

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PETRO CARBON AND CHEMICALS LIMITED

- I. The name of the company is **PETRO CARBON AND CHEMICALS LIMITED**
- II. The Registered Office of the company will be situated in the State of West Bengal.
- III. The objects for which the company is established are:-

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. To carry on the business as manufacturers, processors, suppliers, traders, exporters, Importers, distributors, calcine, refine, black, graphitize and deal in petroleum coke, calcined petroleum coke, anthracite coal, calcine anthracite coal, pitch, tarpitch, graphite electrodes, graphite anodes and to draw out manufacture and deal in coal tar, hydro-carbons, coal, coke, petroleum, natural and synthetic coal gas and refinery gas and other by-products and to utilize waste gases for industrial uses and purposes.
2. To carry on business of manufactures, producers, refiners, processors, exporters, importers, distributors and dealers in carbon black, plasticizers, chemicals, heavy chemicals, petro-chemicals, alkalis, acids, drugs, chemical compounds, solvents, adhesives, paints, synthetic chemicals and chemical products of every and any nature and kind whatsoever organic or inorganic including utilities connected therewith.
3. To prospect, form, examine, explore, win, get, quarry, smelt, calcine, refine, crush and grind, dress, amalgamate, manipulate and prepare for market, purchase, sell or deal in ores, metals and minerals of all kinds and to carry on any other processing, mining or metallurgical operations an to buy, sell, manufacture and deal in minerals, plant, machinery, implements, products in which any of the minerals is used and such other things capable of being used in connection with prospecting, mining and/or metallurgical operations.
4. To render consultancy services in the manufacturing, refining, processing of carbon, chemicals, graphite, carbon products, graphite specialists, cement and hydro-carbons and plants and equipment connected therewith.

5. To carry on the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as an agent, representative, consultant, collaborator, distributor or otherwise to deal in electric power in all its branches at such place or places as may be permitted by appropriate authorities by establishment, development and maintenance on Build, Own, Operate and Transfer (B.O.O.T.) basis or otherwise of blast furnace gas, top pressure energy, recovery turbine plants, gas based generating stations, thermal power plants, hydraulic power plants, atomic power plants, wind power plants, solar power plants, other power plants and power generation equipments based on or using any kind of renewable or non-renewable resources as may be developed or invented in future and to construct, lay down, establish, promote, erect, build, commission, carryout, and run all necessary power workstations, workshop, repair shops, for the purpose of conservation, distribution and supply of electricity to participating industries, companies, state electricity boards and other boards or other bodies for industrial, commercial, domestic public and other purposes as may be permitted under the Electricity (Supply) Act, 1948.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT:

1. To purchase or otherwise acquire and hold on, invest out of the surplus funds of the company not immediately required, trade, deal in, mortgage, sell assign, pledge, transfer or otherwise dispose off any goods, wares, merchandise and all movable property for carrying out business of the company.
2. To purchase or otherwise acquire, assemble, install, construct, alter, equip, repair, remodel, maintain, enlarge, operate, work, manage, control hold, own, lease, rent, charter, mortgage, sell, convey or otherwise dispose of any buildings and structures, telephones and other communication facilities, data processing system and facilities, machinery, apparatus, instruments, fixtures and appliances in so far as the same may appertain to or be useful in the conduct of the business of the company.
3. To purchase, charter, hire, build or otherwise acquire any vehicles, vessels or craft of every description and to hold, own or work such vehicles, vessels or crafts for business of the company.
4. To pay for any rights or property acquired by the company, or remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
5. To apply for purchase or otherwise acquire and project, prolong and renew in any part of the world, any patents, patents rights, trade mark, designs, licenses, protections, concessions and the conferring of any exclusive or non-exclusive or limited rights to their use of any secret or other information as to any invention, process or privilege which may seem capable or being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, grant licenses or privileges in respect of or otherwise turn to account the property, rights and informations acquired and to spend money in experimenting upon, testing or improving such patents, inventions or rights and without prejudice to the generality of the above, any contract monopolies or concessions for or in relation to the supply and sale of any minerals, metals, products or other substances, materials, articles or things, in relation to construction, execution, implementation, carrying out, improvement, management, administration or control of any works and conveniences, required for the purpose of carrying out any of the aforesaid business and to undertake, carryout, dispose of or otherwise turn to account such contracts, monopolies or concessions.

6. To acquire from any person, firm or body corporate or incorporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant, machinery or apparatus required for attaining the main objects of the company and to acquire any grant or license and other rights and benefits.
7. To enter into any arrangements with Governments or with other authorities, supreme, national, local, municipal or otherwise that may seem beneficial to any of the company's objects and to apply to promote and obtain by any act of any legislature, charter, power, privileges, concessions, grants, degrees, provisional orders, licenses or authorization of Government - Central or State, or any relevant authorities (local or otherwise) or any private party for enabling the company to carry any of its objects into effect or for any purpose which may seem expedient and to oppose any applications or proceedings which may seem calculated to prejudice the interests of the company.
8. To undertake commercial obligations, transactions and operations for achievement of the main objects of the company.
9. To enter into arrangements with companies, firms and persons for promoting and increasing the manufacture, sale, purchase and maintenance of goods, articles and commodities, of all and every kind and descriptions, either by buying, selling or assisting such other companies, firms or persons to do all or any such last mentioned acts, transactions and things and in such manner as may be necessary or expedient and in connection with or for any of these purposes to enter into agreements, give guarantee of security or otherwise assist all or such purposes on such terms and in such manner as may be desirable.
10. To advance out of the surplus funds of the company not immediately required, securities and property with or without security as may be thought proper, to such persons, companies, corporations or firms and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to release or discharge any debt or obligation owing to the company.
11. Subject to the provisions of the Companies Act, 2013 to receive money on loan and any money in such manner and with or without allowance of interest thereupon, as the company shall deem fit and to secure the repayment of any money borrowed, raised, received or owing by mortgage, pledge, charge or lien upon all or any of the property or assets of the company (both present or future) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company or any obligation undertaken by the company or any other person or company as the case may be but not amount to Banking business, as defined under the Banking Regulation Act, 1949 and money circulation business or Chit-Fund activities.
12. To draw, accept, make, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, cheques, hundies, bill of lading, shipping documents, warrants and other negotiable or transferable instruments.
13. To guarantee the performance of any contract or payment of money secured by or payable under or in respect of bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and other securities of any company or of any authority, Central, State, Municipal, Local or otherwise or of any person, whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business for attainment of objects of the company.

14. To invest any money of the company out of the surplus fund not immediately required, not for the time being required for any purposes of the company in such manner as may be thought proper.
15. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the company.
16. Subject to the provisions of the Companies Act, 2013 to mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking of the company or any land, business or property, rights or assets of any kind of the company or any interest or share therein in such manner and for such consideration as the company may think fit.
17. To establish or concur, in establishing or promoting any company or companies for the purpose of acquiring all or any of the undertakings, business rights, liberties or properties of the company, or for any other purpose which may seem directly or indirectly calculated to the benefit of the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies and to subsidize or otherwise assist any such company or companies out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise.
18. To vest any real or personal property, rights or interest acquired by or belonging to the company, in any person or company on behalf of or for the benefits of the company and with or without any declared trust in favor of the company.
19. To take into consideration and to approve and confirm and/ or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all the costs and expenses that may be incurred by them or in connection with the formation or promotion of the company.
20. To pay out of funds of the company, all costs, charges, expenses which the company may lawfully pay with respect to the promotion, formation and registration of or for the business of the company and/or the issue of its capital or which the company shall consider to be necessary including therein the cost of advertising, printing and stationery and commission for obtaining the underwriting of shares, debentures or other securities of the company.
21. To purchase, takeover or otherwise acquire and undertake the whole or any part of the business properly, rights and liabilities of any person, firm or company carrying on or proposing to carry on any business which this company is authorized to carry on, or possess any property or rights suitable for any of the purposes of the company, or which can be carried on in conjunction therewith and to purchase, acquire, sell and deal in properly.
22. To procure the incorporation, registration or the recognition of the company in any country, state or place.
23. To establish and regulate branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the company to carry on its business more efficiently and to discontinue and reconstitute any such branches or agencies.

24. To apply for membership or become member of any Bullion Exchange, Commodities Exchange, Company, Chamber of Commerce, Association, Federation, Society or Body corporate having any objects similar or identical with those of the company or likely to promote the interests of the company.
25. In accordance with the law for the time being in force, to reserve or to distribute as bonus shares to the members or otherwise to apply as the company deems fit any money received by way of premium on any shares, stock or debenture-stock of the company and money arising from the issue by the company of forfeited shares.
26. To grant pension, allowances, gratuities, benefits, emoluments, bonuses and provident fund to employees, managers and directors of the company, and the widows, children and other dependents of such persons and to construct or contribute to the construction of houses, dwelling units or quarters for the employees of the company and for other concerns which are or may have contractual relationship of rendering any services to the company and to join with any other firm or company or doing any of these things.
27. To appoint attorneys for and on behalf of the company and to execute necessary powers in favor of the said attorneys to act for and in the name of and on behalf of the company and to revoke all or any such powers and appointments as may be deemed expedient.
28. To establish industrial estates, including setting up of housing colonies, recreation facilities, medical relief facilities, water and electricity plants, ancillary and/or auxiliary units required for furtherance of the business of the company.
29. To help, assist, support, aid, establish, acquire or set up and run schools, colleges, training and professional institutions, hospitals, dispensaries, music and dance centers or other similar institutions for the welfare of the employees of the company.
30. To give to any officers, servants or employees of the company any shares or interest in profits of the company's business or any branch thereof, whether carried on by means or through agency of any subsidiary company or not, and for that purpose to enter into any arrangement that the company may think fit.
31. To train or pay for training in India or abroad of any of the company's employees or any other person in the interest of or furtherance of the company's objects.
32. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation fund for the benefit of, and give or procure the giving of donation, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the company, or who are or were at any time the Directors or officers of the company and wives, widows, families and dependents of any such persons and also establish any subsidiaries and subscribe to any, institutions, associations, clubs, or funds calculated to the benefit of or to advance the interest and well-being of the company or of any such other company as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company.
33. To receive any gifts or immovable or movable property and offerings or voluntary donations or bequest and legacies either from the shareholders, directors or from any other person for all or any of the objects of the company, subject to the provisions of applicable Act, and rules thereon.

34. To support, donate, contribute, subscribe, advance or lend with or without interest or at concessional rates of interest or otherwise to assist or to guarantee moneys to any charitable, benevolent, religious, scientific, educational, national, public or other institutions, clubs. Societies, organizations or individuals or body of individuals on such terms and conditions as may seem expedient or for any exhibitions or towards the funds of any other organizations subject to provisions of the Companies Act, 2013.
35. To undertake or execute any trusts, the undertaking whereof may seem desirable and are gratuitous or otherwise.
36. (a) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area and to incur an expenditure on any programme of rural development and assist execution of any promotion thereof, either directly or through any independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme for rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the people in any rural area which the Directors consider it likely to promote and assist rural development and that the words "rural area" shall include such area as may be regarded as rural areas under the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the company to or in favour of any public or Local body authority or Central or State Government or any Public Institutions or Trust/ Fund/ Organization/ Person.

(b) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote or sponsor any activity for publishing any books, literature, newspaper or for organizing lectures or seminars likely to advance these objects or for giving merit awards scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies for academic pursuits or research and for establishing, conducting, or assisting any institutions, funds, trusts etc. Having any one of the aforesaid objects or purpose, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds as the Directors may approve.

(c) Subject to the provisions of the Companies Act, 2013, to give donations and to advance and lend money to any person, institution, organization, trust, fund for benevolent causes on such terms and conditions and with or without interest or at concessional rates of interest as may seem expedient.
37. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art or interest, by publication of books, pictures and periodicals in print or electronic media or otherwise and by granting prizes, rewards and donations.

38. Subject to the provisions of the Companies Act, 2013, or any re-enactment thereof for the time being in force, to amalgamate with company, companies or to enter into partnership or into any agreement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, company or companies carrying on or engaged in any business or transaction which the company is authorized to carry on or engage in or which can be carried on in connection therewith or which is capable of being conducted so as directly or indirectly benefit the company.
39. To experiment and to incur expenses necessary for the purpose and with a view to improve the present method and process of working the business which the company is authorized to carry on and to carry on research for improving developing or effecting economy and greater efficiency in the business of the company or in the process of production, manufacture and working or trading or dealing in various substances, materials, articles and things or with any of the business for which the company is established.
40. To establish, provide, maintain, subsidize and conduct organize, sponsor and/or assist research in any field that may seem conducive or expedient to promote any of the business of the company which it is authorized to carry on.
41. To act as agent or brokers and as trustees for any person or company having similar objects and to undertake and perform sub-contracts and to perform or do all or any of the above things in any part of the world and to act as principals agents, contractors, trustees or otherwise and by or through agents, sub-contractors, trustees or otherwise and either alone or jointly with others.
42. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation, repairs, replacement, improvements, extension or maintenance of any of the properties of the company by way of Investment allowance Reserve or any other reserve or for redemption of debenture or redeemable preference share or other securities or for any other purpose conducive to the interest of the Company.
43. To distribute, in the event of winding up in specie or otherwise as may be, any property or assets of the company or proceeds of any sale or disposal of any property or assets of the company including shares, debentures or other securities subject to the provisions of the Companies Act, 2013.
44. Subject to the provisions of the Companies Act, 2013 or any other enactment in force, to indemnify and to keep indemnified officers, directors, agents and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company and for any loss, damage or misfortune whatever, which shall occur in execution of duties of their office or in relation thereto.
45. To borrow, secure or raise the payment of money from any bank or financial institution or any other person or persons, NRI, NRO, Foreign Bankers and institutions for the purpose of the company's main business in such manner and on such terms and on such rights, powers and privileges as the company may think fit and particularly by issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the company and with a view to hypothecate and /or in any way encumber or create charge of the undertaking and or any of the immovable or movable properties, present or future and all or any of the uncalled capital for the time being of the company and to, purchase, redeem or pay any part of such securities.

46. To amalgamate with any company or companies having objects all together or in part similar to those of this company or any other company, subject to the provisions of section 230 to 232 of the Companies Act, 2013.
 47. To open branches in India or elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or products of the company as may seem expedient and in particular by advertising in the press, by circulars and publications of books and periodicals.
- IV. The liability of members is limited.
- V. **The Authorized Share Capital of the company is Rs. 26,00,00,000/-(Rupees Twenty Six Crores) divided into 2,60,00,000 equity Shares of Rs. 10/- each.

(* Approved by resolution passed at the Extra-Ordinary General Meeting held on 10.09.2009)
(** Approved by resolution passed at the Extra-Ordinary General Meeting held on 04.09.2023)

We, the several persons, whose names and address and descriptions are subscribed, are desirous of being formed into the Company of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names

Signature, Names, Address, Father's Name, Description and Occupations of Subscribers	Total Number of Equity Shares to be taken by each suscriber	Name, address and Description of Witness
1. DILIP KUMAR ATHA S/o. Late Purusattam Atha P.O. - Barbil Dist - Keonjhar, Orissa Business	2000 (Two Thousand)	<u>I Witness to all the Signatories</u> BIMAN TAT AICWA- M- 3539 S/o, Late Sailaja Bh. Tat 62/3-A, Ichapur Road Howrah- 711107
2. KISHOR KUMAR ATHA S/o. Late Mangaljee Atha P.O. - Barbil Dist - Keonjhar, Orissa Business	2000 (Two Thousand)	
3. GAURAV ATHA C/o.- K.N. Ram & Co. S/o. Kishor Kumar Atha P.O. - Barbil, Dist - Keonjhar Orissa - 758035 Business	2000 (Two Thousand)	
4. VISHAL ATHA C/o.- K.N. Ram & Co. S/o. Dilip Kumar Atha P.O. - Barbil, Dist - Keonjhar Orissa - 758035 Business	2000 (Two Thousand)	
5. BHARAT ATHA C/o.- K.N. Ram & Co. S/o. Kishor Kumar Atha P.O. - Barbil, Dist - Keonjhar Orissa - 758035 Business	2000 (Two Thousand)	
	10,000 (Ten Thousand)	

Kolkata, Dated 4th Day of May, 2006