



W.P.No.17257 of 2019

IN THE HIGH COURT OF JUDICATURE AT MADRAS

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Orders reserved on : 09.06.2026

Orders pronounced on : **12.06.2026**

CORAM :

THE HON'BLE MR.JUSTICE T.VINOD KUMAR

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S.Sridharan

.. Petitioner

Versus

1. SAIL Refractory Company Ltd.,
Rep. by its Chief Operating Officer,
Post Box No.565,
Salem – 636 005.

2. The Deputy General Manager (Personnel and
Administration),
SAIL Refractory Company Ltd.,
Post Box No.565,
Salem – 636 005.

.. Respondents

Prayer : Writ Petition filed under Article 226 of the Constitution of India seeking a Writ of Certiorarified Mandamus, after calling for the records to relating to the order No.SRCL/P&A/2019/0168, dated 01.04.2019 passed by the 2nd respondent (Ex-A) and to quash the same as being illegal and contrary to the Board Resolution, dated 07.09.2017 and OM, dated 20.04.2007 and for a consequential direction to the respondents to continue the petitioner in service till he completes 60 years of age with all



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consequential benefits including the monetary benefits within a time frame
to be fixed by this Court.

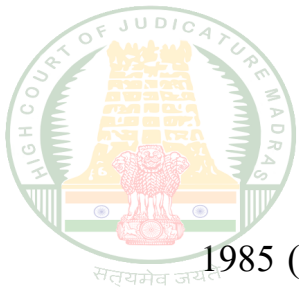
For Petitioner : Mr.V.Govardhan,
for M/s.Row and Reddy
For Respondents : Mr.C.Veeraraghavan,
Standing Counsel

ORDER

Heard the learned Counsel for the petitioner and the learned
Standing Counsel for the respondents and perused the record.

2. Shorn of unnecessary details, the case of the petitioner in brief is that he was appointed as a Labour Welfare Officer in Burn Standard Company Limited (for short, 'BSCL') vide appointment order dated 05.07.1991; that his services were regularised thereafter; that he was granted promotion from time to time and was working as AGM (Personnel and Administration) when the respondent issued the impugned proceedings.

3. It is the further case of the petitioner that the Company, 'BSCL', wherein he was employed, had become a Sick Company under the provisions of the Sick Industrial Companies (Special Provisions) Act,



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1985 (for short, 'SICA') and was referred to the Board for Industrial and Financial Reconstruction (for short, 'BIFR') for framing a scheme for its rehabilitation and revival; that in terms of the decision taken by the Department of Heavy Industries, Ministry of Heavy Industries and Public Enterprises, Government of India, the Company 'BSCL', would be taken over by the Steel Authority of India Limited (for short, 'SAIL'), a Government of India public sector undertaking/enterprise through a newly incorporated wholly owned subsidiary under Section 293(1)(a) of the Companies Act, 1956; that thereafter, a new Company, in the name of 'SAIL Refractory Company Limited (for short, 'SRCL')', was incorporated; that 'SRCL' took over the 'BSCL' with all its assets, liabilities and obligations in terms of Office Memorandum, dated 17.11.2011; and thus, the petitioner became employee of 'SRCL' thereafter.

4. It is the further case of the petitioner that the Department of Public Enterprise, Government of India, vide Office Memorandum (OM), dated 20.04.2007, had raised the age of retirement from 58 years to 60 years; that giving effect to the OM, the age of retirement of employees in non-executive cadre of the respondent Company was raised to 60 years



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from 06.03.2015 as per certified standing orders; that as the aforesaid increase in age of retirement is not applicable to employees working in executive positions, the Board of Directors of the respondent Company, at its board meeting held on 07.09.2017, resolved to enhance the age of retirement of its employees viz., executives from 58 years to 60 years prospectively with effect from 01.09.2017.

5. It is the further case of the petitioner that despite the Board of Directors of the respondent Company, at its meeting held on 07.09.2017, resolved to increase the age of retirement from 58 years to 60 years and directed the Chief Operating officer to take necessary steps to give effect to the said board resolution, no steps have been taken to implement the same.

6. The petitioner contends that the respondent, without taking steps for implementing the said resolution, had issued to him communication, dated 01.04.2019 informing him that he would be attaining the age of superannuation on 14.06.2019 and as such, would be retiring from service on 30.06.2019; that by 14.06.2019, he would only be attaining the age of 58 years and not the age of 60 years; that aggrieved by



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the issuance of the aforesaid intimation, seeking to superannuate him at the age of 58 years, he had submitted a detailed representation on 15.04.2019, by which, he had brought to the notice of the respondents the decision taken by the Board of Directors of the Company at its meeting held on 07.09.2019 to increase the age of retirement of the employees (executives) from 58 years to 60 years; that he would not attain the age of 60 years for being superannuated on the date mentioned in the communication, dated 01.04.2019; and that the action of the respondents in seeking to retire him at the age of 58 years is clear violation and infringement of fundamental right viz., the right to equality guaranteed under the Constitution of India and is inconsistent with the Government policy and also in contravention of the Office Memorandum, dated 20.04.2007 issued by the Department of Public Enterprises, Government of India, and sought for revoking the notice, dated 01.04.2019 issued to him by the respondents and allow him to continue in service upto the age of 60 years.

7. The petitioner contends that the respondents, in response to the aforesaid letter addressed by him, vide its reply, dated 24.04.2019, had claimed that though the Board of Directors, at its meeting held on 07.09.2017, had resolved to raise the age of retirement from 58 years to 60



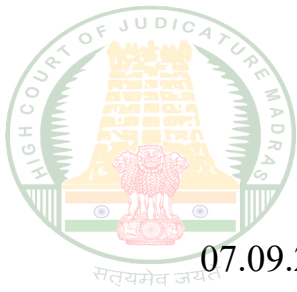
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years, the said proposal was forwarded to the corporate office of 'SAIL'

i.e., the holding promoter company for its approval and is pending approval; that the same would be given effect to only upon receipt of necessary approval from the holding company's corporate office; that the aforesaid reply issued by the respondents is not only contrary to the resolution of Board of Directors of 'SRCL', dated 07.09.2017 inasmuch as there is no mention of obtaining any approval from 'SAIL', but, is also contrary to the provisions of the Companies Act as the respondent Company is governed by its Memorandum and Articles of Association. Hence, the challenge.

8. Counter-affidavit, on behalf of the respondents, is filed.

9. On behalf of the respondents, it is contended that the respondent Company is a wholly owned subsidiary of 'SAIL' and as per the Articles of Association of the respondent Company, power is conferred on the Chairman to reserve any matter of importance for approval of promoter i.e., 'SAIL'; that in exercise to the said power conferred under the Articles of Association, the board of the respondent Company, in its subsequent meeting held on 12.03.2018, modified the resolution passed on

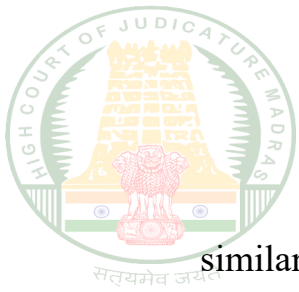


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07.09.2017 enhancing the age of retirement from 58 years to 60 years with effect from 01.09.2017, to till obtaining the approval of 'SAIL' board and Ministry of Steel, Government of India; and thus, the resolution to enhance the age of retirement from 58 years to 60 years vide board resolution, dated 07.09.2017, became a conditional resolution subject to approval of promoter i.e., 'SAIL' and Ministry of Steel, Government of India.

10. The respondents further contended that the Board of Directors of the respondent Company, while modifying its earlier resolution, dated 07.09.2017 vide resolution, dated 12.03.2018, made it clear that the aforesaid proposal of enhancement of retirement age would become operative prospectively as and when approved by the board of the promoter i.e., 'SAIL' and Ministry of Steel, Government of India; and that the petitioner, on the basis of the initial resolution which stood modified by the subsequent resolution cannot, as a matter of right, claim that he ought not to be retired on attaining the age of 58 years, but, to be continued till he attained the age of 60 years, even before it is approved by 'SAIL' and Ministry of Steel, Government of India.

11. On behalf of the respondents, it is also contended that when a



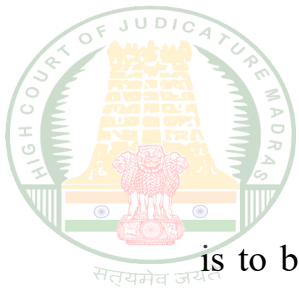
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similar claim was made by one of its employee and rejected by the respondent, the same was challenged before this Court by way of a Writ Petition vide W.P.No.8663 of 2020; and that this Court, while disposing of the aforesaid Writ Petition by its order, dated 06.12.2024, had held that the resolution, dated 07.09.2017, increasing the age of retirement of 'SRCL' employees from 58 years to 60 years with effect from 01.09.2017 on being modified vide board resolution, dated 12.03.2018, the claim of the petitioner therein on the basis of the board resolution of 'SRCL', dated 07.09.2017 carries "no merit in it and is null and void".

12. On behalf of the respondents, it is contended that since, this Court had already held that the claim made on the basis of the resolution, dated 07.09.2017 to be null and void in view of the subsequent development, the claim made by the petitioner in the present Writ Petition also stands on the same footing and is liable to be rejected. Contending as above, the respondents seek for dismissal of the Writ Petition.

13. I have taken note of the respective contentions urged.

14. Before proceeding to deal with the issue raised on merits, it



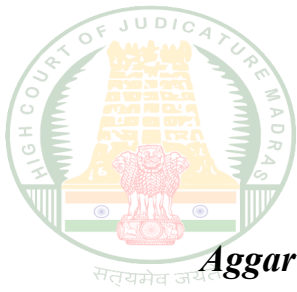
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is to be noted that the learned Counsel in the present Writ Petition is the Counsel who represented the petitioner in W.P.No.8663 of 2020 before this Court. Thus, the Counsel is fully aware of the decision taken by a Co-ordinate Bench of this Court already. However, he had failed to bring to the notice of this Court that the issue is no longer *res integra*. It is to be noted that a duty is cast on the Counsel to bring to the notice of this Court of a similar issue having been considered and rejected by this Court earlier. It is for the reason that though an Advocate represents a client, but, owes a paramount duty as an officer of the Court and as such, a duty is cast on him to bring to the notice of this Court the aforesaid fact in order to assist the Court in administration of justice.

15. The Hon'ble Supreme Court of India, dealing with the duty of an Advocate towards the Court, in its judgment in the case of ***P.D.Gupta Vs. Ram Murti [(1997) 7 SCC 147]***, had observed as follows:-

“14. A lawyer owes a duty to be fair not only to his client but also to the court as well as to the opposite party in the conduct of the case. Administration of justice is a stream which has to be kept pure and clean. It has to be kept unpolluted. Administration of justice is not something which concerns the Bench only. It concerns the Bar as well...”

16. The Hon'ble Supreme Court of India, in the case of ***Deepak***



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Aggarwal Vs. Keshav Kaushik [(2013) 5 SCC 277], referred to the

observations made in the case of **U.P. State Law Officers'** wherein it was held as under:-

“55. With regard to the legal profession, this Court said in paras 14 and 15 as under: [(1994) 2 SCC 204 : 1994 SCC (L&S) 650 : (1994) 26 ATC 906] , SCC p. 216)

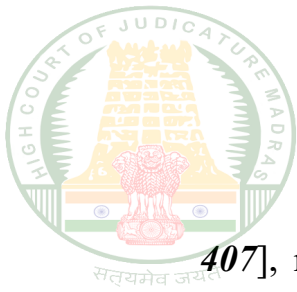
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15... Being a responsible officer of the court and an important adjunct of the administration of justice, the lawyer also owes a duty to the court as well as to the opposite side. He has to be fair to ensure that justice is done. He demeans himself if he acts merely as a mouthpiece of his client....”

17. The Hon’ble Supreme Court of India, in its judgment in the case of **Rameshwar Prasad Goyal, Advocate, in Re [(2014) 1 SCC 572]**, had observed as follows:-

“10. Lawyers play an important part in the administration of justice. The profession itself requires the safeguarding of high moral standards. As an officer of the court the overriding duty of a lawyer is to the court, the standards of his profession and to the public. Since the main job of a lawyer is to assist the court in dispensing justice, the members of the Bar cannot behave with doubtful scruples or strive to thrive on litigation. The lawyers must remember that they are equal partners with Judges in the administration of justice. If the lawyers do not perform their function properly, it would be destructive of democracy and the rule of law....”

18. The Hon’ble Supreme Court of India, in its judgment in the case of **R.Muthukrishnan Vs. High Court of Madras [(2019) 16 SCC**



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407], referring to the decision in **Mohit Chaudhary, in Re [(2017) 16**

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SCC 78] wherein it was as follows:-

“72....An advocate shall not to be immersed in a blind quest of relief for his client. “Law is not trade, briefs no merchandise”. His duty is to legitimately present his side of the case to assist in the administration of justice. The Judges are selected from the Bar and purity of the Bench depends on the purity of the Bar. Degraded Bar results in degraded Bench. The Court has referred to articles and standard of professional conduct and etiquettes thus: (SCC pp. 88-92, paras 20-28, 30 & 32)”

19. The Hon’ble Apex Court in the aforementioned decision, had referred to the observations of Hon’ble Justice Krishna Iyer (as His Lordship then was), in **Bar Council of Maharashtra Vs. M.V.Dabholkar [(1976) 2 SCC 291]**, wherein it was observed as follows:-

“24. The fundamentals of the profession thus require an advocate not to be immersed in a blind quest of relief for his client. The dignity of the institution cannot be violated in this quest as “law is no trade, briefs no merchandise....”

20. Turning to the merits of the case, the petitioner bases his case on the board resolution, dated 07.09.2017 of the respondent Company i.e., ‘SRCL’ dated 07.09.2017. Admittedly, the said board resolution had undergone modification on 12.03.2018 after about six months. It is not the case of the petitioner that the board lacked the power or authority to revise



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its decision. Even if it be so, the petitioner did not avail any remedy provided under the Companies Act, 1956 or the Companies Act, 2013 before the appropriate forum insofar modification of the decision taken by the Board of Directors. Thus, the board resolution, dated 07.09.2017, by which the age of retirement was sought to be revised from 58 years to 60 years, stood modified by virtue of subsequent board resolution, dated 12.03.2018 and became conditional and contingent upon approval of promoter i.e., 'SAIL' and Ministry of Steel, Government of India. Thus, the board resolution, dated 07.09.2017, in its original form, ceased to exist/operate, for the petitioner to claim that the action of the respondents in seeking to retire him from service on attaining the age of 58 years by issuing proceedings, dated 01.04.2019, is discriminatory and violative of fundamental right. On the other hand, on 14.06.2019, when the petitioner reached the age of 58 years, the retirement age of employees of 'SRCL' in executive cadre continued to 58 years only. Thus, the challenge of the petitioner to the impugned proceeding, whereby, the respondents had issued reply to the communication addressed by the petitioner on 15.04.2019 cannot be found fault with.



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21. Further, it is also to be noted that the action of the Board of

Directors in seeking approval of its promoter i.e., 'SAIL', as well as Ministry of Steel for increase of age of retirement from 58 years to 60 years is concerned, is also in line with the Articles of Association, under which, the 'SRCL' was incorporated as a wholly owned subsidiary of 'SAIL'. The 'SAIL', being the promoter of the respondent Company, had reserved to itself certain powers to approve the decisions taken by the subsidiary. Though the subsidiary is treated as a separate legal entity, since under Section 129 of the Companies Act, 2013, corresponding to Section 211(3C) of the Companies Act, 1956, the financials of the subsidiary, form part of the financial statement of the holding company by way of consolidation of financial statement as per Indian Accounting Standards No.110 as mandated under Section 132 of the Companies Act, 2013, such reservation having financial implication as provided under Articles of Association cannot be considered as either illegal or contrary to provisions of the Companies Act. Thus, the decision of the Board of Directors of the 'SRCL' in making the resolution passed by its subject to approval of promoter i.e., 'SAIL' which is under Ministry of Steel, Government of India, cannot also be said as improper or illegal. Thus, the claim of the petitioner seeking enhancement of retirement age from 58



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years to 60 years relying on the resolution, dated 07.09.2017 is without any basis or substance and is liable to be rejected.

22. Though in reply it is contended on behalf of the petitioner that this Court in W.P.No.8663 of 2020 having allowed grant of benefits to the petitioner therein till the age of 60 years, it is to be noted that the said order is in two parts. First part dealt with the validity of the claim made by the petitioner therein on the basis of resolution, dated 07.09.2017. The second part of the order dealt with the grant of monetary benefit for the service rendered beyond 58 years. The petitioner in the said case was permitted to continue in service by way of interim order till he attained the age of 60 years and this Court, taking note of the said fact, directed the respondents to settle the consequential benefits to the petitioner therein. However, in the facts of the present case, though the petitioner had approached this Court and sought for interim relief for being continued in service till the age of 60 years, this Court did not grant any interim relief. Thus, the relief granted by this Court in the aforesaid Writ Petition is not applicable to the case of the petitioner.



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23. Thus, considered from any angle, the Writ Petition is devoid

of merits and is accordingly, dismissed. There shall be no order as to costs.

12.06.2026

Index : yes/no
Speaking order/Non-speaking order
Neutral Citation : yes/no
grs

To

1. The Chief Operating Officer,
SAIL Refractory Company Ltd.,
Post Box No.565,
Salem – 636 005.
2. The Deputy General Manager (Personnel and
Administration),
SAIL Refractory Company Ltd.,
Post Box No.565,
Salem – 636 005.



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T.VINOD KUMAR, J.

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