



SP REFRACTORIES LIMITED

(Formerly known as SP Refractories Private Limited)

(A Group of Mr. Prabodh S Kale)

CIN: L51909MH2007PLC167114

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: 22nd May, 2023

To,

The Directors

SP REFRACTORIES LIMITED

Shorter Notice is hereby given that the Meeting of the Board of Directors [BM: 02/2023-24] of the Company is scheduled to be held on Tuesday 23rd May, 2023 at 3:00 P.M. 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 meeting.
3.	To grant leave of absence, if any.
4.	To confirm, approve and sign the minutes of previous meeting of Board of Directors held on 27 th April 2023.



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5.	To review the recommendations / suggestions of Audit Committee considered in its meeting to be held on May 23 rd 2023.
6.	To review the recommendations / suggestions of Nomination and Remuneration Committee considered in its meeting to be held on May 23 rd 2023
7.	To consider and approve the Audited Balance Sheet, Profit and Loss Statement and Cash flow Statement, including Schedules, Notes to Accounts and Annexures thereto, for the financial year ending March 31, 2023 prepared in accordance of Companies Act, 2013 and AS Accounting Policy
8.	To consider and approve the Audited financial results for the half year and year ended March 31, 2023, pursuant to Regulation 33(2)(d) of SEBI (LODR) Regulations, 2015 along with Audited Statement of Assets and Liabilities as on year ended March 31, 2023, pursuant to Regulation 33(2)(f) of SEBI (LODR) Regulations, 2015



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9.	To consider and appoint CS Pawan Kumar (Mem No. 59861) as Company Secretary cum Compliance Officer.	
10.	To transact any other business with the permission of chair.	
11.	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.

Kindly make it convenient to attend the meeting.

Thanking you,

Yours faithfully,

For **SP REFRACTORIES LIMITED**

Namita Prabodh Kale

Whole-time Director

Date: 22nd May, 2023

Place: Nagpur



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AGENDA FOR THE MEETING OF BOARD OF DIRECTORS [BM:02/2023-24] OF SP REFRACTORIES LIMITED TO BE HELD ON TUESDAY, 23rd MAY, 2023 AT 3:00 P.M. 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

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.

Further, the election shall be done by way of 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 minutes of the previous meeting of Board of Directors held on 27th April, 2023 shall be presented before the Board for its confirmation, approval and signing by the Chairman.

ITEM NO. 5

To take note of the recommendations / suggestions of Audit Committee considered in the meeting to be held on May 23, 2023.



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ITEM NO. 6

To take note of the recommendations / suggestions of Nomination and Remuneration Committee considered in its meeting to be held on May 23rd 2023.

ITEM NO. 7

The chairman shall place before the board Audited Balance Sheet, Profit and Loss Statement and Cash flow Statement, including Schedules, Notes to Accounts and Annexures thereto, for the financial year ending March 31, 2023 for its approval. Accordingly, all the Board Members shall be requested to approve the same by passing the requisite resolution unanimously.

ITEM NO. 8

The Chairman shall place before the board members the Audited financial results for the half year and year ended March 31st, 2023, pursuant to Regulation 33(2)(d) of SEBI (LODR) Regulations, 2015 along with Audited Statement of Assets and Liabilities as on year ended March 31st, 2023, pursuant to Regulation 33(2)(f) of SEBI (LODR) Regulations, 2015 for its approval. Accordingly, all the Board Members shall be requested to approve the same by passing the requisite resolution unanimously.

ITEM NO. 9

To appoint company secretary cum compliance officer.

The Chairman informed the Board Members that pursuant to Section 203 of the Companies Act, 2013 and pursuant to regulation 6 (1) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 the Company is required to appoint Whole Time Company Secretary cum Compliance officer.



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Therefore, Nomination and Remuneration Committee proposes the name of CS Pawan Kumar (Mem No. A59861) for the post of Company Secretary cum Compliance officer.

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

Resolution No: 1

“**RESOLVED THAT**, pursuant to the provisions of Section 203 of the Companies Act, 2013 read with rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 6 (1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pawan Kumar (Mem No. A59861) who possess the required qualification as required under the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as a whole time Company Secretary cum Compliance officer of the Company with effect from 1st June, 2023 on such terms and conditions as decided and agreed by and between the Board and Company Secretary.

RESOLVED FURTHER THAT the Company Secretary cum Compliance officer be and is hereby authorized to sign various documents on behalf of the Company, and do all necessary acts & deeds incidental to the position under proper instructions/authorization from the management of SP Refractories Limited.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to file necessary eforms and documents with Registrar of Companies and to do all other such acts deeds and things which are necessary to give effect to the above resolution.”



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ITEM NO. 10

Any other matter may be transacted with the permission of Chairman except those requiring proper notice.

ITEM NO. 11

Vote of thanks shall be extended to the Chairman upon the transaction of all the businesses of agenda.

Thanking you,

Yours faithfully,

For **SP REFRACTORIES LIMITED**

Namita Prabodh Kale

Whole-time Director

Date: 22nd May, 2023

Place: Nagpur