

Ref: CALS/ST.EX./2017-18/

Dated: 14/08/2017

**BOMBAY STOCK EXCHANGE LIMITED**  
**DEPARTMENT OF CORPORATE SERVICES**  
FLOOR 25, PHIROZE JEEJEEBHAY TOWERS,  
DALAL STREET,  
MUMBAI-400001

Our Scrip Code: 526652

Dear Sir,

Subject: Outcome of Board of Director's Meeting.

Please be informed that the Board of Directors at their meeting held today at 209, 2<sup>nd</sup> Floor, Suneja Tower-II, District Centre, Janakpuri, New Delhi-110058, had decided/ approved the followings:

1. Approved the Notice of 33<sup>rd</sup> Annual General Meeting to be held on Wednesday, the 27<sup>th</sup> September, 2017 at 9.30 A.M along with the Directors' Report, Corporate Governance Report and Management Discussion Analysis Report for the year ended 31<sup>st</sup> March, 2017.
2. Decided to close the Register of Members and Share Transfer Book from Thursday 21<sup>st</sup> September, 2017 to Wednesday 27<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
3. The Cut-off date for the purpose of e-voting is 20<sup>th</sup> September, 2017 (Wednesday).
4. The Voting period for the electronic voting will be started from 9.00 A.M. on 24<sup>th</sup> September, 2017 (Sunday) to 5.00 P.M. of 26<sup>th</sup> September, 2017 (Tuesday).
5. Pursuant to the provisions of Regulation 33 of SEBI Listing Obligation and Disclosure Requirements), Regulations, 2015 the Board of Directors have approved and taken on record the Un-Audited Financial Results of the Company for the first quarter ended 30<sup>th</sup> June, 2017. (Copy enclosed)

The above mentioned financial results are duly reviewed by the statutory auditors of the Company, a copy of Limited Review Report is also enclosed herewith for your reference and record.

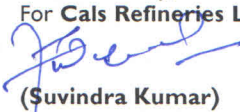
6. The Board has considered to recommend the shareholders of the Company for adoption of new set of Articles of Association (AOA) as per the Companies Act, 2013 in substitution and entire exclusion of the existing AOA.
7. Ms. Monika Moorjani, Independent Woman Director of the Company has resigned from the Board w.e.f today.

This is for your information and record please.

Thanking you,

Yours Faithfully,

For **Cals Refineries Limited**

  
(Suvindra Kumar)  
Company Secretary  
Encl: a.a.

ACS-22747



# CALS REFINERIES LIMITED

Regd. Office: 209, Suneja Tower 2, District Centre, Janakpuri, New Delhi - 110058

CIN: L51909DL1984PLC018775

## Statement of Unaudited Results for the Quarter ended 30 June, 2017

(₹ In Million)

| S. No. | Particulars  | Quarter Ended<br>30/06/2017<br>(Unaudited) | Preceding<br>Quarter<br>Ended<br>31/03/2017<br>(Audited) | Corresponding<br>Quarter Ended<br>30/06/2016<br>(Unaudited) | Previous Year<br>Ended<br>31/03/2017<br>(Audited) |
|--------|--|--|--|---|---|
| I      | Revenue from Operations  | -  | -  | -   | -   |
| II     | Other income   | -  | 0.13   | -   | 0.40  |
| III    | <b>Total Income (I+II)</b>   | -  | <b>0.13</b>  | -   | <b>0.40</b>                                       |
| IV     | <b>Expenses</b>  |  |  |   |   |
|        | Cost of Materials consumed   | -  | -  | -   | -   |
|        | Purchase of stock-in-trade   | -  | -  | -   | -   |
|        | Changes in inventories of finished goods, Stock-in-Trade and Work-in-progress  | -  | -  | -   | -   |
|        | Employee benefits expense  | 0.68                                       | 0.73   | 0.61  | 2.72  |
|        | Finance costs  | 2.88                                       | 0.00   | 0.45  | 0.00  |
|        | Depreciation and amortisation expense  | 0.02                                       | 0.02   | 0.02  | 0.09  |
|        | Other expenses   | 0.81                                       | 1.44   | 1.44  | 8.28  |
|        | <b>Total Expenses (IV)</b>   | <b>4.39</b>                                | <b>2.19</b>  | <b>2.52</b>   | <b>11.09</b>                                      |
| V      | <b>Profit/(Loss) before exceptional items and tax (III-IV)</b>   | <b>(4.39)</b>                              | <b>(2.06)</b>  | <b>(2.52)</b>   | <b>(10.69)</b>                                    |
| VI     | Exceptional items  | -  | 0.01   | -   | 7.71  |
| VII    | <b>Profit/(Loss) before exceptions items and tax (V-VI)</b>  | <b>(4.39)</b>                              | <b>(2.07)</b>  | <b>(2.52)</b>   | <b>(18.40)</b>                                    |
| VIII   | Tax expenses:  |  |  |   |   |
|        | (1) Current tax  | -  | -  | -   | -   |
|        | (2) Deferred tax   | -  | -  | -   | -   |
| IX     | <b>Profeit (Loss) for the period from continuing operations (VII-VIII)</b>   | <b>(4.39)</b>                              | <b>(2.07)</b>  | <b>(2.52)</b>   | <b>(18.40)</b>                                    |
| X      | Profit/(Loss) from discontinued operations   |  |  |   |   |
| XI     | Tax expenses of discontinuing operations   |  |  |   |   |
| XII    | <b>Net profit (loss) from discontinued operation after tax</b>   | <b>-</b>                                   | <b>-</b>   | <b>-</b>  | <b>-</b>  |
| XIII   | <b>Profit/(loss) for the period (IX+XII)</b>   | <b>(4.39)</b>                              | <b>(2.07)</b>  | <b>(2.52)</b>   | <b>(18.40)</b>                                    |
| XIV    | <b>Other Comprehensive Income</b>  |  |  |   |   |
|        | A. (i) Items that will not be reclassified to profit or loss   |  |  |   |   |
|        | (ii) Income tax relating to items that will not be reclassified to profit or loss  |  |  |   |   |
|        | B (i) Items that will be reclassified to profit or loss  |  |  |   |   |
|        | (ii) Income tax relating to items that will be reclassified to profit or loss  |  |  |   |   |
|        | <b>Total other comprehensive income net of taxes</b>   |  |  |   |   |
| XV     | <b>Total Comprehensive Income for the period (XIII+XIV) Comprising Profit (Loss) and Other comprehensive Income for the period</b> | <b>(4.39)</b>                              | <b>(2.07)</b>  | <b>(2.52)</b>   | <b>(18.40)</b>                                    |
| XVI    | Paid up Equity Share Capital (face value Rs 1 each, fully paid)  | <b>8,293.96</b>                            | <b>8,293.96</b>  | <b>8,293.96</b>   | <b>8,293.96</b>                                   |
| XVII   | Earning per equity share of Rs 1/- each  |  |  |   |   |
|        | (1) Basic  | (0.00)                                     | (0.00)   | (0.00)  | (0.00)  |
|        | (1) Diluted  | (0.00)                                     | (0.00)   | (0.00)  | (0.00)  |

See accompanying note to the financial results

### Notes :-

- The results for the Quarter ended June 30, 2017 were reviewed and recommended by the Audit Committee and approved by the Board of Directors in it's meeting held on August 14, 2017. The above results for the quarter ended June 30, 2017 have been reviewed by Statutory Auditors of the Company in terms of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The IND AS compliant financial results pertaining to the relevant previous period have not been subjected to the Limited Review. However, the Company's Management has exercised necessary due diligence to ensure that the financial results for the comparative previous period (30.06.2016) provide a true and fair view of its affairs.
- The statement has been prepared in accordance with the Companies ( Indian Accounting Standard ) Rules, 2015 (Ind AS) prescribed under section 133 of Companies Act, 2013 and othe recognised accounting practices and policies to the extent applicable. Beginning April 1, 2017, the Company has for the first time adopted Ind AS with a transition date of April 1, 2016.
- The statement does not include IND AS compliant results for preceding quarter and previous year ended March 31, 2017, as it is not mandatory as per SEBI's circular dated July 5, 2016.
- As per the requirements of Ind AS-108, no disclosure is required as the Company is operating in single business segment.






- 5 The reconciliation of net Profit/(loss) for the quarter ended 30th June, 2016 in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below:

| Description  | Amount (₹ In million)<br>for quarter ended<br>June 30, 2016 |
|--|---|
| Net Profit/(Loss) after tax as per previous GAAP                   | (2.07)  |
| Adjustment: Effects on account of Ind AS                           | -   |
| i) Effective interest rate on inter-company loan                   | (0.45)  |
| <b>Total Comprehensive income / (Loss) after tax as per Ind AS</b> | <b>(2.52)</b>   |

- 6 Cals Refineries Limited ("the Company") has plans to set up a Crude Oil Petroleum Refinery (*the project*). The Company has raised ₹ 7,880 million through Global Depository Receipts (GDR) in December 2007, for part funding the project. The proceeds of the GDR issue were fully utilized to pay capital advances related to purchase of equipment of two used oil refineries and other corporate expenses incurred during construction period.
- 7 The Securities and Exchange Board of India has issued an Order against the Company in the matter of "Market Manipulation using GDR Issues." The Order dated October 23, 2013 mainly states that:
- Cals shall not issue equity shares or any other instrument convertible into equity shares or any other security, for a period of ten years.
  - Vide the Interim Order dated September 21, 2011 (later confirmed through the Confirmatory Order on December 30, 2011), Cals was directed not to issue equity shares or any other instrument convertible into equity shares or alter their capital structure in any manner till further directions. In this context, Cals has already undergone the prohibition imposed vide the Interim Order for a period of approximately two years. In view of this factual situation, it is clarified that the prohibition already undergone by Cals pursuant to the aforementioned SEBI Order shall be reduced while computing the period in respect of the prohibition imposed vide this order.
- 8 However, the Company has filed an application to the Hon'ble Securities and Appellate Tribunal (SAT), against the abovementioned order of the SEBI, which process is undergoing. Further SEBI vide order dated 31/12/2014 has imposed restrictions on Mr. Deep Kumar Rastogi, executive chairman for a period of 10 years from the date of order, from accessing the capital market directly or indirectly and dealing in securities or instruments with Indian securities as underlying, in any manner, whatsoever.
- 9 It is pertinent to note that the resources including the Capital raised through GDR issue etc. have been fully utilised to pay capital advances related to purchase of equipment of Refineries and other corporate expenses incurred during the construction period. At this moment the Company has no operational project and hence no operational revenues accrues to the Company. The Company has been funding its day to day operations and statutory requirements through the funding received by way of unsecured loans from one of the related parties. It has now become difficult to continue receiving funding support from any other sources including by way of unsecured loans. In view of the complex statutory requirements and financial position of the Company, no lender other than the related party, is ready to lend money to the Company.
- Further the Company's ability to raise funds has been restricted due to the adverse order of SEBI as explained in Note No.-02 above. In view of the current scenario the project contemplated is difficult to be made viable at least until significant funding is possible to this effect.
- 10 The Bombay Stock Exchange has suspended the trading of equity shares of the company w.e.f. 08/08/2017, pursuant to a letter of SEBI dated 07/08/2017 in which the company has been identified as Shell Company based on the recommendation made by Ministry of Corporate Affairs, this action is unilateral without giving opportunity of being heard. The Company is looking for the suitable remedial course of action in the matter.
- 11 Status of investors complaints for the quarter ended June 30, 2017 :  
Pending at the beginning : Nil Received : One Resolved: Nil Pending: One
- 12 Investors can view the Financial Results of the Company at the Company's website [www.cals.in](http://www.cals.in) or at the websites of BSE ([www.bseindia.com](http://www.bseindia.com)).
- 13 Figures for the previous quarter ended 30 June 2016 are re-classified/ re-arranged/ re-grouped, wherever necessary.

Place: New Delhi  
Date: Aug 14, 2017

For and On behalf of Board

  
Deep Kumar Rastogi  
Executive Chairman  
(DIN : 01229644)







# VATSS & ASSOCIATES

## CHARTERED ACCOUNTANTS

### Review Report to The Board of Directors of Cals Refineries Limited

1. We have reviewed the accompanying statement of Unaudited Financial Results of Cals Refineries Limited ("the Company") for the period ended June 30, 2017. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with Standard on Review Engagement (SRE) 2400, *Engagements to Review Financial Statements* issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to enquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. **Qualified Opinion**  
Attention of the matters is invited regarding the financial statements of the company having been prepared on a Going Concern basis, notwithstanding that due to continuous losses incurred by the company during the past years and current period, the accumulated losses of the Company have far exceeded its Net Worth resulting in negative net worth on Balance Sheet date. The company has written-off a substantial part of its Fixed Asset during earlier years. This situation indicates the existence of a material uncertainty that may cast a significant doubt on the company's ability to continue as going concern.
4. Without qualifying our opinion we draw attention to:
  - (a) The Securities Exchange Board of India (SEBI) has initially put restriction on any further issue of equity shares or any other instruments convertible into equity shares or any other security by the Company for a period of ten years vide its interim order dated 21<sup>st</sup> September, 2011. In its final order dated 23<sup>rd</sup> October, 2013 the same order was upheld. The Company as on date of the final order has undergone such prohibition for approximately two years thus the restriction will be reduced effectively to eight years (approx), from the date of the final order. The Company is in appeal against the order of SEBI Dated 23<sup>rd</sup> October, 2013. The matter is sub-judice and the impact, if any, of the outcome of the same cannot be ascertained at this stage.
  - (b) The company has share application money pending allotment for a period of more than two years and cannot issue shares in view of the Order of SEBI as aforesaid.
  - (c) Trade payables appearing in the books of accounts are subject to confirmation and reconciliation, if any. One of the creditors, Karan Nirman Udyog Private Limited, to which Rs. 5 million payable has filed an winding up petition in the Hon'ble High Court of Delhi for the recovery of the said amount, the proceeding in the matter is undergoing, the company has challenged the payment of the said amount.

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(d) The amount of Rs. 5,862.11 million under Disputed Duties/Tax Demands pertains to the Income Tax orders issued for the A.Y. 2008-09 and 2014-15 for Rs. 5860.28 million and Rs. 1.83 million respectively. The assessment order for the assessment year 2008-09 related to the assessment u/s 148 relating to the issuance of GDRs, however assessment proceedings for A.Y. 2014-15 pertains to the normal assessment, i.e., assessment u/s 143 (3) of the Income Tax Act, 1961. The Appeal is filed by the company.

5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of Unaudited Financial results, prepared in accordance with the applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For VATSS & Associates.  
Chartered Accountants  
Firm Reg. No.017573N



(Suresh Arora)  
Partner  
(M/N: 090862)

Place: New Delhi  
Date: 14<sup>th</sup> August, 2017