

THE COMPANIES ACT, 1956
Company Limited by Shares
ARTICLES OF ASSOCIATION
OF
NILACHAL REFRACTORIES LIMITED

1. The regulations contained in Table "A" in the First Schedule to the Companies Act, 1956 shall not apply to this Company namely NILACHAL REFRACTORIES LIMITED except in so far as they are repeated or contained in these Articles. Table "A" not to apply.
2. In these regulations, if not inconsistent with the subject or context the words standing in the first column of the following Table shall bear the meanings set opposite them respectively in the second column thereto : Interpretation

WORDS	MEANINGS
"Annual General Meeting"	Meeting held pursuant to the provisions of Section 166.
"The Act"	The Companies Act, 1956 or any statutory modification thereof for the time being in force.
"These Articles"	These Articles of Association or as from time to time altered by special resolution.
"Board"	The Board of Directors of the company.
"The Company"	The above named Company.
"Dividend"	Dividend includes bonus.
"Meetings"	Meetings of the Board of Directors.
"The Office"	The Registered Office for the time being of the Company.
"Paid"	Paid or credited as paid.
"Secretary"	Any person appointed to perform the duties of Secretary of the Company.

WORDS

MEANINGS

"The Register"	Register of members to be kept pursuant to the Act.
"Rules"	Rules framed under the Companies Act, 1956.
"Sections"	The Sections of the Act.
"IPICOL"	Industrial Promotion and Investment Corporation of Orissa Limited, a Company incorporated under the Companies Act, 1956.
"The Seal"	The Common Seal of the Company.
"Special Resolution"	Has the meaning assigned thereto by Section 189 of the Act.
"In Writing"	Written, printed or lithographed or by any other mode or represented or reproduced in any visible form.

Words importing the singular number also include the plural and vice versa.

Words importing persons include corporations.

Words importing the masculine gender also include the feminine gender and vice versa.

Definitions in Statute to bear same meaning in Articles

3. Subject as aforesaid, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. The marginal notes are inserted for convenience and shall not affect the construction of these articles.

COMMENCEMENT OF BUSINESS

Business

4. The company shall not commence business or exercise any borrowing powers until the requirements of Section 149 of the Act shall have been complied with.

REGISTERED OFFICE

Registered Office

5. Subject to the provisions of proviso to sub-section (2) of Section 146 the registered office shall be at such place and the Board may from time to time appoint.

CAPITAL

6. The Capital of the Company is Rs. 8,00,00,000/-* divided into 78,50,000* Equity Shares of Rs. 10/- (Rupees Ten Only) each and 15,000 Preference Shares of Rs. 100/- (Rupees One Hundred only) each provided always that Company may increase or reduce, sub-divide or consolidate its Share Capital by such amount as it thinks expedient and issue shares at a premium subject to the provisions of the Companies Act, 1956.

SHARE CAPITAL AND VARIATION OF RIGHTS

Redeemable Preference Shares

7. Subject to the provisions of the Companies Act, the Company may issue Cumulative Redeemable 11% Preference Shares and such shares shall have the following rights: -

**Authorised Share Capital has been increased from 3,35,00,000.00 to 8,00,00,000.00 by way of further creation of 4650000 equity shares of Rs.10/- each vide BIFR Order dt. 06.12.2005 & filling of Form - 21 on 06.03.2006.*

- i) The said 15,000 Cumulative Redeemable 11% Preference Shares confer on the holders thereof, the right out of the Profits of the Company which it shall be determined to distribute in dividends to a fixed Cumulative Preferential dividend at the rate of 11% per annum on the Capital for the time being and from time to time paid-up thereon, such dividend to be calculated from such date or dates (being not later than the date or dates of allotments) as may be fixed by the Directors, without any deduction therefrom on account of income-tax payable by the Company, but subject to such deduction of tax at source in respect of the tax payable by the shareholders as may be prescribed by Section 194 of the Income Tax, 1961, or any statutory modification or replacement thereof or by any finance Act or any other Act or Rules or regulations for the time being in force and at such rates as may be prescribed thereby or by any competent authority and the right in a winding up, to payment of Capital and arrears of dividends whether earned, declared or not upto the commencement of the winding-up, in Priority to Equity Shares, but shall not confer any further right to participate in the Profits or assets of the Company.
- ii) The Company shall be at liberty to issue further preference shares which shall rank for dividend and capital and in all other respects pari-passu with the aforesaid Cumulative Redeemable 11% Preference Shares provided however that such issue shall only be made with the consent in writing of the holders of Cumulative Redeemable 11% Preference Shares then outstanding or with the sanction of a Special Resolution passed at a separate meeting of the holders of such Preference Shares.
- iii) the following provisions shall apply with regard to the redemption of the said 15,000 Cumulative Redeemable 11% Preference Shares: -
 - a) The Company may, subject to the provisions of Section 80 and other applicable provisions (if any) of the Companies Act, 1956, at any time after the expiry of 12 years from the date of allotment, on six months notice to the holders thereof, out of any profits or out of any proceeds of a fresh issue of shares made for the purpose of redemption or out of any moneys of the Company which may be lawfully applied for that purpose, redeem at par all or any of the said 15,000 Preference Shares and shall so redeem all the said shares not later than 15 years from the date of allotment provided that the company shall not apply any of its profits for that purpose unless at the time when such redemption is effected the Preferential dividend on any Preference Shares not then redeemed shall have been paid down to the last date for payment thereof.
 - b) If the Company should at any time determine to redeem a part only of the said 15,000 Preference Shares for the time being outstanding, the shares to be redeemed shall be determined by a draw of lot to be made at the registered office of the Company or at such other place as the Directors may decide, in the presence of a representative of the Auditors for the time being of the Company and forthwith after every such draw the Company shall notify to the holders of Preference Shares in writing the numbers of the preference shares which shall have been so drawn by lot for redemption and give to such holders six months notice of the Company's intention to reduce such shares by payment at a specified time, date and place against surrender of the certificates of the Preference Shares to be redeemed.
 - c) At the time, date and place so specified each Preference Share holder, whose share or shares is or are notified for redemption, shall be bound to surrender to the Company the certificate or certificates in respect of the Preference

Share or shares which is or are to be redeemed and upon receiving evidence of such surrender the Company shall cause to be paid to such holder the amount payable to him in respect of such redemption.

- d) The dividend on any share becoming liable to redemption under the foregoing provisions shall cause or accrue as from the due date for redemption thereof, unless payment of the redemption moneys shall be refused, upon the holders demanding on or after the date and at the place specified for redemption payment of the redemption moneys payable in respect thereof and tendering certificates for such shares and a receipt for the redemption moneys duly signed and authenticated in such manner as the Company may reasonably require; Provided that in the event of the payment of the redemption moneys being refused on the due date, dividend at the fixed cumulative Preferential rate of 11% per annum shall continue to accrue upto the actual date of redemption.

Power to modify rights.

8. If any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of sections 106 and 107 and whether or not the Company is being wound up be varied with the consent in writings of the holders of three-fourths of the issued shares of that class or with the sanction of resolution passed at a separate meeting of the holders of the shares of that class and supported by the votes of the holders of three-fourths of the issued shares of that class.
9. To every such separate General Meeting, the provisions of these regulations relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferential or other rights shall not, unless otherwise expressly provided by the terms of issue of shares of that class be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
- 11 (1) The Company may exercise the powers of paying commission conferred by Section 76, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section.
- (2) The rate of the commission shall not exceed the rate of five percent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to five percent of such price as the case may be.

- (3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- (4) The Company may also, on any issue of shares, pay such brokerage as may be lawful.
12. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even where having notice thereof) any equitable, contingent future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- Trust not recognised.
13. Subject to the provisions of the Act, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and either at a premium or at par or at a discount and at such time as the Directors think fit or proper and with full powers to give any person option to call for any shares either at par or at premium, during such time and for such consideration as the Directors think fit.
- " Provided that option or right to call of shares shall not be given to person or persons without the sanction of the company in General Meetings."

CERTIFICATE

Certificate :

14. Every person whose name is entered as a member in the Register shall be entitled to receive within three months after allotment or within two months after the registration of the transfer:

- (a) One certificate for all his shares without payment, or
- (b) Several certificates, each for one or more of his shares with or without payment as may be decided by the Board.

15. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. The seal shall be affixed in the presence of two Directors and the Secretary or such other person as the Board may appoint for the purpose.

Delivery of Certificates to Joint Holders

Issue of new certificate in place of defaced, lost or destroyed one.

16. In respect of any share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
17. If a share certificate is defaced, lost or destroyed or if there is no further space on the back thereof for endorsement of transfer it may be renewed on payment of such fee, if any, not exceeding two rupees and on such terms if any as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence as the Board thinks fit, subject to the Companies (Issue of Share Certificates) Rules, 1960.
18. On the application of any member holding a share certificate for more than one share and surrender of such certificate the Board shall be at liberty to cancel such certificate and issue several certificates each for one or more of the shares upon payment of such fee, if any, not exceeding one rupee per certificate as may be determined by the Board.

CALLS ON SHARES

19. Subject to the provisions of Section 91 the Board may, from time to time, make calls upon the members in respect of all moneys unpaid on the shares (whether by way of nominal value of the shares or by way of premium) held by them respectively and not by the conditions of allotment thereof made payable at fixed times. A call shall be deemed to have been made when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
20. Each member shall, subject to receiving at least fourteen days notice specifying the time or times and place of payment, pay to the Company at the time or times and place specified the amount called on his share.
21. A call may be revoked or postponed at the direction of the Board.
22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
23. If the sum called in respect of share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at fifteen per cent per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
24. (1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of

premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

- (2) In cases of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

25. **The Board :**

- (a) may, if it thinks fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and
- (b) upon all or any of the moneys so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, ten per cent per annum as may be agreed upon between the Board and the member paying the sum in advance. "Moneys so paid in excess of the amount of calls shall not rank for dividends or confer a right to participate in profits of the Company".

26. On the trial or hearing of any action for the recovery of any money due for any call, installment or premium, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders of the shares in respect of which such debt accrued; that resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member sued, in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made such call or any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Evidence in
action for call.

FOREITURE OF SHARES.

27. If any member fails to pay any call or installment on or before the day appointed for the payment thereof the Board may at any time thereafter during such time as the call or installment remains unpaid, serve a notice on such member requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued.

28. The notice aforesaid shall :

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that in the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.

If notice not
complied with
shares may be
forfeited.

Forfeited shares
to become
property of the
Company

Power to cancel
forfeiture.

Declaration of
forfeiture.

29. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or the installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividend declared in respect of the forfeited shares and not actually paid before the forfeiture.
30. Any share so forfeited shall be deemed to be the property of the Company and the Board may sell, reallocate and otherwise dispose of the same on such terms and in such manner as it thinks fit.
31. The Board may at any time before any share so forfeited shall have been sold, re-allocated or otherwise disposed of cancel the forfeiture thereof upon such conditions as it thinks fit.
32.
 - (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited share, but shall notwithstanding the forfeiture, remain liable to pay to the Company all moneys, which at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
 - (2) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
33.
 - (1) A duly verified declaration in writing that the declarant is a Director, the Manager or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
 - (2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof from any person the Board may appoint and nominate and execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
 - (3) The transferee shall thereupon be registered as the holder of the share.
 - (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the shares.
34. Where any member whose shares have been forfeited has failed to deliver to the Company the relative certificate or certificates within seven days from the date of being called upon to do so, the Board may cause such certificate or certificates to be cancelled and issue a new certificate or certificates for the shares comprised therein distinguishing it or them in such manner as the Board may think fit from the certificate or certificates not so delivered and cancelled.

35. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

LIEN

36. (1) The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and the condition that Article 12 hereof will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause.
- (2) The Company's lien, if any, on a share shall extend to all dividends payable thereon.

37. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made –

- (a) unless a sum in respect of which the lien exists is presently payable, or,
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
38. the provision contained in Clauses 30 and 31 of these articles shall mutatis mutandis apply to sale of shares in enforcement of the Company's lien as herein before provided.

39. Where the Company has more than one class of shares the instrument of transfer shall be in respect of only one class of shares. A fee of Rs. 2/- shall be charged unless waived by the Board.

Fee charged for each transfer.

The instrument of transfer shall be in the form prescribed under section 108 of the Act.

TRANSFER OF SHARES

40. The Company shall not register a transfer of shares in, or debentures of the Company, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of transferee and specifies the name, address and occupation, if any of the transferee has

Transfer not to be registered except on production of instrument of transfer.

been delivered to the Company along with the certificate relating to the shares or debentures or if no such certificate is in existence along with the letter of allotment of the shares or debentures:

Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit.

Provided further that nothing in this Article shall prejudice any power of the Company to register as share-holder or debenture holder any person to whom the right to any shares in, or debenture of the Company has been transmitted by operation of Law.

The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Transfer by legal representative

41. A transfer of the shares or other interest in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

General power to refuse transfer.

42. the Board may refuse to register any transfer of a share (a) where the Company has a lien on the share (b) where the Board is of opinion that it is not desirable to admit the proposed transferee to membership. But sub-paragraph (b) of this clause shall not apply where the proposed transferee is already a member nor to a transfer made pursuant to clause 41 hereof.

TRANSMISSION OF SHARES

Transmission of registered share.

43. The executors or administrators or the holders of succession certificate to the estate of deceased member (not being one or two or more joint holders) shall be the only persons recognised by the Company as having any title to the share registered in the name of such member and in case of the death of any one or more of the joint registered holders of any share the survivor or survivors shall be the only person recognised by the Company as having any title to or interest in such share. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him; provided nevertheless that in special case it shall be lawful for the Board to dispense with the production of Probate or Letters of Administration or succession certificate or other legal representation upon such terms as to indemnity or otherwise as to the Board may seem proper.

As to transfer of shares of deceased bankrupt members.

44. Any person becoming entitled to shares in consequence of the death or bankruptcy of any member or any guardian of an infant or committee of a lunatic upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause or of his title as the Board thinks sufficient may with the consent of the Board (which they shall not be under any obligation to give) be registered as member in respect

of such shares or may subject to regulation as to transfer herein before contained transfer such shares. this clause is herein after referred to as the "transmission clause".

45. Subject to Section III of the Act, the Board shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Board's right to refuse registration.

46. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purported to be made by an apparent, legal owner thereof (as shown or appearing in the register of members) to the prejudice of any person having or claiming any equitable right, title or interest to or in the same share notwithstanding that the Company may have notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred to in any books of the Company and the Company shall not be bound or required to regard or attend or give effect to any such notice or be inder any liability what soever for refusing or neglecting to do but the Company shall nevertheless be at liberty to regard or attend to any such notice and give effect thereto if the Board shall in its discretion so think fit.

No liability of Company.

- (a) "No fee shall be charged for registration of transfer of shares, grant of probate, letters of administration, certifiacte of death or marriage, power of attorney or similar other documents".

CONVERSION OF SHARES INTO STOCK

47. The Company may by ordinary resolution :

- (a) convert any paid-up shares into stock, and
(b) re-convert any stock into paid-up shares of any denomination.

48. The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have transferred or as near thereto as circumstances admit :

Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

49. The holders of stock shall according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose but on such privilege or advantage (except participation in the dividend and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if exisiting in shares have conferred that privilege or advantage.

50. Such of the regulations of the Company (other than those relating to share warrant) as are applicable to paid-up shares

shall apply to stock and the words "share" and "share-holders" in these regulations shall include "stock" and "stock-holder" respectively.

SHARE WARRANTS

51. The Company may issue share warrants subject to, and in accordance with the provisions of Sections 114 and 115 and accordingly the Board may in its discretion, with respect to any share which is fully paid up, on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application and on receiving the certificate (if any) of the share and the amount of stamp duty on the warrant and such fees as the Board may from time to time require issue a share warrant.
52. (1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of a signing a requisition for calling a meeting of the Company and attending and voting and exercising the other privileges of a member of any meeting held after the expiry of two clear days from the time of deposit as if his name was inserted in the register as the holder of the shares included in the deposit warrant.
- (2) Not more than one person shall be recognised as depositor of the share warrant.
- (3) The Company shall on two days' written notice return the deposited share warrants to the depositor.
53. (1) Subject as herein otherwise expressly provided no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company or be entitled to receive any notice from the Company.
- (2) the bearer of a share warrant shall be entitled in all other respects to same privileges and advantages as if he was named in the register as the holder of the shares included in the warrant, and he shall be a member of the Company.
54. The Board may from time to time make rules as to the terms on which (if it thinks fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss and destruction.

ALTERATION OF CAPITAL

55. The Company may, from time to time, by ordinary resolution increase the authorised share capital by such sum to be divided into shares of such amount, as may be specified in the resolution.
56. The Company may, by ordinary resolution -
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing share ;
- (b) subdivide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum subject nevertheless to the provisions of clause (d) of sub-section (1) of section 94;
- (c) cancel any share which, at the date of the passing of the resolution, has not been taken or agreed to be taken by any person.
57. For increasing the subscribed capital where any shares are offered to any member

under the provisions of section 81 such member to whom such offer is made shall have the right to renounce the shares offered to him or any of them in favour of any other person. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original shares capital.

58. The Company may, by special resolution, reduce in any manner and with, and subject to any incident authorised and consent required by law :
- (a) its share capital ;
 - (b) any capital redemption reserve fund ; or
 - (c) any share premium account.

SURRENDER OF SHARES

59. Subject to the provisions of section 100 to 105 inclusive, the Board may accept from any member the surrender on such terms and conditions as shall be agreed upon, of all or any of his shares.

BORROWING POWER

60. Subject to sections 292, 293 and 370 the Board may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the company .

Power to borrow.

61. Subject to the provisions of the preceding clause of these articles the Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the company (both present and future including its uncalled capital for the time being).

Condition on which money can be borrowed.

62. Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.

63. Any debentures, debenture stock , bond or other securities may be issued at a discount premium or otherwise and with any special privileges as to redemption, surrender, drawing and appointment of Directors and otherwise.

Issue of securities at discount.

64. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the company the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the company by way of indemnity to secure the directors or person so becoming liable as aforeside from any loss in respect of such liability.

STATUTORY MEETING

65. The statutory meeting of the company shall, as required by section 165 of the Act, be held at such time not being less than one month or more than six months from the date at which the company shall be entitled to commence business, and at such place as the Directors may determine.

Statutory Meeting.

GENERAL MEETINGS

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|--|--|
| First Annual General Meeting | 66. The first annual general meeting shall be held by the company within 18 months of its incorporation. |
| Business of Annual General Meeting. | 67. Subsequent annual general meetings shall be held by the company in each year ; but not more than 15 months shall elapse between. the date of one annual general meeting and that of the next subject to the provisions of section 166 of the companies Act. |
| Extraordinary General Meetings. | 68. The ordinary business of the annual general meeting shall be that of receiving and considering the profit and loss account, the balance sheet and reports of the directors and auditors, to elect directors in the place of those retiring by rotation and auditors to fix the remuneration of auditors and declare dividend. other special business may be transacted at such meeting. |
| Notice of meeting. | 69. All general meetings other than annual general meeting shall be called extraordinary general meetings. |
| | 70. All business transacted at any annual general meeting other than business which under these presents ought to be transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special. |
| | 71. Twenty-one days' notice at the latest (exclusive of the days on which the notice is served but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the company in general meeting to such persons as are under the companies Act. or the regulation of the company entitled to receive such notice of the company but the accidental omission to give notice or non-receipt of notice by any member shall not invalidate the proceedings at any general meetings. |
| | 72. A general meeting may be called after giving shorter notice than that specified in the preceding article if consent is accorded thereto : <div style="margin-left: 20px;"> <p>(a) In case of an annual general meeting by all the members entitled to vote thereat.</p> <p>(b) In case of any other meeting by members of the company holding not less than 95 per cent of the total voting power exercisable at the meeting provided that where any members of the company are entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the other those members shall be taken into account for the purpose of this clause in respect of the former resolutions and not in respect of the latter.</p> </div> |
| Board to call extraordinary general meeting on requisition of members. | 73. The Board may, whenever it thinks fit, call an extraordinary general meeting of the company. The Board shall on the requisition of such members of the company as is specified in section 169(4) forthwith proceed to call an extraordinary general meeting of the company and the provisions of section 169 shall apply to such meeting. |

74. If at any time there are not within India, directors capable of acting who are sufficient in number to form quorum any director may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.

PROCEEDING AT GENERAL MEETING

75. Five members entitled to vote and present in person shall be a quorum at a general meeting and no business shall be transacted at a general meeting unless the quorum requisite be present at commencement of the business.

76. If within half an hour from the time appointed for holding a meeting of the company a quorum is not present, the meeting, if called upon the requisition of members, shall stand dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the board may determine. If at the adjourned meeting also a quorum is not present within half an hour the time appointed for holding the meeting from the members present shall be a quorum.

When if quorum is not present, meeting to be dissolved and when to be adjourned.

77. The chairman, if any, of the board shall preside as chairman at every general meeting of the company.

78. If there is no such chairman, or if he is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as the chairman of the meeting the directors present shall elect one of their members to be chairman of the meeting.

Chairman

79. If at any meeting no director is willing to act as chairman or if no director is present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

80. The chairman, may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

Adjournment of meeting.

81. No business shall be transacted at any adjourned meeting other than the business left unfinished, at the meeting from which the adjournment took place.

82. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original.

83. Save as aforesaid it shall not be necessary to give any notice of an adjournment.

84. Any business other than that upon which a poll has been demanded as hereinafter provided may be proceeded with pending the taking of the poll.

85. In the case of an equality of votes, whether on a show of hands or on poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded shall be entitled to a second or casting vote.

VOTE OF MEMBERS

86. Subject to any rights or restrictions for the time being attached to any class or any classes of shares :
- (a) on a show of hands , every member present in person shall have one vote; and
 - (b) on a poll the voting rights of member shall be as laid down in section 87.
87. In the case of joint holders, the vote of the senior who tenders a vote , whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- For this purpose, seniority shall be determined by the order in which the names stand in the register.
88. A member of unsound mind , or in respect of whom an order has been made by any court having jurisdiction in lunacy , may vote whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll , vote by proxy.
89. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
90. (1) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
- (2) Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

PROXIES

91. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll , not less than 24 hours before the time appointed for the making of the poll , and in default the instrument of proxy shall not be treated as valid.
92. An instrument appointing a proxy shall be in either of the forms in schedule IX to the Act or in a form as near thereto as circumstances admit.
93. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given :
- Provided that no intimation in writing of such death , insanity , revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is issued.
94. Every member entitled to vote at a meeting of the company or on any resolution to be moved thereafter shall be entitled , during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meetings , to inspect the proxies lodged at any time during the business hours of the company , provided not less than 3 days' notice in writing of the intention so to inspect is given to the company.

POLLS

95. If a poll is demanded, it shall be taken in such manner and at such time and place as the chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote, the chairman shall determine the same and such determination made in good faith shall be final and conclusive.
96. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the company which confer a power to vote on the resolution not being less than one tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up.
97. A demand for a poll may be withdrawn at any time by the person or persons who made the demand.
98. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to election of a chairman) shall be taken immediately or at such time not later than 48 hours from the time when the demand was made as the chairman may direct.
99. A poll demanded on the election of chairman shall be taken forthwith. The chairman elected on a show of hands shall exercise all the powers of a chairman under these presents. If some other person is elected as a result of the poll he shall be the chairman for the rest of the meeting.
100. A declaration by the chairman that on a show of hands a resolution has or has not been carried whether unanimously or by a particular majority and an entry to that effect contained in the minutes of the proceeding of the company shall be conclusive evidence of the fact without proof of the number or proportion of votes cast in favour or against such resolution.

Demand for poll may be withdrawn.

Time for taking poll.

What is to be evidence of passing a resolution

BOARD OF DIRECTORS

101. (a) Until otherwise determined by a general meeting the number of directors shall not be less than five and not more than eighteen.
102. The first directors of the Company shall be as named below and the same shall comprise of nine directors give representing IPICOL and your representing Tata Refractories Limited.
1. Dr. H.P. Misra
 2. Shri S.Sundararajan
 3. Shri K.C.Gantayat
 4. Shri P.K. Hota
 5. Shri N.M. Bhuyan

6. Dr.S.S.Ghose
7. Shri K.Z.George
8. Shri B.J.Murthy
9. Shri D.P. Rath

103. (a) The board of directors may by agreement confer the right on any Government, local authorities, financing institutions for assisting or agreeing to assist the company with finance, privileges, licences and grants to nominate one or more directors to the board for such period and on such terms and conditions as the directors deem fit. such directors shall also be called nominated directors.
- (b) The nominated directors shall not be liable to retire by rotation nor shall their appointment be subject to the approval of the company in General meeting.

"Notwithstanding anything to the contrary contained in these article , so long as any moneys remain owing by the company to the Industrial Development Bank Of India (IDBI), Industrial Finance corporation of India Limited (IFICI), The Industrial Credit and Industrial Corporation of India Limited (ICICI), Life Insurance Corporation Of India (LIC), General Insurance Corporation Of India (GIC), and its subsidiaries namely National Insurance Company Limited (NIC) and United India Insurance Company Limited (UIC) and Unit Trust Of India (UTI) or to any other finance corporation or credit corporation or to any other financing company or body out of any lone granted by them to the company or so long as IDBI, IFICI, ICICI, LIC, GIC, and its subsidiaries namely NIC and UIC and UTI or any other financing company or body (each of which IDBI, IFICI, ICICI, LIC, GIC and its subsidiaries namely NIC and UIC and UTI and any other financing corporation or credit corporation or any other financing company or body is hereinafter in this Article referred to as " the Corporation ") continue to hold debenture in the company by direct subscription or private placement, or so long as the Corporation holds share in the company as a result of underwriting or direct subcription or so long as any liability of the company arising out of any guarantee furnished by the Corporation on behalf of the company remains outstanding , the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole-time or nonwhole time (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s".

The Board of Directors of the Company shall have no power to remove from the office the Nominee Director/s. At the option of the location such nominee director/s shall be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. The Nominee Director/s so appointed shall hold office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds debentures in the Company as a result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct Subscription or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meeting, and provided also that

in the event of the Nominee Director/s shall exercise such power and duties as may be approved by the Lenders and have such rights as are usually exercised or available to a whole-time Director, in the management of the affairs of the Borrower. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders."

104. Unless otherwise determined by the Company in general meeting, each Director shall be entitled to receive out of the funds of the Company for his services in attending meeting of the Board or a Committee of the Board a fee of Rs. 1000/- per meeting of the Board or a committee of the Board attended by him. All other remuneration, if any, payable by the Company to each Director, whether in respect of the services as Managing Director or a Director in the whole or part time employment of the Company shall be determined in accordance with and subject to the provisions of these Articles, The Directors shall be entitled to be paid their reasonable traveling and hotel and other expenses incurred in consequence of their attending at Board and Committee meeting or otherwise incurred in the execution of their duties as Directors.
105. If any Director, being willing, shall be called upon to perform extra services or to make any special exertion in going or residing away from Orissa for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of a Committee of the Board then, without prejudice to the provisions contained in the forgoing Article the Board may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise in addition to the fee to which he may be entitled.
106. The Continuing Directors may act notwithstanding any vacancy in their body so that if the number falls below the minimum above fixed the Director shall not except in emergencies or for the purpose of filling up vacancies act so long as the number is below minimum.

Directors' Fee,
remuneration
and expenses.

Remuneration
for extra services

Continuing Di-
rectors may act.

VACATION OF OFFICE OF DIRECTORS

107. The office of a Director shall be vacated if the holder thereof-
- (a) incurs any of the disqualifications described in Section 274 of the Act, or
 - (b) becomes liable to vacate under Section 283 of the Act, or
 - (c) "resigns his office in writing addressed to the Company or to the Board of Directors. or"
 - (d) being a Director nominated by the Governor of Orissa ceases to hold the office under Government which entitled him to hold the office of the Director, or
 - (e) being a Director nominated under Article 103, his nomination is withdrawn or cancelled by the nominating Authority.

Alternate
Director.

108. The Board may appoint any person to act as Alternate Director to act for a Director during his absence for a period of not less than 3 months from the State in which meetings of the Board are ordinarily held and the Alternative Directors so appointed shall not hold office as such for a longer period than that permissible to the original Director in whose place he has been appointed and shall vacate the office if and when the original Director returns to the State. The Alternate Director shall be entitled to notice of the meetings of the Board and to attend and vote thereat accordingly, but he shall not be required to hold any qualification share.

Additional
Director.

109. The Board shall have the power to appoint Additional Directors provided that such Additional Directors shall hold office only up to the date of the Annual General Meeting of the Company PROVIDED FURTHER that the number of Directors and Additional Directors together shall not exceed the maximum strength fixed for the Board by these articles.
110. So long as IJ Groups hold not less than 25 per cent of the paid equity share capital of the Company, IJ Group shall have right to appoint one person as a director of the Company and to remove such person from office and on a vacancy being caused in such office from any cause whether by resignation or removal: or otherwise, to appoint a Director in the vacant place and such Director appointed by IJ Group shall be Chairman of the Board, if no such person is appointed or shareholding of IJ Group falls below 25 per cent, the Directors may elect a Chairman of their meetings and determine the period for which he is to hold office.
111. The Directors are not required to hold any qualification share.
112. (a) All operations of the Company shall vest in the Managing Director with such powers and functions as would be necessary to provide effective and efficient Management and smooth running of the Company. Provided nevertheless the powers and functions shall be subject to the superintendence, control and direction of the Board of Directors.
113. (a) Casual vacancies in the office of any Director, appointed by the Company in General Meeting may be filled up by the Board.

ROTATION OF DIRECTORS

Rotation and re-
irement of Direc-
tors.

114. At the first annual general meeting of the Company the whole of the Director shall retire from office and at the annual general meeting in every subsequent year, one-third of the Directors for the time being or if their number is not three or a multiple of three then the number nearest to one-third shall retire from office and be eligible for re-election.

When Directors
to retire.

115. The Directors to retire in every year shall be those who have been longest in the office since their last election but as between persons who become Directors on the same day those to retire (unless they otherwise agree among themselves) be

determined by lots. A retiring Director shall be eligible for re-election.

116. The Company in general meeting may subject to the provisions of these Articles from time to time appoint new Directors and may increase or reduce the number of Directors in office and may alter their qualifications.
117. The Company at any general meeting at which any Directors retire in the manner aforesaid may fill up the vacated office by electing a like number of persons to be Directors and without notice in that behalf may fill up any other vacancies.
118. If at any general meeting at which an election of Directors ought to take place, the place of any Director retiring by rotation is not filled up he shall if willing, continue in the office until the ordinary meeting in the next year and so on from year to year until his place is filled up, unless it shall be determined at such meeting to reduce the number of Directors in office.
119. Subject to the provisions of Section 284 the Company may by an ordinary resolution remove any Director before the expiration of his period of office and appoint another person instead. The person so appointed shall hold his office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.
120. No person, not being a retiring Director shall, unless recommended by the Directors for election be eligible to the office of Directors at any general meeting unless he or some other member intending to propose him has at least seven clear days and not more than twenty-eight days before the meeting sent to the office a notice in writing duly signed signifying his candidature of the office or the intention of such member to propose him along with a deposit of Five hundred rupees which shall be refunded to such person or any other member as the case may be after the person succeeds in getting elected as a Director.

Power to increase number of Directors.

Retiring Directors may remain in office until successor appointed.

Power to remove Directors.

PROCEEDINGS OF DIRECTORS

121. Meetings of the Directors shall be held for the dispatch of the business at least once in every three calendar months and the Directors may adjourn and otherwise regulate their meetings and proceedings as they think fit.
122. The quorum for a meeting of the Board of Directors of the Company shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher:

Meeting of Directors

Provided that where at any time the number of interested Directors is equal to two-thirds of the total strength the number of remaining Directors, that is to say, the number of Directors who are not interested, shall be the quorum during such time.

For the purpose of this clause –

- (a) "total strength" means the total strength of the Board of Directors of the Company as determined in pursuance

of the Act, after deducting therefrom the number of directors, if any, whose place may be vacant at the time; and

- (b) "Interested Directors" means any director whose presence cannot by reason of section 300, count for the purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote at any meeting.
123. If a meeting of the Directors cannot be held in accordance with the provisions of this article owing to the absence of a quorum, then the meeting shall stand adjourned to such time and place as the Director or Directors present at the meeting may fix.
124. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.
125. (1) The Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate its meeting, as it thinks fit.
- (2) A director may, and the Manager or Secretary of the Company, if any, on the requisition of a Director, shall at any time, summon a meeting of the Board.
126. (1) Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes.
- (2) In case of equality of votes the presiding Chairman shall have a second or casting vote.
127. The continuing Director may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum for a meeting of the Board, the continuing Director or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or of summoning a General Meeting of the Company but for no other purpose.
128. If at any meeting the Chairman is not present within thirty minutes after the time appointed for holding the meeting; the Directors present may choose one of the themselves to be the Chairman of the meeting.
129. (1) The Board may, subject to the provisions of the Act, delegate any of its power to one or more Committees consisting of such number of members of its body as it thinks fit.
- (2) Any committee so formed shall, in the exercise of the powers so delegated, regulate its meeting subject to any regulations that may be imposed on it by the Board.
130. (1) A Committee may elect a Chairman of its meetings.
- (2) If no such Chairman is elected or if at any meeting the Chairman is not present within thirty minute after the time appointed for holding the meeting the members present may choose one of themselves to be Chairman of the Meeting.
131. (1) A Committee may meet and adjourn as it thinks proper.
- (2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present and in case of an equality of votes, the presiding Chairman shall have a second or casting vote.
132. A resolution in writing signed by a majority of the Directors or by a majority of the members of the Committee of Directors for the time being in India shall be as valid

and effectual as if it had been passed at a meeting of the Directors or Committee of Directors duly called and constituted. No resolution shall, however, be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or Committee, as the case may be) and to all other directors or members at their usual address in India, and has been approved by such of the directors as are then in India, or by a majority of such of them, as are entitled to vote on the resolution.

POWERS OF DIRECTOR

133. Subject to the provisions of the Act the Board shall be entitled to exercise all such powers and to do all such acts and things as the company is authorized to exercise and do, provided that the Board shall not exercise any power or do any acts and things that are required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles and to the provisions of the Act and to such further regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the company in general meeting but no such regulation made by the company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
134. Without prejudice to the general powers conferred on the Board by the last preceding Article 133 it is hereby expressly declared that the Board shall have the following powers, that is to say:
- (a) To appoint, remove, or suspend Managers, Secretary and other officers, Agents and Brokers and Clerks, servants and other employees and to determine their powers and duties and fix their remuneration and to appoint general or special attorneys, lawyers, pleaders, advocates, solicitors and representatives for and on behalf of the Company.
 - (b) To make and sign all such contracts, bills, documents and to draw, accept, endorse, negotiate cheques, drafts, bills of exchange, promissory notes, hundies, G.P. Notes, Government and other securities including shares and debentures and deeds, instruments etc. as shall be necessary, proper or expedient for carrying on the business of the company.
 - (c) To purchase or otherwise acquire for the Company any property right, agencies or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as thought fit.
 - (d) To sell, let, exchange or otherwise dispose of absolutely or conditionally all or any part of the property, privileges and undertaking of the Company for such consideration as thought fit.
 - (e) To borrow or raise money in such manner and on such terms as thought fit, and for this purpose charge all or any of the Company's properties or assets and to lend money on any terms that may be thought fit.
 - (f) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
 - (g) To invest, deposit and deal with any money of the Company in such manner as thought fit to pay or realise the same.
 - (h) To open and operate accounts with any scheduled or other Bank on behalf

of the Company, and also to determine who shall be entitled to sign on Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.

- (i) To institute, conduct, defend, compound, abandon, any legal proceedings by and against the Company, or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts and of any claims or demand by or against the Company and to refer any disputes or differences to arbitration.
- (j) To register all kinds of documents relating to transactions by the Company, and to receive back all documents filed therein.
- (k) From time to time, to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.
- (l) To delegate to any member or officer or any special or general attorney, any or all of the powers vested in the Board as aforesaid and from time to time, to vary or repeal such powers.

MANAGING DIRECTORS AND WHOLE-TIME DIRECTORS

135. One or more Managing Directors and whole-time Directors may be appointed by the Board on such terms at such remuneration and upon such conditions including retirement by rotation as it may think fit and any or all of them appointed may be removed or replaced by the Board.

THE SEAL

136. The Board shall provide a common seal and for its safe custody. The Seal shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors or a committee of Directors authorised by the Board in that behalf and except in the presence of at least two Directors and of the Secretary or such other person as the Board may appoint for the purpose and those two Directors and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

Provided nevertheless that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

The Board shall have power from time to time to destroy the Common Seal and substitute a new Seal in lieu thereof.

The Company may, for any transaction of business outside India, by writing under its Common Seal, authorise any person appointed for the purpose in that territory, district or place to affix the official Seal to any deed or other document to which the Company is a party in that territory, district or place. The said official Seal shall be a facsimile of the common Seal of the Company, with the addition on its face the name of the territory, district or place where it is to be used.

ANNUAL RETURNS

137. The Company shall make the requisite annual return in accordance with Section 159.

DIVIDEND AND RESERVE

138. (1) The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

- (2) The Board may, before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
 - (3) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.
 - (4) Subject to the rights of persons, if any, entitled to share with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.
 - (5) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this regulation as paid on the shares.
 - (6) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
139. The Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.
140. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
141. Any General Meeting declaring a dividend or bonus, may direct payment of such dividend or bonus, wholly or partly, by the distribution of specific assets and the Board shall give effect to the resolution of the meeting.
142. Where any difficulty arises in regard to such distribution the Board may settle the same as it thinks expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Board.
143. (1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post prepaid and directed to the registered address of the holder in the case of joint holder, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
144. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.
145. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
146. No dividend shall bear interest against the Company.

No unclaimed dividend shall be forfeited by the Board and the Company shall comply with the provisions of Section 205(A) of the Act in respect of such dividend.

ACCOUNTS

Accounts.

147. The Directors shall cause to be kept proper books of account with respect to : (a) all sums of money received and expended by the Company and the matter in respect of which the receipts and expenditures take place, (b) all sales and purchases of goods by the Company, (c) the assets and liabilities of the Company. The Board shall, from time to time, determine whether and to what extent and at what times and under what conditions or regulations the accounts and books of the Company, or any or them, shall be open to the inspection of members not being Directors.
148. No member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

CAPITALISATION OF PROFITS

Capitalisation of profits.

149. (1) The Company in General Meeting may, upon the recommendation of the Board, resolve :
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and Loss Account, or otherwise available for distribution ; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (3) either in or towards :
- (i) paying up any amounts for the time remaining unpaid on any shares held by such members respectively :
 - (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up as bonus shares to and amongst such members in the proportions aforesaid; or
 - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii),
- (3) A share Premium Account and a Capital Redemption Reserve Fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by

the Company in pursuance of this regulation.

150. (1) Whenever such a resolution as aforesaid shall have been passed the Board shall:
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and allotments and issues of fully paid shares if any, and
 - (b) generally do all acts and things required to give effect thereto.
- (2) The Board shall have full power :
- (a) To make such provision, by the issue of fractional certificates by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fraction ; and also;
 - (b) To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.
151. (a) Once at least in every year the books of account of the Company shall be examined by one or more auditor or auditors.
- (b) Subject to the provisions of Sections 619 and 619 (b) the Company shall at each annual general meeting appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting and shall within 7 days of the appointment give intimation thereof to every Auditor or Auditors so appointed unless he is or they are retiring Auditor or Auditors. The appointment, remuneration, rights and duties of the Auditor shall be regulated by Sections 224 to 227 of the Act.
152. (a) All notices of and other communication relating to any general meeting of the Company which any member of the Company is entitled to have shall also be forwarded to the Auditor or Auditors of the Company and the Auditor or Auditors shall be entitled to attend any general meeting and to be heard at any general meeting which he attends on any part of the business which concerns him as Auditor.
- (b) The Auditor's report including the Auditor's separate special or supplementary report if any shall be read before the Company in general meeting and shall be open to inspection by any member of the Company.
- (c) Every balance sheet and profit and loss account of the Company when audited and adopted by the Company in general meeting shall be conclusive except as regards any error discovered therein within three months next after the adoption thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and henceforth shall be conclusive; and a corrected copy of such accounts shall be forwarded forthwith to all those entitled to receive the audited accounts.

NOTICE

How documents to be served on members.	153.	A document may be served by the Company on any member personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.
Service by post.	154.	Where a document is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the document; and unless the contrary is proved, such service shall be deemed to have been effected; in the case of the notice of a meeting at the expiry of forty eight hours after the letter containing the same is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.
Notice to members residing abroad.	155.	A document advertised in a newspaper circulating in the neighbourhood of the office shall be deemed to be duly served on the day on which the advertisement appears, on every members of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.
Notice to joint holders.	156.	A document may be served by the Company on the joint holders of a share by serving it on the joint holder named first in the register in respect of the share.
Notice to persons entitled transmission.	157.	A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to them by name or by the title of representatives of the deceased; or assignee of the insolvent or by any like description at the address (if any) in India supplied for that purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been given if the death or insolvency had not occurred.
Notice of General Meeting.	158.	Notice of every General Meeting of the Company shall be given (a) in any manner herebefore authorised to every member of the Company, (b) in the manner authorised in the preceding article, to every person entitled to a share in consequence of the death or insolvency of a member, and (c) in any manner hereinbefore authorised for service of documents or any member or the Auditor or Auditors for the time being of the Company. No other person shall be entitled to received notice of General Meeting, unless under an agreement.
When notice may be given by advertisement.	159.	Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given by advertisement.
How notice to be advertised.	160.	Any notice required to be, or which may be given by advertisement shall be advertised once in one or more newspapers circulating in the neighbourhood of the office.
When notice by advertisement deemed to be served.	161.	Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

162. Every person who by operation of law, transfer of other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share which, previous to his name and address being entered on the register, shall be duly given to the person from whom he derives his title to such share.

Transferees etc.
bound by prior
notices.

163. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Company have notice of his deceased, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators and all persons, if any, jointly interested with him or her in any such share.

Notice valid
through member
deceased.

164. The signature to any notice to be given by the Company may be written or printed.

How notice to be
signed.

SECURITY CLAUSE

165. Every Director, Manager, Auditor, member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, before entering upon his duties, sign if so required a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with the customers and state of accounts with individuals and in matters relating thereto, and shall by such declaration pledged himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Directors or by any meeting, or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

Secrecy clause.

166. No member shall be entitled to visit or inspect the Company's works, properties or stores without the permission of the Board of Directors or to require discovery of any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public.

Member not en-
titled to inspec-
tion.

WINDING UP

167. (1) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, Whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided

as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

- (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

168. Subject to the provisions of the Act, every Director, Manager and other officers or servants of the Company shall be indemnified by the Company against and it shall be the duty of the Directors to indemnify them out of the assets of the Company to pay, all costs, losses, damages and expenses which any such Director, Manager, Officer or servant may in or become liable to by reason of any contract entered into or act or think done by him as such Director, Manager or other officer or servant or in any way in the discharge of his duties including travelling expenses and in particular and so as not to limit the generality of the foregoing provisions against all liabilities, incurred by him as such Director, Manager, other officer or servant in defending any proceeding whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted by the court.
169. Subject to the provisions of the Act, no Director, Manager or other officer of the Company shall be liable for the acts, omissions, receipts, neglects or defaults of any other director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or erroneous act or omission of any person with whom any moneys securities or effect shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own negligence, default, breach of duty or breach of trust.
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We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :

Sl. No.	Names, Addresses, Description, Occupations and signatures of Subscribers	Number of Equity Shares taken by each Subscriber
1.	DR. SHYAM SUNDAR GHOSH Bungalow No.11 TATA Refractories Township P.O.-Belpahar, Dist. Sambalpur Sd.	Service 10 (Ten)
2.	KOYIPPALLIL ZACHARIAH GEORGE 34, Inter Circle Road, Kaizer Colony, Jamshedpur Sd.	Service 10 (Ten)
3.	BHAMIDI JAGANNADHA MURTHY Bungalow No.12A, Road No.7, B.H. Area, Kadma Jamshedpur Sd.	Service 10 (Ten)
4.	DR. HARAPRASANNA MISHRA Chairman, Industrial Promotion & Investment Corporation of Orissa Ltd. IPICOL HOUSE, JANPATH Bhubaneswar Sd.	Service 10 (Ten)

Sl. No.	Names, Addresses, Description, Occupations and signatures of Subscribers	Number of Equity Shares taken by each Subscriber
5.	S. SUNDARARAJAN Secretary to Government, Orissa, Industries Department Secretariat, Bhubaneswar Sd. Govt. Service	10 (Ten)
6.	KRUSHNA CHANDRA GANTAYAT Chairman, Orissa State Electricity Board, Bhubaneswar Sd. Service	10 (Ten)
7.	PRASANNA KUMAR HOTA Managing Director, Industrial Promotion & Investment Corporation of Orissa Ltd. IPICOL HOUSE, JANPATH BHUBANESWAR Sd. Govt. Service	10 (Ten)
	TOTAL	70 (Seventy)

Sl. No.	Signature, Name, Description, Occupation and Address of the witness to the above signatures of Subscribers
1.	GAGAN CHANDRA DAS Government Service Industrial Promotion & Investment Corporation of Orissa Ltd. IPICOL HOUSE, JANPATH, Bhubaneswar. Sd.