Committee Meeting held on 09 th April, 2022.	Copy of Minutes attached as Annexure-II Pg No 14 and Pg No 15



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6.	To take on record the Applicable Laws.	-
7.	To consider and take note of list of related parties.	-
8.	To take on record notice of disclosure of interest in Form MBP-1.	-
9.	To Note the declaration of qualification under section 164 (2) of the Companies Act, 2013 in Form DIR-8.	-
10.	To take on record the list of promoters of Company.	-
11.	To approve the appointment of M/S Avinash Gandhewar & Associates, Practicing Company Secretaries as secretarial auditor for the financial year 2021-22.	-
12.	To take any other business with permission of Chairman.	-
13.	Vote of Thanks.	-

Please submit leave of Absence in case you are not in a position to attend the meeting.

Please acknowledge receipt of this Notice.



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Kindly make it convenient to attend the meeting.

Thanking you,

Yours faithfully,

For **SP REFRACTORIES LIMITED**

CS Shreeya Jajoo

Company Secretary cum Compliance Officer

Date: 11th April, 2022

Place: Nagpur



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AGENDA FOR THE [01/2022-23] MEETING OF BOARD OF DIRECTORS OF SP REFRACTORIES LIMITED TO BE HELD ON TUESDAY, 19TH DAY OF APRIL, 2022 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT M-10, M-11/1 & M-11/2, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR, MAHARASHTRA 440016

ITEM NO. 1

Appointment of Chairman of the meeting by show of hands.

The Board considered the following resolution and passed it unanimously:

Resolution No: 1

“**RESOLVED THAT**, Mrs. Namita Prabodh Kale (DIN: 01586375), Whole-Time Director of the Company be and is hereby appointed as the Chairman of the Board, with effect from 19th April, 2022, and shall preside as Chairman at all the Meetings of the Board and Meetings of Members of the Company, unless elected otherwise.”

ITEM NO. 2

The presence of requisite quorum shall be confirmed by the Chairman.

ITEM NO. 3

Leave of absence may be granted to those Directors who are not present in the meeting.

ITEM NO. 4

Minutes of previous Board meeting held on 16th March, 2022 which was circulated amongst the directors of the company, shall be placed in the meeting for confirmation and signatures by the Chairman of the meeting.

ITEM NO. 5

Minutes of the previous Committee Meeting held on 09th April, 2022 which was circulated amongst the directors of the Company, shall be placed in the meeting for confirmation and signatures by the Chairman of the meeting.

ITEM NO. 6

The Chairman placed before the Board the list of applicable laws to the Company.



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ITEM NO. 7

The Chairman placed before the Board list of related parties.

ITEM NO. 8

The Chairman placed before the meeting individual notices of disclosure of interest received from each directors in Form MBP-1 and Chairman proposes following resolution to be passed at the meeting.

Resolution No: 2

“**RESOLVED THAT** pursuant to the provision of section 184 of the Companies Act, 2013 read with the rule 9(1) of Companies (Meeting of Board & its Power) Rules, 2014 notice of disclosure of interest in the prescribe form No. MBP-1 received from all the directors showing their interest or concern in other companies/ bodies corporate / firm / Association of individual including their shareholding in the companies for the financial Year 2022-23 be and are hereby received and noted.

ITEM NO. 9

The Chairman placed before the meeting the declaration of disqualification received from all the directors in Form DIR-8 and the Chairman proposes following resolution to be passed at the meeting.

Resolution No:3

“**RESOLVED THAT** pursuant to the provision of section 164(2) of the Act, 2013 the representation received from all the directors of the company as placed before the board of directors be and are hereby taken on record and on the basis of declaration received from concerned directors of the Company in the form DIR-8, the Board be and hereby declare and confirm that none of the directors of company is disqualified in term of provision of sections 164(2) of the Companies Act, 2013 for continuance and appointment in the Company as a directors.”



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ITEM NO. 10

The Chairman placed before the Board the list of promoters of the Company.

Sr. No.	Name of Promoters
1.	Ms. Prajakta Prabodh Kale
2.	Ms. Shweta Prabodh Kale
3.	Mrs. Namita Prabodh Kale

ITEM NO. 11

To approve the appointment of secretarial auditor.

The Chairman shall propose the name of CS Avinash Gandhewar & Associates, Practicing Company Secretary for appointment as Secretarial Auditor of the Company for the financial year 2021-22 as per the provision of Section 204 of Companies Act, 2013 before the Board.

Board shall be requested to pass the following resolution unanimously in this regard.

Resolution No: 4

“**RESOLVED THAT**, pursuant to provision of section 204 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Board be and is hereby accorded to appoint Mr. Avinash Gandhewar, (Membership No.: F11197), proprietor of M/s Avinash Gandhewar & Associates, Practicing Company Secretaries for conducting a secretarial audit of the company for the financial year 2021-22 at such terms and conditions as may be agreed between the Board and secretarial auditor.

RESOLVED FURTHER THAT, any one director of the company/Company Secretary, be and is hereby authorised to provide the necessary assistance for conducting the aforesaid audit;



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RESOLVED FURTHER THAT, any one director of the company, be and is hereby severally authorized to do all such acts, deeds, and matters including preparing and filing of statutory forms, if any, with the concerned Registrar of Companies and such other things as may be necessary or expedient to implement this resolution.”

ITEM NO. 12

To consider any other matter with the permission of chair, excepting those requiring proper notice.

Thanking you,

Yours faithfully,

For **SP REFRACTORIES LIMITED**

CS Shreeya Jajoo

Company Secretary cum Compliance Officer

Date: 11th April, 2022

Place: Nagpur



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Annexure I

**EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (BM-14/2021-22) OF SP REFRACTORIES LIMITED HELD ON WEDNESDAY, 16TH MARCH 2022 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT M-10, M-11/1 & M-11/2, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR, MAHARASHTRA-440016 INDIA
THE MEETING COMMENCED AT 5.00 P.M.**

PRESENT:

- | | |
|-------------------------------|---------------------------------------|
| 1. Mrs. Namita Prabodh Kale | - Director (DIN: 01586375) |
| 2. Ms. Shweta Prabodh Kale | - Director (DIN: 01586321) |
| 3. Ms. Prajakta Prabodh Kale | - Director (DIN: 01586299) |
| 4. Mr. Manish Tarachand Pande | -Independent Director (DIN: 08712019) |

1. CHAIRMAN:

Mrs. Namita Prabodh Kale unanimously elected as a Chairman of the Meeting and welcomed the board members and the invitees to the meeting.

2. LEAVE OF ABSENCE:

As the Company did not receive any request, no leave of absence was granted.

3. CONFIRMATION OF QUORUM:

After ascertaining that the requisite members of directors were present to form a quorum, the Chairman declared that the meeting is open and he welcomed all the directors to the Board Meeting of SP Refractories Limited.

4. MINUTES OF THE PREVIOUS BOARD MEETING:

The minutes of the previous board meeting were read and confirmed as a correct record of the proceeding of the meeting.



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5. ALLOTMENT OF SHARES THROUGH IPO:

The matter was discussed in detail and the following resolution was passed:

Resolution No: 1

Proposed By: Mrs. Namita Prabodh Kale (Chairman)

Seconded By: Ms. Shweta Prabodh Kale (Director)

"RESOLVED THAT pursuant to the Initial Public Offering ("IPO") of the Company, which opened for subscription on March 09, 2022 and closed on March 11, 2022 for all the applicants, 5,47,200 Equity Shares of the Face Value of Rs. 10.00 each ("Equity Shares") at a price of Rs. 90/- per Equity Share, consisting of Fresh Issue of 2,97,600 Equity Shares by the Company and 2,49,600 Equity Shares by the Selling Shareholder be and are hereby allotted to the respective successful applicants in the various categories as approved in consultation with the Authorized Representative of the Designated Stock Exchange viz. NSE, and as detailed in the statement placed before the Meeting and initialed by the Chairman for the purpose of identification, where such allottees shall receive credit for the Equity Shares directly into their Depository Account. "

"RESOLVED FURTHER THAT the Equity Shares allotted as above shall, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, rank pari-passu with the existing equity shares of the Company and shall be entitled to such dividends and corporate benefits, if any, declared by the Company after the allotment."

"RESOLVED FURTHER THAT the Company do effect delivery of the aforesaid 5,47,200 Equity Shares of Rs.10/- each, consisting of Fresh Issue of 2,97,600 Equity Shares by the Company and 2,49,600 Equity Shares by the Selling Shareholder to the respective beneficiary accounts of the successful allottees under the IPO of the Company as per the Basis of Allotment approved by the Designated Stock Exchange viz. NSE."

"RESOLVED FURTHER THAT the proportionate amount of the application money received from the applicants to whom allotment is not made or to whom only partial allotment is made, the balance blocked amount shall be unblocked."

"RESOLVED FURTHER THAT Mrs. Shweta Prabodh Kale, Executive Director and/or Mrs. Shreyaa Jajoo, Company Secretary and Compliance Officer be and are hereby authorized to apply on behalf of the Company for final trading approvals of the Emerge Platform of NSE for the Equity Shares of the Company."



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“RESOLVED FURTHER THAT Mrs. Shweta Prabodh Kale, Executive Director and/or Mrs. Shreyaa Jajoo, Company Secretary and Compliance Officer, be and are hereby authorized to do all such acts and things and sign, execute and deliver such deeds, documents, forms, writings or paper as may be necessary to the Securities and Exchange Board of India, Registrar of Companies, NSE, NSDL, CDSL or any other governmental or regulatory authority, including Listing Agreement and to give effect to the above and to affix the Common Seal of the Company, wherever necessary, in accordance with the Articles of

Association of the Company and to take all actions that may be necessary in this connection and do all such acts, deeds and things as may be necessary or incidental to give effect to the resolution above.

6. AVAILING CORPORATE INTERNET BANKING:

Considering the benefits of availing Corporate Internet Banking (Enet) facility provided by HDFC Bank Limited, in respect of the current accounts of the company bearing Account Number 59209422103525 with its branch at Sitabuldi, The Chairman proposed to avail the said facility and accord the consent of Board of Directors. After discussing the same, all the Board Members passed the following resolution unanimously:

Resolution No: 2

Proposed By: Mrs. Namita Prabodh Kale (Chairman)

Seconded By: Ms. Shweta Prabodh Kale (Director)

RESOLVED THAT the consent of the Board be and is hereby given for availing the Corporate Internet Banking facility in respect of account number 59209422103525 of the company.

RESOLVED FURTHER THAT Mrs. Namita Prabodh Kale (DIN: 01586375) and Ms. Shweta Prabodh Kale (DIN: 01586321), Directors be and are hereby authorized, jointly and/or severally to apply to HDFC Bank Limited for and on behalf of Company and to operate singly for Rs. 7,55,00,000/- (Rupees Seven Crore Fifty Five Lakhs) for all the aforesaid account through Corporate Internet Banking (Enet).

RESOLVED FURTHER THAT any one director of the Company be and is hereby authorised to furnish a copy of the aforesaid resolution to HDFC Bank Limited and to do all such acts, deeds and things as may be necessary to give effect to this resolution only for Corporate Internet Banking.



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7. TO AVAIL CREDIT FACILITY FROM HDFC BANK:

The Chairman informed the Board that at the request of the Company, HDFC Bank Limited (hereinafter referred to as “HDFC Bank”) has granted/ agreed to grant various credit facilities amounting to Rs. 7,55,00,000/-- (Rupees Seven Crore Fifty Five Lakhs only) (herein after referred to as the “Credit Facility (ies)”) to the Company on the terms and conditions including the securities to be created in favour of the HDFC Bank as contained in HDFC Bank’s letter of offer/ sanction letter dated 15/03/2022 addressed to the Company (“Sanction Letter”).

The Chairman further informed the Board that for the purpose of the Credit Facility(ies) proposed to be availed from HDFC Bank, the Company will have to open current account(s) or such other accounts with HDFC Bank. It was further informed that the Company may also avail Net Banking facility for the accounts to be opened with HDFC Bank for ease of operations.

The Chairman requested the Board to consider the Sanction Letter for availing the Credit Facility (ies), requirement for opening a current account with HDFC Bank, applying for and availing Net banking facility for the accounts so opened with HDFC Bank and pass necessary resolutions for the foregoing.

The Board, after due consideration, adopted / passed the following Resolutions:

Resolution No:3

Proposed By: Mrs. Namita Prabodh Kale (Chairman)

Seconded By: Ms. Shweta Prabodh Kale (Director)

“RESOLVED THAT, the Company be and is hereby authorized to avail of from HDFC Bank, Credit Facility(ies) up to an aggregate amount of Rs. 7,55,00,000/-- (Rupees Seven Crore Fifty Five Lakhs only) on the terms, conditions and securities mentioned in HDFC Bank’s Sanction Letter and on any other terms and conditions (including the security(ies)) which may be stipulated by HDFC Bank and intimated to the Company from time to time.

RESOLVED FURTHER THAT the Board does hereby declare and confirm that under the Companies Act, 1956 or 2013, the Memorandum and Articles of Association of the Company and the regulations, from time to time made by the Company in the General Meeting, the power to borrow moneys and/or to create security vests in and is exercisable by the Directors and not by the Company in General Meeting and further that no restriction of any kind whatsoever have been imposed by the Memorandum and Articles of Association or the said Regulations on the Directors’ power to borrow moneys and/or to create security or to delegate such power and that all necessary approvals as required under various Acts/Memorandum and Articles of Association of the Company have been obtained.



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RESOLVED FURTHER THAT Mrs. Namita Prabodh Kale (DIN: 01586375) and Ms. Shweta Prabodh Kale (DIN: 01586321), Directors be and are hereby authorized, jointly and/or severally, to further negotiate with HDFC Bank and accept the revised terms and conditions (including securities) on behalf of the Company.

RESOLVED FURTHER THAT the draft of the document(s) received from HDFC Bank in respect of the Credit Facility(ies) be and is hereby approved and Mrs. Namita Prabodh Kale (DIN: 01586375) and Ms. Shweta Prabodh Kale (DIN: 01586321), Directors be and are hereby authorized, jointly and/or severally, to execute, sign and deliver facility agreement, deed of hypothecation, indenture of mortgage, power of attorneys, deed of guarantees, undertaking, indemnities, and issue Demand Promissory Notes, in such form and manner as HDFC Bank may require, and all/any other documents, writings and instruments and all renewals, modifications and/or amendments thereto including Letter of Acknowledgement of Debt/balance confirmations as HDFC Bank may require from time to time in this regard.

RESOLVED FURTHER THAT the following Security(s) (owned by the Company) stipulated as security for the Credit Facility(ies) sanctioned by HDFC Bank, shall be mortgaged/hypothecated/pledge/lien-marked /assigned in favour of HDFC Bank by way of execution of requisite charge/security document as may be required by HDFC Bank. Mrs. Namita Prabodh Kale (DIN: 01586375) and Ms. Shweta Prabodh Kale (DIN: 01586321), Directors be and are hereby authorized, jointly and/or severally, to be present at office of HDFC Bank and deposit/re-deposit the original title deeds of the Company's immovable properties with an intention to create security thereof and to make necessary declarations on behalf of the Company.

- a. M-10, Hingna MIDC Industrial Area
- b. M-11/1, Hingna MIDC Industrial Area
- c. M-11/2, Hingna MIDC Industrial Area

RESOLVED FURTHER THAT the original title deeds/other documents in respect of the properties deposited with HDFC Bank be collected at the time of release/handover by Mrs. Namita Prabodh Kale (DIN: 01586375) and Ms. Shweta Prabodh Kale (DIN: 01586321), Directors be and are hereby authorized, jointly and/or severally, and acknowledge receipt(s) to the Bank and comply with all required formalities including execution of release/reconveyance deed(s) and register the same with the Sub Registrar and/or such other authorities as may be required to give effect to the same.



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RESOLVED FURTHER THAT Mrs. Namita Prabodh Kale (DIN: 01586375) and Ms. Shweta Prabodh Kale (DIN: 01586321), Directors be and are hereby authorized, jointly and/or severally, on behalf of the company to file the requisite particulars of charge created in favour of HDFC Bank as above with the Registrar of Companies or any other regulatory body within the time frame prescribed by law therefor.

RESOLVED FURTHER THAT Mrs. Namita Prabodh Kale (DIN: 01586375) and Ms. Shweta Prabodh Kale (DIN: 01586321), Directors be and are hereby authorized, jointly and/or severally, to be present at the office of Sub-Registrar for effecting the registration of various documents on behalf of the Company whenever required and to do all such acts, deeds and things as may be necessary or expedient to implement/give effect to this resolution.

RESOLVED FURTHER THAT Mrs. Namita Prabodh Kale, (DIN: 01586375) and Ms. Shweta Prabodh Kale (DIN: 01586321) be and is hereby authorized, jointly and/or severally, to affix the Common Seal of the Company on all the agreements, documents, writings and instruments and all renewals / amendments, Letter of Acknowledgement of Debt/balance confirmations thereof mentioned above, as may be required by HDFC Bank, in conformity with provisions of the Articles of Association of the Company/ the Companies Act, 1956 or 2013.

RESOLVED FURTHER THAT the Company hereby authorises HDFC Bank for engaging the services of its empanelled vendor-professional for the purpose of certification and filing of e-Form CHG-1/CHG-4 (as the case may be) for and on behalf of the Company and attend to all such matters incidental thereto.

RESOLVED FURTHER THAT the Company do open such bank accounts including Current Accounts and/or Term Deposit Accounts in Company's name with HDFC Bank at [*HDFC branch name to be mentioned*], as may be required.

RESOLVED FURTHER THAT the following Authorized officials be and are hereby authorized, jointly and/or severally, to sign, execute and submit all documents in connection with opening of the said accounts with HDFC Bank.

[*LIST THE AUTHORISED OFFICIALS*]

RESOLVED FURTHER THAT HDFC Bank be and is hereby authorized, jointly and/or severally, to honor all cheques, drafts, Bills of Exchange, promissory notes and any other orders drawn, made, accepted, endorsed or lodged for collection on behalf of the Company by the following officials:



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Name	Designation	Operating Instruction	Limits (Only if applicable)
Mrs. Namita Prabodh Kale	Director		
Ms. Shweta Prabodh Kale	Director		

RESOLVED FURTHER THAT the consent of the Board be and is hereby given for availing the Net Banking facility in respect of the current account(s) being opened for the Company with HDFC Bank Limited at its branch.”

RESOLVED FURTHER THAT Mrs. Namita Prabodh Kale (DIN: 01586375) and Ms. Shweta Prabodh Kale (DIN: 01586321), Directors be and are hereby authorized, jointly and/or severally, to apply to HDFC Bank Limited for and on behalf of the Company and to operate the aforesaid account(s) through Net Banking in the individual capacity.

(The mode of operations and limits given above for physical instructions will not apply for Net Banking).

RESOLVED FURTHER THAT a copy of the above resolutions be furnished to HDFC Bank as a Certified True Copy by the Chairman of the meeting, Mrs. Namita Prabodh Kale, Director and that HDFC Bank is authorized to act and rely upon these resolutions until HDFC Bank actually receives written notice from the Company of their revocation.

8. VOTE OF THANKS:

There being no other business the meeting concluded with the vote of thanks to the chair.

Date of Preparation: 17.03.2022

Date of Signing:

Place: Nagpur

Chairman



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Annexure II

MINUTES OF THE MEETING OF STAKEHOLDER RELATIONSHIP COMMITTEE [SRC-01/2022-23] OF SP REFRACTORIES LIMITED HELD ON SATURDAY, 09TH APRIL, 2022 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT M-10, M-11/1 & M-11/2, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR MH 440016.

THE MEETING COMMENCED AT 11.00 A.M.

PRESENT:

- | | |
|-------------------------------|-------------|
| 1. Ms. Prajakta Prabodh Kale | - Chairman |
| 2. Ms. Shweta Prabodh Kale | - Member |
| 3. Mr. Manish Tarachand Pande | - Member |
| 4. Ms. Shreeya Jajoo | - Secretary |

1. CHAIRMAN:

Ms. Prajakta Prabodh Kale, Designated Chairman of the Committee presided over the meeting and welcomed all the Committee members.

2. CONFIRMATION OF QUORUM:

After ascertaining that all the members were present to form quorum, the Chairman called the meeting in order.

3. LEAVE OF ABSENCE:

As the Committee did not receive any request, no leave of absence was granted.

4. REVIEW AND CONSIDERATION OF QUARTERLY REPORTS OF RTA:

The Quarterly reports as shared by RTA for the period ended 31st March 2022 were tabled before the committee for its review and consideration. Accordingly, all the members passed the following resolution unanimously;



SP REFRACTORIES LIMITED

(Formerly known as SP Refractories Private Limited)

(A Group of Mr. Prabodh S Kale)

CIN: U51909MH2007PLC167114

Registered Office: M-10, M-11/1 & M-11/2, MIDC, Hingna, Nagpur-440016

Office No.: 07104-235388/235399

Mob No: 9422103525

Email: sprefractory@gmail.com/info@sprefractories.com

Website: www.sprefractories.com

Resolution No: 01

Proposed By: Ms. Prajakta Prabodh Kale (Chairman)

Seconded By: Ms. Shweta Prabodh Kale (Member)

“**RESOLVED THAT** the Quarterly reports as shared by RTA for the period ended 31st March, 2022 be and are hereby considered and taken on record by the committee.

RESOLVED FURTHER THAT Ms. Shreeya Jajoo, the Secretary of the Committee be and is hereby authorized to do all such acts, deeds and things as may be required in this regard from time to time.”

5. VOTE OF THANKS:

There being no other business the meeting concluded with a vote of thanks to the Chair.

The meeting concluded at 12:04 P.M.

Date: 09th April 2022

Place: Nagpur

Chairman

Ms. Prajakta Prabodh Kale