



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: 09th May, 2022

To,

The Directors

SP REFRACTORIES LIMITED

Shorter Notice is hereby given that the Meeting of the Board of Directors [BM - 03/2022-23] of Company is scheduled to be held on Thursday, 12th day of May, 2022 at 10.00 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
1.	To appoint a Chairman of the Meeting in case of absence of Designated Chairman.
2.	To confirm the quorum of the Meeting.
3.	To grant leave of absence, if any.
4.	To consider and note the signed minutes of previous Board Meeting held on 19 th April, 2022.
5.	To consider the matter regarding withdrawal of Fixed Deposits being maintained with IndusInd Bank, Ramdaspeth Branch, Nagpur.
6.	To consider and approve the matter regarding availing of bank guarantee facility from HDFC Bank Limited on such terms and conditions as may be agreed between the Bank and the Company.
7.	To consider and approve the matter regarding availing of bank guarantee facility from HDFC Bank Limited on such terms and conditions as may be agreed between the Bank and the Company.
8.	To review the operations of business.



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9.	To take any other business with permission of Chairman.
10.	Vote of Thanks.

Note: The draft Minutes of the previous Board Meeting held on 30th April, 2022 has been circulated to the Board for their comments, which are currently awaited.

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

Please acknowledge receipt of this Notice.

Kindly make it convenient to attend the meeting.

Thanking you,

Yours faithfully,

For **SP REFRACTORIES LIMITED**

Sd/-

Namita Prabodh Kale

Whole-Time Director

DIN: 01586375

Date: 09.05.2022

Place: Nagpur



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AGENDA FOR THE [03/2022-23] MEETING OF BOARD OF DIRECTORS OF SP REFRACTORIES LIMITED TO BE HELD ON THURSDAY, 12TH DAY OF MAY, 2022 AT 10:00 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

The designated Chairman shall occupy her chair and in case of her absence the Board Members present in the meeting shall elect one of themselves as a Chairman of the meeting by show of hands.

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

The signed minutes of the first meeting of the Board for the Financial Year 2022-23 held on 19th April, 2022 shall be presented before the Board for its consideration and noting.

ITEM NO. 5

The Chairman shall table before the Board the matter regarding withdrawal of Fixed Deposits being maintained with IndusInd Bank, Ramdaspath Branch Nagpur and the Board shall be requested to pass the following resolution unanimously:

Resolution No. 1

“RESOLVED THAT, the consent of Board of Directors be and is hereby accorded to withdraw the Company’s Fixed Deposits No. 300720989884 and 300716546626 being maintained at IndusInd Bank Limited, Ramdaspath Branch with immediate effect.

FURTHER RESOLVED THAT, any one of the director of the Company be and is hereby authorised to submit all necessary papers, documents, applications, etc. and comply the formalities required for withdrawal of the aforesaid Fixed Deposits and also authorised to execute, sign, etc. necessary papers for compliance with the aforesaid purpose.



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ITEM NO. 6

The Chairman shall table before the Board the matter regarding availment of bank guarantee facility from HDFC Bank against Fixed Deposit bearing Number _____ on such terms and conditions as may be agreed between the Bank and the Company. Accordingly, the Board shall be requested to pass the following resolution unanimously:

Resolution No. 2

RESOLVED THAT the consent of the Board of directors of the Company be and is hereby accorded for obtaining and availing the Bank Guarantee facility upto the aggregate limits of Rs. 50,000/- (Fifty Thousand Only) from HDFC Bank against Fixed Deposit bearing Number _____ on such terms and conditions as may be mutually agreed between the Company and the Bank from time to time.

RESOLVED FURTHER THAT, the consent of the Board of Directors of the Company be and is hereby accorded to the Company securing the dues of the Bank in respect of the Facility, including all interest, charges, costs and as required by the Bank, including without limitation, by marking a charge, lien and/or set-off on fixed deposits and other deposits placed and/or as may be hereafter placed by the Company with the Bank such that such charge, lien and/or set off at all times is equivalent to level/percentage as may be prescribed by the Bank of the amount of the Facility availed or being availed by the Company.

RESOLVED FURTHER THAT, Mrs. Namita Prabodh Kale and Ms. Shweta Prabodh Kale, directors of the Company be and is hereby authorized in relation to the said Facility (1) to negotiate and finalise the terms and conditions; (2) to execute all letters of request from time to time including all declarations, if any, required under the Export-Import Policy and Foreign Exchange Management Act, 1999 or rules made thereunder or under any other applicable law;

(3) to execute such agreements, deeds, documents, declarations, undertakings, securities, indemnities and writings as the Bank may require; and (4) to issue a certified true copy of this resolution and to do all acts, deeds and things on behalf of the Company which are necessary and expedient to give effect to this resolution.

RESOLVED FURTHER THAT pursuant to the Articles of Association of the Company, the Common Seal of the Company be affixed on such documents, declarations, agreements, securities, undertakings, indemnities and writings as may be required by the



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Bank in the presence of Mrs. Namita Prabodh Kale and Ms. Shweta Prabodh Kale, who would affix their signatures in token thereof.

ITEM NO. 7

The Chairman shall table before the board the matter regarding availment of bank guarantee facility from HDFC Bank against Fixed Deposit bearing Number _____ on such terms and conditions as may be agreed between the Bank and the Company. Accordingly, the Board shall be requested to pass the following resolution unanimously:

Resolution No. 3

RESOLVED THAT the consent of the Board of directors of the Company be and is hereby accorded for obtaining and availing the Bank Guarantee facility upto the aggregate limits of Rs. 50,000/- (Fifty Thousand Only) from HDFC Bank against Fixed Deposit bearing Number _____ on such terms and conditions as may be mutually agreed between the Company and the Bank from time to time.

RESOLVED FURTHER THAT, the consent of the Board of Directors of the Company be and is hereby accorded to the Company securing the dues of the Bank in respect of the Facility, including all interest, charges, costs and as required by the Bank, including without limitation, by marking a charge, lien and/or set-off on fixed deposits and other deposits placed and/or as may be hereafter placed by the Company with the Bank such that such charge, lien and/or set off at all times is equivalent to level/percentage as may be prescribed by the Bank of the amount of the Facility availed or being availed by the Company.

RESOLVED FURTHER THAT, Mrs. Namita Prabodh Kale and Ms. Shweta Prabodh Kale, directors of the Company be and is hereby authorized in relation to the said Facility (1) to negotiate and finalise the terms and conditions; (2) to execute all letters of request from time to time including all declarations, if any, required under the Export-Import Policy and Foreign Exchange Management Act,1999 or rules made thereunder or under any other applicable law;

(3) to execute such agreements, deeds, documents, declarations, undertakings, securities, indemnities and writings as the Bank may require; and (4) to issue a certified true copy of this resolution and to do all acts, deeds and things on behalf of the Company which are necessary and expedient to give effect to this resolution.



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RESOLVED FURTHER THAT pursuant to the Articles of Association of the Company, the Common Seal of the Company be affixed on such documents, declarations, agreements, securities, undertakings, indemnities and writings as may be required by the Bank in the presence of Mrs. Namita Prabodh Kale and Ms. Shweta Prabodh Kale, who would affix their signatures in token thereof.

ITEM NO. 8

To consider and review the day to day operations of the business of the Company.

ITEM NO. 9

To consider any other matter with the permission of Chairman and majority of directors present at the meeting, excepting those requiring proper notice.

Thanking you,

Yours faithfully,

For **SP REFRACTORIES LIMITED**

Sd/-

Namita Prabodh Kale

Whole-Time Director

DIN: 01586375

Date: 09.05.2022

Place: Nagpur