



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: 25th April, 2022

To,

The Directors

SP REFRACTORIES LIMITED

Shorter Notice is hereby given that the Meeting of the Board of Directors [BM - 02/2022-23] of Company is scheduled to be held on Saturday, 30th 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 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 appoint M/s Sanjay Chindaliya & Co., Chartered Accounts as Internal Auditor of the Company from financial year 2022-23 onwards.	
5.	To take on record the resignation of CS Shreeya Jajoo (Mem No. A64146) from the post of Company Secretary cum Compliance Officer.	-
6.	To consider and appoint CS Prachi Nagardhankar (Mem No. A67628) as Company Secretary cum Compliance Officer.	-



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

7.	To take any other business with permission of Chairman.	-
8.	Vote of Thanks.	-

Note: The draft Minutes of the previous Board Meeting held on 19th 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**

CS Shreeya Jajoo

Company Secretary cum Compliance Officer

Date: 25.04.2022

Place: Nagpur



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

AGENDA FOR THE [02/2022-23] MEETING OF BOARD OF DIRECTORS OF SP REFRACTORIES LIMITED TO BE HELD ON SATURDAY, 30TH 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

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

To approve the appointment of internal auditor.

The Chairman shall propose the name of M/s Sanjay Chindaliya & Co., Chartered Accountants, for appointment as Internal Auditor of the Company from financial year 2022-23 onwards as per the provision of Section 138 of the Companies Act, 2013 before the Board.

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

Resolution No: 1

“**REOLVED THAT** pursuant to the provisions of Section 138 of the Companies Act 2013, Rule 13 of the Companies (Accounts) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the Board be and is hereby given for the appointment of M/s Sanjay Chindaliya & Co, Chartered Accountants (FRN: 114779W), as an Internal Auditor of the Company to conduct an internal audit of the functions and activities of the Company from financial year 2022-23 onwards.



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

RESOLVED FURTHER THAT, Mrs. Namita Prabodh Kale (DIN: 01586375), Whole-Time Director, of the Company be and is hereby authorised to finalize the remuneration of the internal auditor, at such fee and on such terms and conditions as may be mutually decided and agreed upon between the internal auditors and the Company.

RESOLVED FURTHER THAT the consent letter of M/s. Sanjay Chindaliya & Co., Chartered Accountants, signed by CA Sanjay Chindaliya has been placed before the Board for the purpose of identification of appointment of M/s. Sanjay Chindaliya & Co., Chartered Accountants as an Internal Auditor of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

ITEM NO. 5

To take note of the resignation of company secretary cum compliance officer.

The chairman tabled before the Board resignation of CS Shreeya Jajoo (Mem No. A64146) from the post of Company Secretary cum Compliance Officer.

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

Resolution No: 2

“**RESOLVED THAT**, the resignation of Ms. Shreeya Jajoo (Mem No: A64146) from the position of Company Secretary cum Compliance Officer of the Company be and is hereby noted and approved by the Board of Directors with effect from 30th April 2022.

RESOLVED FURTHER THAT the Board hereby appreciate the work of Ms. Shreeya Jajoo which she has performed during her tenure as Company Secretary of the Company.



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

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized by the Board to do all such acts, deeds and things (including filling of applicable eforms and intimations) as may be required in this regard from time to time.”

ITEM NO. 6

To take note of the appointment of 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.

Therefore, Chairman proposes the name of CS Prachi Nagardhankar (Mem No. A67628) for the post of Company Secretary cum Compliance officer.

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

Resolution No: 3

“**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, Ms. Prachi Parasramji Nagardhankar (Mem No: A67628) 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 May, 2022 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.



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

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.”

ITEM NO. 7

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: 25.04.2022

Place: Nagpur