



**30<sup>th</sup>**  
**Annual Report**  
**2013-2014**

**CAL S REFINERIES LIMITED**

**BOARD OF DIRECTORS**

Mr. Deep Kumar Rastogi	:	Executive Chairman
Mr. D. Sundararajan	:	Managing Director (Resigned on 24 <sup>th</sup> October, 2013)
Mr. Alexander Walter Schweickhardt	:	Director
Mr. Sameer Rajpal	:	Director
Mr. R. Rajagopalan	:	Director (Resigned on 23 <sup>rd</sup> October, 2013)
Mr. Pranav Kumar	:	Director (Appointed on 11 <sup>th</sup> March, 2014)

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Suvindra Kumar

**BANKERS**

Axis Bank Limited

**AUDITORS**

M/s Kanu Doshi Associates, Mumbai

**REGISTERED OFFICE**

21, Basant Lok Complex,  
Vasant Vihar, New Delhi- 110057.

**REGISTRAR & SHARE TRANSFER AGENTS**

MCS Limited  
F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1,  
New Delhi-110020.

**LISTING OF SECURITIES**

The Bombay Stock Exchange,  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street, Mumbai- 400001

Luxembourg Stock Exchange (GDR),  
11, Avenue De La Porte- Neuve,  
L-2227, Luxembourg.  
**[GDR delisted w.e.f 14.07.2014]**

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**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to write to "MCS Limited (Unit- Cals Refineries Limited), F- 65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi- 110020 with the details like Name, Folio No and e-mail id to register the same at our Registrar and Transfer Agents.

**NOTICE** is hereby given that the Thirtieth Annual General Meeting of the members of Cals Refineries Limited will be held on Thursday, September 25, 2014 at 10.30 a.m. at Executive Club, Dolly Farms & Resorts, 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi- 110074, to transact the following businesses:

#### ORDINARY BUSINESS

- To receive, consider and adopt the audited balance sheet of the Company as at 31<sup>st</sup> March, 2014 the statement of Profit and Loss for the year ended on that date together with the Reports of Director's and Auditor's thereon.
- To reappoint a Director in place of Mr. Deep Kumar Rastogi (holding DIN- 01229644) who retires by rotation and being eligible offers himself for reappointment.
- To reappoint M/s Kanu Doshi Associates, Chartered Accountant as statutory auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

#### SPECIAL BUSINESS

- To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** Mr. Pranav Kumar (holding DIN 00045493) who was appointed as an Additional Director by the Board of Directors with effect from 11<sup>th</sup> March, 2014 in terms of section 260 of the Companies Act, 1956 (corresponding to Section 161 (1) of the Companies Act, 2013) and whose terms of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting."
- To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Alexander Walter Schweickhardt (holding DIN 03441215), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation."
- To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sameer Rajpal (holding DIN 05184612), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation."

**By Order of the Board of Directors**

Place : Gurgaon  
Date : 14.08.2014

(Suvindra Kumar)  
Company Secretary

#### NOTES

- The Relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business of notice is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT 21 BASANT LOK COMPLEX, VASANT VIHAR, NEW DELHI - 110 057 NOT LESS

THAN 48 HOURS BEFORE THIS ANNUAL GENERAL MEETING. A FORM OF PROXY IS GIVEN AT THE END OF THIS ANNUAL REPORT.

- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
- Provided that a member holding more than ten percent of the total paid share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 18, 2014 to Thursday September 25<sup>th</sup>, 2014 (both days inclusive).
- The Shareholding of Independent Directors seeking appointment/ re-appointment at this meeting are as under:  
Mr. Pranav Kumar: Nil shares, Mr. Alexander Walter Schweickhardt: Nil Shares and Mr. Sameer Rajpal: 15468439 shares.
- Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- Members/Proxy Holders are requested to produce at the entrance of hall, attendance slips duly completed and signed, in accordance with the specimen signature registered with the Company for admission to the Meeting Hall.
- The members are requested to
  - bring their copy of Annual report at the Annual General Meeting.
  - In case shares are held in physical form:** notify immediately the change of address, if any, to the Company at 21 Basant Lok Complex, Vasant Vihar, New Delhi - 110 057 or to the Registrar and Share Transfer Agent of the Company, MCS Limited, F 65, 1<sup>st</sup> Floor, Okhla Industrial Area Phase I, New Delhi-110 020 quoting their folio number.
    - In case shares are held in dematerialized form:** notify to their depository participants, change/correction in their address/bank account particulars etc. as the Company uses the information provided by Depositories in respect of shares held in dematerialized form.
  - Send, in case of those members who have multiple accounts in identical names or joint names in same order, all the share certificates to the Registrar and Share Transfer Agent of the Company, MCS Limited at the aforesaid address for consolidation of all such shareholdings into one account to facilitate better service.
- All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days except Saturday, Sunday and Public holidays up to the date of the Annual General Meeting.
- Brief profile of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting are disclosed hereunder as required in Clause 49 of the Listing Agreement.
- In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 e-voting facility is being provided to the members. Details of the e-voting process and other relevant details are being sent to all the Members along with the Notice.
- Voting Through Electronics Means-** A detailed instructions and related write ups, on Electronic Voting Process, which forms part of this notice, is given at the end of this Annual Report, (before the form of attendance slip and proxy). Shareholders are requested to kindly follow the said process for casting their vote electronically.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

##### Item No. 4

Mr. Pranav Kumar, aged about 36 year, was appointed as an Additional Director by the Board of Directors on 11<sup>th</sup> March, 2014 under Article 85 of the Articles of Association of the Company and pursuant to the provisions of Section 260 of the then Companies Act, 1956 (corresponding to Section 161 (1) of the Companies Act, 2013). He is presently an Independent Director on the Board as per the requirements of Clause 49 of the Listing Agreement. He will hold office upto the date of ensuing Annual General Meeting. In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Pranav Kumar being eligible and offering

him for appointment, is proposed to be appointed as an Independent Director for a terms of five consecutive years from the conclusion of this Annual General Meeting.

The Company has received a notice in writing from a member along with the requisite deposit, signifying his intention to propose the candidature of Mr. Pranav Kumar for the office of Independent Director of the Company, under the provisions of Section 160 of the Companies Act, 2013.

Mr. Pranav Kumar is Commerce graduate and fellow member of The Institute of Company Secretaries of India (ICSI), New Delhi. He has also to his credit additional degrees of Masters Diploma in Business administration (Finance and Marketing) from SIMS, PUNE. He has been practicing as company secretary and corporate consultant for last more than 13 years. He is also a Professional member of Bihar Industries Association, and a Member of PHD Chamber of Commerce and Industry. He holds directorship in other five Companies.

In the opinion of the Board, Mr. Pranav Kumar fulfills the conditions specified in the Companies Act, 2013, and rules made thereunder for his appointment as an Independent Director of the Company and are Independent of the management of the Company. Having regard to his qualifications, knowledge and experience his appointment as an Independent Director will be in the interest of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/or their relatives, except Mr. Pranav Kumar is, in any way, concerned or interested in the said resolution.

#### Item No. 5

Mr. Alexander Walter Schweickhardt, aged about 50 years, is a Ph.D. in Economics and a Ph.D. in Law from the University of Graz, Austria. Additionally, he is a frequent participant at roundtable discussions and a keynote speaker at International Conferences. He is on the Board of the Company since 28th March, 2011. He is presently an Independent Director on the Board as per the requirements of Clause 49 of the Listing Agreement. He is a founding principal of HARDT GROUP and a member of the Executive Committee. He is responsible for communications and business development globally. He is also a member of the Investment Management Committee of HARDT GROUP Global Management AG which oversees investment management, strategy activities, and strategic asset allocation decisions.

Mr. Alexander Walter Schweickhardt is a Director, whose period of office was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Alexander Walter Schweickhardt, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years. A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Alexander Walter Schweickhardt as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Alexander Walter Schweickhardt, fulfills the conditions specified in the Companies Act, 2013, and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management of the Company. Having regard to his qualifications, knowledge and experience his appointment as an Independent Director will be in the interest of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/or their relatives, except Mr. Alexander Walter Schweickhardt is, in any way, concerned or interested in the said resolution.

#### Item No. 6

Mr. Sameer Rajpal, aged about 42 years is a Bachelor degree in Economics from San Jose State University, USA. He was instrumental in establishing the India Operations of Blue Diamond Technologies, USA and headed Healthwide.com. He was also associated with HP India in its expansion of their marketing network. He is on the Board of the Company since 11th January, 2012. He is presently an Independent Director on the Board as per the requirements of Clause 49 of the Listing Agreement.

Mr. Sameer Rajpal is a Director, whose period of office was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sameer Rajpal, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years. A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Sameer Rajpal as a candidate for the office of Independent Director

of the Company.

In the opinion of the Board, Mr. Sameer Rajpal, fulfills the conditions specified in the Companies Act, 2013, and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management of the Company. Having regard to his qualifications, knowledge and experience his appointment as an Independent Director will be in the interest of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/or their relatives, except Mr. Sameer Rajpal is, in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors**

Place : Gurgaon  
Date : 14.08.2014

**(Suvindra Kumar)**  
Company Secretary

#### NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER CLAUSE 49V(A) OF THE LISTING AGREEMENT ENTERED INTO WITH THE STOCK EXCHANGE

**Mr. Deep Kumar Rastogi** - He is a Promoter Director and is on the Board of the Company since 19th January, 2008. He is into trading business and having more than 46 years of experience. He is further serving the following Companies, as a Director:

- Nyra Holdings Private Limited
- Delhikem India Private Limited
- Spice Energy Private Limited
- BND Gas Private Limited
- Spice Exploration Private Limited
- Metropolitan Gas (Odisha) Pvt. Ltd.
- SRM Energy Tamilnadu Private Limited

**Mr. Pranav Kumar** who joins the Board on 11<sup>th</sup> March, 2014 as an Independent Director of the Company, is Commerce graduate and fellow member of The Institute of Company Secretaries of India (ICSI), New Delhi. He has also to his credit additional degrees of Masters Diploma in Business administration (Finance and Marketing) from SIMS, PUNE. He has been practicing as company secretary and corporate consultant for last more than 13 years. He is also a Professional member of Bihar Industries Association, and a Member of PHD Chamber of Commerce and Industry. He holds directorship in the following Companies:

- Alacrity Corporate Solutions Private Limited
- Telkin Services Private Limited
- SatNine Broadcasting Private Limited
- All Saints India Private Limited
- SRM Energy Limited
- Distributed Technology Associates Private Limited

**Mr. Alexander Walter Schweickhardt**, is on the Board of the Company since 28<sup>th</sup> March, 2011, is a Ph.D. in Economics and a Ph.D. in Law from the University of Graz, Austria. Additionally, he is a frequent participant at roundtable discussions and a keynote speaker at International Conferences. He is a founding principal of HARDT GROUP and a member of the Executive Committee. He is responsible for communications and business development globally. He is also a member of the Investment Management Committee of HARDT GROUP Global Management AG which oversees investment management, strategy activities, and strategic asset allocation decisions. He holds directorship in the following Companies:

- Hardt Group GmbH
- Hardt Group Securities S.A.
- Compartment Astrax One
- Bagyate Investments LLC
- Amber Energies S.A.
- Kingsbridge Capital Holdings

**Mr. Sameer Rajpal**, is a Bachelor degree in Economics from San Jose State University, USA. He was instrumental in establishing the India Operations of Blue Diamond Technologies, USA and headed Healthwide.com. He was also associated with HP India in its expansion of their marketing network. He is on the Board of the Company since 11th January, 2012 and holds Directorship in the following Companies:

- Metropolitan Oil and Gas Pvt. Ltd.
- SRM Energy Limited
- SRM Energy Tamilnadu Pvt. Ltd.
- Spice Energy Pvt. Ltd.

To the Members of Cals Refineries Limited

The Directors present their Thirtieth Annual Report and the Audited Financial Statement for Financial Year 2013-14. Pursuant to the Ministry of Corporate Affairs General Circular 08/2014 No. 1/19/2013-CL-V dated April 4, 2014, the Financial Statements and other reports required to be attached to the Annual Report for FY 2013-14 are governed by the relevant provisions, schedules, rules of the Companies Act, 1956. Hence the Director's Report is prepared in line with the requirements of the Companies Act, 1956.

**FINANCIAL RESULTS:**

Description	(₹ in millions)	
	Year Ended March 31, 2014	Year Ended March 31, 2013
Sales	-	0.72
Other Income	3.76	10.32
<b>Total Revenue</b>	<b>3.76</b>	<b>11.04</b>
Purchases	-	0.71
Employee Benefits Expense	1.29	7.44
Interest and Finance Charges	20.46	84.28
Depreciation and Amortizations	0.12	0.86
Other Expenses	1.30	15.33
<b>Total Expenses</b>	<b>23.17</b>	<b>108.62</b>
<b>Profit / (Loss) before exceptional and extraordinary items</b>	<b>(19.41)</b>	<b>(97.58)</b>
Extra-ordinary Items	-	(19.72)
<b>Loss for the year</b>	<b>(19.41)</b>	<b>(77.86)</b>

**DIVIDEND:**

As there is no operating income and consequently no profit is available for distribution as dividend.

**PROGRESS OF THE PROJECT AND STATUS OF FINAL ORDER FROM SEBI:**

The Company has a plan to set up crude oil refinery in Haldia, West Bengal, however the progress of the project was hampered and it is standstill due to factors beyond the control of the Company. The SEBI, by its ex-parte order No.WTM/PS/ISD/02/2011 dated September 21, 2011, which was later confirmed vide their order dated December 30, 2011, directed your Company not to issue equity shares or any other instruments convertible into equity shares or alter capital structure in any manner till further directions in this regard. The Company in the above matter decided to file an appeal with the Securities Appellate Tribunal (SAT) to seek a solution in the month of August, 2013. SAT vide its order dated August 28, 2013, had directed SEBI to complete the proceedings and issue the final orders after issuing show cause notice to the Company, within a period of eight weeks from the date of order, failing which the ex-parte interim order of September 2011 and confirmatory order of December 2011 will stand vacated. Further during the course of the hearings, SAT had also recorded the statement of the Counsel of SEBI, confirming that their investigations in respect of our Company have been completed. As directed by SAT, SEBI had issued a Show Cause Notice dated September 19, 2013 along with supplementary show cause notices, received on later dates, the Company had filed a detailed reply of the said show cause notices to the SEBI, after which the SEBI issued a final order against the Company, of which operative portions are as under:

- a. *That the Company will not issue equity shares or any other instruments convertible into equity shares or any other security, for a period of ten years.*
- b. *Vide Interim Order dated September 21, 2011 (later confirmed through the Confirmatory Order on December 30, 2011), the Company 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, the Company has already gone 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 the Company pursuant to the aforementioned SEBI Order shall be reduced while computing the period in respect of the prohibition imposed vide this order.*

From the above Order it is clear that the Company is restrained from issuing any further equity shares or any other instruments, convertible into equity shares or any other security, effectively for a period of **eight years (approx)**.

Your Company in the above matter has applied for consent order to SEBI and also has challenged the final order of SEBI at the Securities Appellate Tribunal (SAT), for which proceedings are going on.

The members be apprised that there is no change since the last reporting in the status relating to the agreements which was entered with the Hardt Group for purchase of refinery equipment and with the set of refining equipment for which the Company had already contracted and paid advances, however the Company had lost the Bayernoil equipment as it couldn't fulfill its contractual commitments, the rigorous effort of your Company to restart the project is also failed due to the restraint on issue of new equity by SEBI. Meanwhile the strategic investor in Hardt Group has also stopped infusing further funds due to the said embargo of SEBI order.

However, the members may note that the Company in the past had revised the capacity of refinery envisaged in Haldia to 10 MMTPA from 5 MMTPA and had also filed an application to Ministry of Environment to enhance the approval for putting up 200,000 bpd equivalent to 10 MMTPA capacity refineries. The Ministry vide its letter dated September 20, 2011 declined the request as Haldia has been notified as a critically polluted area and no new capacity or expansion can be permitted till it is de-notified. Further Ministry of Environment and Forest vide its Memorandum Dated 17th September, 2013, has de-notified Haldia from critically polluted areas and will be able to consider the new / expansion projects. The Company plans to approach MOEF for getting the requisite clearances for its expansion over the plans for the same are crystallized.

Presently the core consideration of your Company is to first get rid of the present adverse situation and try to create favorable circumstances wherein it can be decided, how to proceed with the project of the Company, and also to decide the future course of action. It is pertinent to note that the embargo imposed by SEBI since September, 2011 has brought the Company on its back foot. Every plan and proposal, which your Company had decided to execute towards the implementation of the project, has been adversely affected and cannot be executed. Considering the present circumstances, it has become very important to re-think and plan afresh for the future development of the Company and its project implementation subject to some positive outcome from the Hon'ble SAT, to which your management is very hopeful.

The Hardt Group which had agreed to become a strategic investor in the Company and initially assisted the Company in implementing its refinery project and also brought in Rs. 136.52 million during March'11 to March'12, through Abboro Limited (another affiliate of Hardt Group), which allowed your Company to meet its funding for working capital and project activities. Presently the Hardt group is supportive to the Company and awaiting the final decision to be made by Hon'ble SAT, in the appeal of the Company made against the said order of SEBI.

However it is important to note that the contracts which was entered with affiliates of Hardt group have expired as of now, but, your Company is fully committed to come out of the present adverse situation.

**STATUS OF FIPB, CCEA APPROVAL:**

As already informed earlier the Company's proposal to issue GDR's to Tagore and Amber, aggregating to US\$ 317 million was initially approved by the Foreign Investment Promotion Board (FIPB) in their meeting held on May 20, 2011. Since the amount of issue had exceeded Rs. 12,000 million, the proposal was recommended to the Cabinet Committee on Economic Affairs (CCEA). However, prior to receipt of the CCEA approval, SEBI in September 2011, issued directions to the Company to not to issue equity or any other instruments convertible into equity or alter capital structure in any manner.

Further pursuant to the SEBI order, FIPB had also withdrawn its approval. The Company had represented to FIPB repeatedly, requesting them to reconsider their decision. However, FIPB had at that time rejected our request vide its letter dated July 23, 2012 in view of change in the FDI Policy with effect from April 1, 2012. The Company again represented to FIPB, stating that the proposal was earlier approved under the then prevailing FDI policy and the delay was on account of factors beyond the Company's control, which was also rejected by FIPB vide their letter dated November 2, 2012 for want of final orders from SEBI.

Since the SEBI has issued a final order and has restrained the Company from issuing any further equity shares or any other instruments convertible into equity shares or any other security, effectively for a period of eight years (approx), it is immaterial to approach the FIPB in the matter.

**STATUS OF LAND AT HALDIA:**

As the members are aware, the Haldia Development Authority (HDA), had offered land admeasuring about 400 acres at Haldia, West Bengal to the Company for setting up the project, stipulating a lease premium of Rs. 600 million. Since your Company, due to the embargo imposed by SEBI, could not become operational and could not pay the said lease premium pending financial closure, it entered into a tripartite agreement along with HDA and West Bengal Industrial Development Corporation Limited (WBIDC), whereby, WBIDC paid the lease premium and other development charges to HDA and gave permissive possession of the land to the Company for six months from the date of the agreement, subject to compliance with certain conditions. Your Company could not comply with the conditions and requested an extension of time from WBIDC for the same, WBIDC had granted such extension, with certain additional conditions relating to tie up of equity and achievement of financial closure for the project, which could not be complied with due to the subsisting of SEBI's prohibitory order. The Company had accordingly informed WBIDC, requesting further extension, which was not acceded to and WBIDC had withdrawn the permissive possession.

Your Company has been awarded with the adverse order from SEBI, and it will not be possible for your Company to achieve the financial closure, in any way, till the time SEBI restriction is lifted and Company could enter into securities market, which will lead your Company to be in the position to consider and decide its future course of action and the future strategies, which will ultimately lead to achieving the financial closure. It cannot be denied that the only positive sign as of now with your Company is that the Hardt Group is with us and will be ready to fund the Company in the appropriate manner, once the SAT gives us the positive order in the ongoing matter.

Your management is confident of sourcing the required funds for clearance of the WBIDC dues and getting extensions on annulment of the SEBI order.

**DIRECTORS:**

Mr. Deep Kumar Rastogi retires by rotation as required under the Companies Act, 1956 and being eligible, offers himself for reappointment.

Mr. R. Rajagopalan, Independent Director resigned from the Board vide his letter dated 23<sup>rd</sup> October, 2013 and Mr. D. Sundararajan, Managing Director of the Company, resigned from the Board vide his letter dated 24<sup>th</sup> October, 2013. Their resignations were accepted by the Board of Directors, in their meeting held in November, 2013. The Directors would like to place on record their appreciation of the contributions made by Mr. R. Rajagopalan and Mr. D. Sundararajan during their tenure as the Directors of the Company.

Mr. Pranav Kumar was co-opted as the Independent Director in the capacity of Additional Director on the Board of the Company with effect from 11<sup>th</sup> March, 2014 and holds office as such up to the ensuing Annual General Meeting. Notice from the shareholders together with necessary deposit proposing his name as Director has been received.

The Company has, pursuant to the provisions of Clause 49 of the Listing Agreements entered into with Stock Exchange, appointed Mr. Alexander Walter Schweickhardt, Mr. Sameer Rajpal and Mr. Pranav Kumar as Independent Directors of the Company. The Company has received declarations from the said Independent Directors of the Company, except Mr. Alexander Walter Schweickhardt, confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the said Clause 49. In accordance with the provisions of Section 149(4) and proviso to Section 152(5) of the Companies Act, 2013, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming AGM of the Company in accordance with the requirements of the Act and the Articles of Association of the Company.

**PUBLIC DEPOSITS:**

The Company has not accepted any deposit under section 58A of the Companies Act, 1956, during the financial year under review.

**CORPORATE GOVERNANCE:**

A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the Practicing Company Secretary confirming compliance of Corporate Governance norms as stipulated in Clause 49 of the Listing Agreement with the Indian Stock Exchanges is included in the Annual Report.

**CORPORATE SOCIAL RESPONSIBILITY:**

Pursuant to the provisions of Section 135 of Companies Act, 2013 and Companies (Corporate Social Responsibility policy) Rules, 2014 company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors out of which at least one director shall be an independent director.

Aligning with the above requirement of the Companies Act, 2013, your Company has constituted a Committee comprising of Mr. Deep Kumar Rastogi, Executive Chairman, Mr. Sameer Rajpal, Non- Executive & Independent Director and Mr. Pranav Kumar, Non-Executive & Independent Director. The Committee is responsible for formulating and monitoring the CSR policy of the Company, its broad terms of reference is

1. To formulate and recommend to the Board, a Corporate Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013,
2. To recommend the amount and area of expenditure to be incurred on the various activities, and
3. To monitor the Corporate Social Responsibility Policy of the Company from time to time.
4. Any other item as may be referred to by the Board.

Since the company has no profit during the previous years, there shall not be requirement to fund any CSR activities.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to the Director's Responsibility Statement, the Directors confirm on the basis of information placed before them by the Management and Auditors: -

1. That in the preparation of the annual accounts for the Financial Year ended March 31, 2014, the applicable Accounting Standards read with requirements set out under schedule VI to the Companies Act, 1956, have been followed;
2. That the Company has selected appropriate accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair state of the affairs of the Company at the end of the financial year and of the Profit and Loss of the Company for the year under review;
3. That the Company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. That the accounts of the Company for the financial year ended March 31, 2014 has been prepared on a going concern basis.

**CODE OF CONDUCT:**

The Code of Conduct which is formulated by the Company is applicable to all the Directors, Senior Management and Employees of the Company. This Code endorses the idea of good corporate governance and good corporate citizenship. The Code emphasises on Company's commitment to sustainable development, and a gender friendly workplace, transparency and auditability and legal compliances. While preparing the Code, the Company kept in mind the standards of business conduct, ethics and governance and centers around the following theme:

"All Directors, Officers and Employees of the Company are committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. Each Director, officer and employee is expected to comply with the letter and spirit of this Code."

**AUDITOR'S REPORT:**

Auditor's Report read together with Annexures referred to in Paragraph 3 of the Auditor's Report do not contain any qualification and do not call for any explanation/clarification.

**AUDITORS:**

M/s Kanu Doshi Associates, Chartered Accountants, (ICAI Firm Registration No.- 104746VV) who are the Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. It is proposed to re-appoint them to examine and audit the accounts of the Company for next financial year, 2014-15 and to hold office from the conclusion of this AGM till the conclusion of next AGM of the Company. The said Auditors have, under Section 139(1) of the Companies Act, 2013 and the Rules framed thereunder furnished a certificate of their eligibility and consent for re-appointment.

Members are requested to reappoint them and authorize the Board to fix their remuneration and pay out of pocket expenses.

**LISTING OF SECURITIES:**

Your Company's securities are currently listed with Bombay Stock Exchange. The Company has paid the listing fees to Bombay Stock Exchange for the financial year 2014-15.

**DELISTING OF GDRs OF THE COMPANY FROM LUXEMBOURG STOCK EXCHANGE (LSE):**

BNY Mellon, the Depository of GDRs of the Company, had resigned as the Depository of the GDR's of the Company w.e.f 28<sup>th</sup> October, 2013, and given the appropriate time, as per the agreement entered with them by Company, to appoint a successor depository. Your Company tried its level best to find out the suitable depository for the GDR's of the Company, within the time as stipulated in the notice of resignation of BNY Mellon. While looking for the successor depositories, Company also requested to BNY for the extension in time to find the successor depository. After putting in all its effort, your Company was not able to find any depository for the GDRs to replace the BNY Mellon.

BNY Mellon had issued a notice dated April 08, 2014 for the termination of Deposit Agreement with the Company and instructed the holders of the DRs to convert their holdings into Equity shares on or before July 08, 2014.

Upon expiry of the aforesaid period the Company has received a letter from Luxembourg Stock Exchange on 24<sup>th</sup> July, 2014 intimating us about the delisting of GDRs from the official list of the Luxembourg Stock Exchange and also to withdraw their trading on the Euro MTF Market of the LSE w.e.f 14<sup>th</sup> July, 2014. Your Company has paid the Listing Fee to the Luxembourg Stock Exchange for the calendar year 2014.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

As the company is not covered in Companies (Disclosure of particulars in report of Board of Directors) Rules, 1988, provisions of Section 217(1) (e) of the Companies Act, 1956 are not applicable.

The details of the foreign exchange earnings and out go during the year have been given in the schedules to the accounts.

**PARTICULARS OF THE EMPLOYEES:**

There is no employee drawing the salary as prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

**ACKNOWLEDGEMENT:**

Your Directors wish to place on record their appreciation for the co-operation and assistance received from Regulatory Bodies, Government, Bankers, stakeholders and other business associates who have extended their valuable, sustained support and encouragement during the year under review.

The Directors would also like to thank the management, employee of the Company for showing their strong commitment to sail with the Company in adverse flow.

**For and on behalf of the Board of Directors**

(Sameer Rajpal)  
Director  
DIN : 05184612

(Deep Kumar Rastogi)  
Executive Chairman  
DIN : 01229644

Place : Gurgaon  
Date : 14.08.2014

To the Members of

**Cals Refineries Limited**

We have examined the compliance of conditions of Corporate Governance by Cals Refineries Ltd., for the year ended on 31<sup>st</sup> March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Priya Gupta & Associates**  
Company Secretaries

Place : Delhi  
Date : 14.08.2014

**(Priya Gupta)**  
Proprietor  
M. No. - 22710  
C.P. No. - 8180

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**CEO/CFO CERTIFICATION**

To  
**Board of Directors**  
**Cals Refineries Limited**

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2014 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**(Deep Kumar Rastogi)**  
Executive Chairman  
DIN: 01229644

**(Rekha Sarda)**  
V.P. - Finance

Place : Gurgaon  
Date : 14.08.2014



## REPORT ON CORPORATE GOVERNANCE

Report on Corporate Governance pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and forming a part of the Board's Report.

### 1. A brief statement on company's philosophy on code of governance:

The Company believes in the mantra that "Good corporate governance practices are like an indispensable element for a Sustainable business that aims at generating long term value to all its shareholders and other stakeholders."

We further believe that the essence of Corporate Governance lies in the phrase "Your Company". It is your Company because it belongs to 'you'- shareholders. Your Company follows strong governance standards focusing on fairness, transparency, accountability and responsibility which are vital for a healthy and vibrant corporate growth. Our competent Board of Directors are well informed, well equipped, committed to give a strategic direction to the Company and create value addition for the Stakeholders in this dynamic Corporate environment.

### 2. Board of Directors:

The Board of Directors consists of 4 directors.

#### a. Composition and category of Directors :

S.No.	Name of the Directors	Category
1.	Deep Kumar Rastogi	Whole Time Director (Promoter Category)
2.	Alexander Walter Schweickhardt	Non Executive and Independent Director
3.	Sameer Rajpal	Non Executive and Independent Director
4.	Pranav Kumar	Non Executive and Independent Director

#### b. Attendance of each Director at the Board meetings and the last AGM.

S.No.	Name of the Directors	Attendance Particulars	
		No. of Board meetings attended	Last AGM attended (Yes/No)
1.	Deep Kumar Rastogi	6	Yes
2.	Alexander Walter Schweickhardt	1#	No
3.	Sameer Rajpal	6	Yes
4.	Pranav Kumar*	1	N.A
5.	R. Rajagopalan**	2	No
6.	D. Sundararajan***	3	Yes

\* Appointed w.e.f. March 11, 2014.

\*\* Resigned w.e.f. October 23, 2013

\*\*\* Resigned w.e.f. October 24, 2013

# Through teleconferencing

#### c. Number of other Boards or Board Committees in which Directors are member or Chairperson as on 31<sup>st</sup> March, 2014.

S.No.	Name of the Directors	No. of other Directorships (other than Private Companies) and Committee member or Chairmanship		
		Other Directorships	Committee Memberships	Committee Chairmanships
1.	Deep Kumar Rastogi	-	2	-
2.	Alexander Walter Schweickhardt	6	5	-
3.	Sameer Rajpal	1	7	5
4.	Pranav Kumar	1	3	1

#### d. Number of Board meetings held during the reporting year and dates thereof.

During the year, Six Board Meetings were held on May 30, 2013, July 09, 2013, September 27, 2013, November 14, 2013, February 14, 2014 and March 11, 2014.

### 3. Committees of the Board:

#### (a) Audit Committee (Erstwhile Audit Sub Committee)

The terms of reference stipulated by the Board to the Audit Committee, as contained under Clause 49 of the Listing Agreement and as per the Companies Act, 2013, are enumerated herein below:

1. Recommendation for appointment, remuneration, terms of appointment and removal, of auditors of the company;

2. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. Discussion with Statutory Auditors before audit commences, as regards nature and scope of audit as well as having post audit discussion to ascertain any areas of concern.
4. Examining and reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries, based on exercise of judgment by the Management.
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with the stock exchange and legal requirements relating to financial statements
  - f. Any related party transactions. i.e., transactions of the Company of a material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with larger interests of the Company and also approval of any subsequent modification of transactions of the Company with Related Parties.
  - g. Qualifications in the draft Audit Report
  - h. Compliance with the Accounting Standard.
  - i. Going concern assumptions.
5. Reviewing with the management, the quarterly financial results before submission to the Board for approval;
6. Scrutiny of Inter Corporate Loan and Investments;
7. Valuation of undertaking or assets of the Company wherever it is necessary;
8. Evaluation of internal financial controls and risk Management System;
9. Reviewing adequacy of Internal Audit Function, coverage and frequency of Internal Audit Report.
10. Discussion with Internal Auditors and concurrent Auditors on any significant finding in their reports and follow up thereon.
11. Review of the appointment, removal and terms of remuneration of the Internal Auditor.
12. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
13. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
14. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
15. To investigate any activity within its terms of reference.
16. To seek information from any employee.
17. To obtain outside legal or other professional advice.
18. To secure attendance of outsiders with relevant expertise, if it considers necessary.
19. Recommendation of a Vigil Mechanism (Whistle Blower Mechanism) to the Board for consideration and any change thereto from time to time. The Board shall establish the Vigil Mechanism.
20. The Audit Committee shall oversee and review the functioning of the Vigil Mechanism and if any of the members of the Committee has a conflict of interest in a given case, they should rescue themselves and others on the Committee shall deal with the matter in hand. In appropriate and exceptional cases, the Vigil Mechanism to provide for Direct Access to the chairperson of the Audit Committee.

During the year, the Committee has met 3 times on May 30, 2013, July 09, 2013 and March 11, 2014.

The Audit Committee comprised of Mr. Alexander Walter Schweickhardt, Mr. Sameer Rajpal, Mr. R. Rajagopalan and Mr. Pranav Kumar in the year 2013-14. However, Mr. R. Rajagopalan had submitted his resignation from the Board of Directors vide letter dated October 23, 2013, which was accepted in the Board Meeting held on November 14, 2013. In the Board Meeting dated March 11, 2014 the Board co-opted Mr. Pranav Kumar as an Additional Director of the Company and also appointed him a member of the Audit Committee with immediate effect.

Further the name of the Committee was changed from Audit sub Committee to Audit Committee and the terms of reference, which is described herein above, is revised to meet the requirements of the Companies Act, 2013.

Mr. Sameer Rajpal is presently the Chairman of the committee. The minutes of each Audit Committee meeting are placed before and discussed in the Board.

Attendance of each member at the Audit Committee held during the year:

Name of Committee Members	No. of Meetings held	No. of Meetings Attended
Alexander Walter Schweickhardt	3	Nil
Sameer Rajpal	3	3
Pranav Kumar *	3	1
R. Rajagopalan**	3	2

\*Appointed Member w.e.f. March 11, 2014

\*\* Ceased to be the Member w.e.f. October 23, 2013

**(b) Nomination and Remuneration Committee (Erstwhile Remuneration Committee)**

As reported in the previous year that the Board of Directors had co-opted Mr. R. Rajagopalan as an Additional Director of the Company and also appointed him a member of the Remuneration Committee with effect from May 30, 2013. Mr. R. Rajagopalan, has submitted his resignation w.e.f October 23, 2013 and also ceased to be a member of the committee with that effect, consequently, the Committee was reconstituted on March 11, 2014 with the appointment of Mr. Pranav Kumar at the Board and also as a member of the Committee.

The Remuneration Committee is constituted as per the provisions of schedule XIII of the Companies Act, 1956 and clause 49 of the Listing Agreement entered by the Company with the Stock Exchanges, however the name of the Committee was changed from Remuneration Committee to Nomination and Remuneration Committee, to meet the requirements of the Companies Act, 2013.

The Broad terms of reference of the erstwhile Remuneration Committee was revised to meet the requirements of Section 178 of the Companies Act, 2013, which are as under:

1. to identify person
  - who are qualified to become Directors, and
  - who may be appointed in senior management
 in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. To ensure that:
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully,
  - (b) Relationship of the remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The Committee did not meet during the year.

**Details of remuneration paid to the Directors for the year:**

Mr. Deep Kumar Rastogi, Executive Director, have opted not to take any managerial remuneration.

Mr. Alexander Walter Schweickhardt has opted not to take any sitting fees.

The sitting fees paid for the year ended March 31, 2014, to the Directors are as follows:

Name of Directors	Sitting Fees (₹)
Mr. Sameer Rajpal	45,000
Mr. R Rajagopalan	20,000
Mr. Pranav Kumar	10,000

**(c) Stakeholders Relationship Committee (Erstwhile Share Transfer cum Shareholder's/Investor's Grievance Committee)**

**Constitution:** As reported in the previous year that the Share Transfer cum Shareholder's /Investor's Grievance Committee was reconstituted on May 30, 2013, comprising of Mr. Deep Kumar Rastogi and Mr. Sameer Rajpal. The Board of Directors of the Company have changed the nomenclature of the committee from Share Transfer cum Shareholder's /Investor's Grievance Committee to Stakeholders Relationship Committee to meet the requirements of Section 178 of the Companies Act, 2013.

The Committee is chaired by Mr. Sameer Rajpal.

The members of the Committee have opted not to take the sitting fees for Stakeholders Relationship Committee Meetings.

**Objective :** The committee oversees redressal of shareholder's and investor's grievances, transfer of shares, non - receipt of Balance Sheet, and related matters. The committee also oversees the performance of the registrar and share transfer agent,

recommends measures for overall improvement in the quality of investor's services, approves issue of duplicate / split / consolidation of share certificates and reviews all matters connected with the securities transfers.

Mr. Suvindra Kumar, Company Secretary is the Compliance Officer of the Company as per the Listing Agreement, and performs as a secretary to the Committee his e-mail id: cs@calsrefineries.com.

The main areas and functions looked after by Stakeholders Relationship Committee are as under:

1. Redressal of shareholders and investors complaints like transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends, if any etc.
2. Consolidation and sub-division of share certificates.
3. Approving the transfer(s), transmission(s) of share certificates.
4. To oversee the performance of the Registrar and Transfer Agent of the Company.

The Company has Nil Complaints pending at the beginning of the year and it received 5 complaints from the shareholders during the year and all the complaints were resolved by furnishing the requisite information/ documents. There were Nil complaints pending as on March 31, 2014.

**(d) Corporate Social Responsibility Committee**

Pursuant to the provisions of Section 135 of Companies Act, 2013 and Companies (Corporate Social Responsibility policy) Rules, 2014, a company having Net Worth of Rupees Five Hundred Crore or more, or Turnover of Rupees One Thousand Crore or more or a Net Profit of Rupees Five Crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more Directors out of which at least one Director shall be an Independent Director.

Aligning with the above requirement of the Companies Act, 2013, your Company have constituted a Committee w.e.f 29<sup>th</sup> May, 2014 comprising, Mr. Deep Kumar Rastogi, Executive Chairman, Mr. Sameer Rajpal, Non- Executive & Independent Director, Mr. Pranav Kumar, Non-Executive & Independent Director. The Committee is responsible for formulating and monitoring the CSR policy of the Company, its broad terms of reference are:

1. To formulate and recommend to the Board, a Corporate Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013,
2. To recommend the amount and area of expenditure to be incurred on the various activities, and
3. To monitor the Corporate Social Responsibility Policy of the Company from time to time.
4. Any other item as may be referred to by the Board.

No meeting of the Corporate Social Responsibility Committee were held, since its inception.

**4. General Body Meetings:**

Location and time where last three AGM held:

Year	AGM	Location	Date	Time
2012-13	AGM	Executive Club, Dolly Farms & Resorts, 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110074.	27.09.2013	10.30 a.m.
2011-12	AGM	Executive Club, Dolly Farms & Resorts, 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110074.	26.09.2012	10.30 a.m.
2010-11	AGM	Executive Club, Dolly Farms & Resorts, 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110074.	27.09.2011	10.30 a.m.

In the last three financial years special resolutions as set out in the schedule below, were passed by the members of the Company in AGM:

**2013-2014**

AGM (27.09.2013)

No special Resolution was passed

**2012-2013**

AGM (26.09.2012)

No special Resolution was passed

**2011-2012**

AGM (27.09.2011)

Issue of Equity Shares under Section 81(1A) of the Companies Act, 1956 to Abboro Limited up to US \$ 7 million at par for cash.

No resolutions were passed through postal ballot in the previous financial year.

## 5. Disclosures:

### i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

None of the transactions with any of the related parties, were in conflict with the interest of the Company.

### ii. Details of non-compliance by the company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

As your Directors have been reporting in their previous reports that, the SEBI, while investigating certain entities in regard to "Market Manipulation using GDR issues" had by its ex-parte order No.WTM/PS/ISD/02/2011 dated September 21, 2011, which was later confirmed vide order dated December 30, 2011, directed your Company not to issue equity shares or any other instruments convertible into equity shares or alter capital structure in any manner till further directions in this regard. The Company in the above matter after awaiting the final orders from SEBI for almost two years since ex-parte ad-interim order of SEBI was issued, decided to file an appeal with the Securities Appellate Tribunal (SAT) to seek a solution in the month of August, 2013. SAT vide its order dated August 28, 2013, had directed SEBI to complete the proceedings and issue the final orders after issuing show cause notice to the Company, within a period of eight weeks from the date of order, failing which the ex-parte interim order of September 2011 and confirmatory order of December 2011 will stand vacated. As directed by SAT, SEBI had issued a Show Cause Notice dated September 19, 2013 along with supplementary show cause notices, received on later dates, the Company had filed a detailed reply of the said show cause notices to the SEBI, which in results the SEBI had issued a final order against the Company, which operative portion are as under:

- That the Company will not issue equity shares or any other instruments convertible into equity shares or any other security, for a period of **ten years**.*
- Vide Interim Order dated September 21, 2011 (later confirmed through the Confirmatory Order on December 30, 2011), the Company 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, the Company has already gone 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 the Company pursuant to the aforementioned SEBI Order shall be reduced while computing the period in respect of the prohibition imposed vide this order.*

From the above Order it is clear that the Company is restrained from issuing any further equity shares or any other instruments convertible into equity shares or any other security, effectively for a period of **eight years (approx)**.

## 6. Means of Communication:

The quarterly results/disclosures is published in Pioneer/Business Standard and Jan Satta/Veer Arjun, New Delhi.

The financial results/disclosure is displayed on [www.calsrefineries.in](http://www.calsrefineries.in)

## 7. General Shareholder Information:

### i. Annual General Meeting (For financial year 2013-2014)

Date and Time	:	Thursday, September 25, 2014 at 10.30 a.m.
Venue	:	Executive Club, Dolly Farms & Resorts, 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110074.

### ii. Financial Calendar (Tentative and subject to change)

Financial Results/Disclosure for the Quarter ending June 2014	July/August 2014
Financial Results/Disclosure for the Quarter ending September 2014	October/November 2014
Financial Results/Disclosure for the Quarter ending December 2014	January/February 2015
Financial Results/Disclosure for the Quarter ending March 2015	April/May 2015
Annual General Meeting	September 2015

**Date of Books closure** : Thursday, September 18, 2014 to Thursday, September 25, 2014 (Both days inclusive).

### iii. Listing on Stock Exchanges, Stock Code & ISIN:

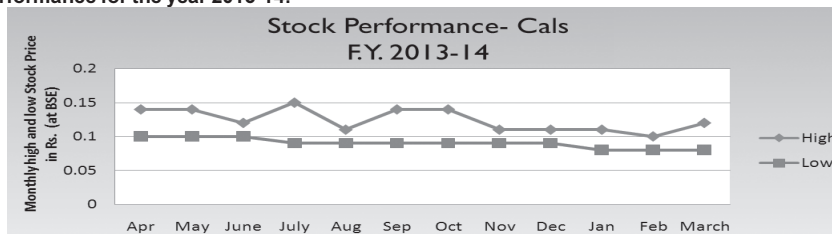
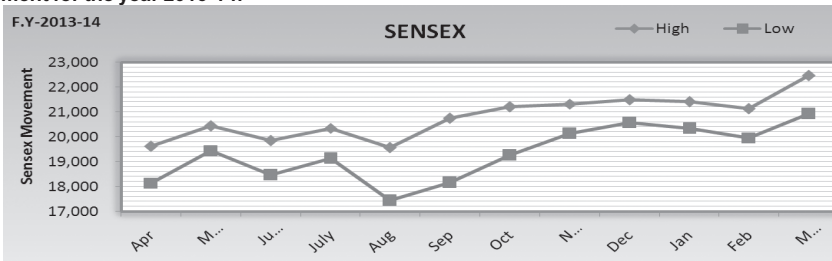
INSTRUMENT	STOCK EXCHANGE	STOCK CODE	ISIN
Equity Shares	Bombay Stock Exchange, Mumbai	Trading Symbol- CALSREF- 526652	INE 040C01022
Global Depository Receipts (GDRs)*	Luxembourg Stock Exchange	CUSIP- 13135M102	US13135M1027

\* The GDRs of the Company have been delisted from the official list of the Luxembourg Stock Exchange (LSE) and their trading have been withdrawn on the Euro MTF Market of the LSE w.e.f 14<sup>th</sup> July, 2014.

**iv. Market Price Data : High, Low during each month in last financial year and performance in comparison to BSE Sensex:**

Months	Share Price (BSE) (In ₹)		SENSEX		Volume (No. of Shares)
	Month's High Price	Month's Low Price	Month's High	Month's Low	
April 2013	0.14	0.10	19622.68	18144.22	99153451
May 2013	0.14	0.10	20443.62	19451.26	95704709
June 2013	0.12	0.10	19860.19	18467.16	64214053
July 2013	0.15	0.09	20351.06	19126.82	155361646
August 2013	0.11	0.09	19569.20	17448.71	64690962
September 2013	0.14	0.09	20739.69	18166.17	104909236
October 2013	0.14	0.09	21205.44	19264.72	125661982
November 2013	0.11	0.09	21321.53	20137.67	66580747
December 2013	0.11	0.09	21483.74	20568.70	60163492
January 2014	0.11	0.08	21409.66	20343.78	78508517
February 2014	0.10	0.08	21140.51	19963.12	58576818
March 2014	0.12	0.08	22467.21	20920.98	103695361

Source: www.bseindia.com

**Our Stock Performance for the year 2013-14:**

**Sensex Movement for the year 2013-14:**

**v. Registrar and Share Transfer Agents:**

The register and transfer activity is being handled by M/s MCS Limited situated at F-65, 1st Floor, Okhla Industrial Area, Phase I, New Delhi - 110020.

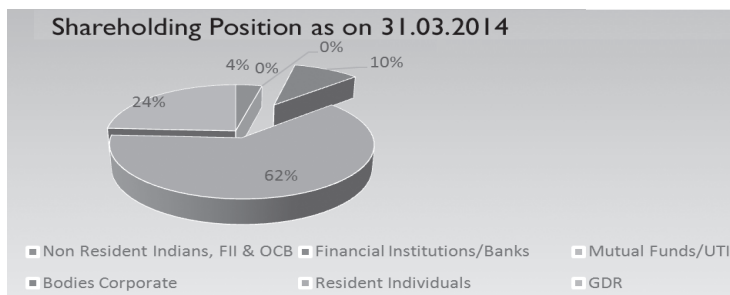
E-Mail: admin@mcsdel.com

**vi. Share Transfer System:**

Presently, the share transfers, which are received in physical form, are processed and the Share certificates returned within the prescribed time period, subject to the documents being valid and complete in all respects.

**vii. Distribution of shareholding as on March 31, 2014:**

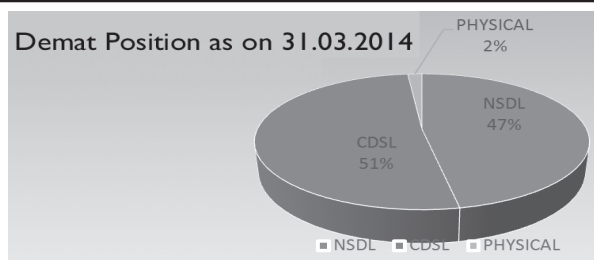
Category	No. of Shares	% age
Non Resident Indians, FII & OCB	302,767,859	3.65
Financial Institutions/Banks	113,000	0.00
Mutual Funds/UTI	112,000	0.00
Bodies Corporate	807,214,162	9.73
Resident Individuals	5,178,216,629	62.44
GDR	2,005,539,450	24.18
<b>Total</b>	<b>8,293,963,100</b>	<b>100.00</b>



**viii. Dematerialisation of shares and liquidity:**

As at the end of March, 31 2014, 8157644935 Equity Shares (98.35% of the equity capital of the company) were dematerialised. The Following table shows the details relating to dematerialisation of shares of the Company:

Particulars	No. of Shares	% age
NSDL	3,897,568,604	46.99
CDSL	4,260,076,331	51.36
PHYSICAL	136,318,165	1.65
<b>Total</b>	<b>8,293,963,100</b>	<b>100.00</b>



**ix. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:**

The GDR's outstanding as on March 31, 2014 were 40,110,789 representing underlying 2,005,539,450 Equity Shares which was listed at Luxembourg Stock Exchange, and delisted w.e.f 14<sup>th</sup> July, 2014.

**x. Plant Location:**  
(Proposed)

Mouza-Debhog, Bhabanipur, Haldia, Purba Midinipur,  
West Bengal - 721 657

**xi Address for correspondence**

**Investor Correspondence:**  
(For transfer/dematerialisation of shares and any other query related to the shares of the Company)

**For shares held in physical form**  
**MCS Limited**

Address: F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase I, New Delhi - 110020  
Phone: 011-41406149/50/51  
Fax: 011-41709881  
E-Mail: admin@mcsdel.com

**For shares held in Dematerialised form**  
To the depository participant

**Cals Refineries Limited**  
Shares Department

Address: 326, Udyog Vihar, Phase-IV, Gurgaon- 122015, Haryana.  
Phone: 0124- 4309721-24, Fax: 0124- 4309725  
E-Mail: cs@calsrefineries.com

**Any query on Annual Report**

**DECLARATION**

It is hereby declared that all the Board Members and senior management of the Company have reaffirmed adherence to in compliance with the 'Code of Conduct' laid down by the Company.

Place : Gurgaon  
Date : 14.08.2014

**(Deep Kumar Rastogi)**  
Executive Chairman

**FORWARD-LOOKING STATEMENTS**

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', 'envisages/ envisaged' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for expenditures, and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company's actual results, performance or achievements could thus differ from any forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

**GLOBAL SCENARIO**

The previous years have been characterised by the continuing weakness of the financial system, epitomized by the instability in currency exchange rates, US monetary policy, and the slowing down of growth in emerging economies.

According to the IMF's World Economic Outlook published in the month of April 2014, the world output grew at a moderate 3.0 percent in 2013 compared to 3.2 percent in the year 2012. Among the developed economies, the USA, which is the largest economy in the world, suffered a setback compared to its robust growth in the year 2012. In the year 2013, GDP in USA grew by a mere 1.9 percent compared to a much higher 2.8 percent in the previous year. This slowdown in growth in the US economy was largely attributable to the political deadlock over policies and fiscal tightening.

In the Euro area, there were finally some positive signs as the region came out of protracted recession during 2013. However, the scepter of debt continues to loom at large with 12 out of 17 countries still under Excessive Deficit Procedure.

However, positive developments have also been witnessed. The slow recovery from recession continues in Europe, albeit without sufficient job creation. Growth has also seen some acceleration in the US and Japan. In balance, the situation is improving globally.

Developing countries specially India and China have been identified as the important source for oil demand increase due to their large populations. In other countries, as people increasingly benefit from more decent living conditions, this triggers rising demand for goods and services.

World Oil Outlook indicates that demand for oil is expected to increase by around 20 million barrels a day (mb/d) over the projection period 2010-2035. However the markets of crude oil and their prices remain unchanged and broadly followed trends of recent years. Further the refining capacity in the Middle East, Asia which is newly opened and increased utilisation of the resurgent US industry led to a weaker refining margin environment.

As described above the macro-economic environment have started recovery, led by the Organization for Economic Co-operation and Development (OECD) countries. Major economic indicators from USA demonstrated positive sentiments. The EU zone, which had witnessed a recession in 2012, recovered in 2013-14. The Emerging markets in contrast struggled to sustain their high growth rates and deal with inflationary pressures. China in particular looks to have moved to a more moderate growth path.

The oil demand globally, grew by 1.3 MMBPD to 91.4 MMBPD, against this mildly positive economic backdrop. The Non-OECD countries led by China contributed to almost the entire oil demand growth. Relatively sluggish economic activity and increasing energy efficiency has led to a decline in absolute demand in developed economies.

Although, the political tension and social unrest in several major oil exporting countries in the Middle East and Africa seriously impacted oil supplies, the overall supply has increased by 0.6 MMBPD, led by Non-OPEC supply which grew by 1.3 MMBPD during 2013 reducing the call on OPEC.

The oil prices in the \$ 90 to \$ 115 per barrel range that has been established over recent years, which was as a result of the geo-political environment continued to remain volatile leading to supply disruptions.

**INDIAN SCENARIO**

After recovering in 2009-10 and 2010-11, India's GDP growth slowed down to decade's low of 4.5 percent in 2012-13. It picked up marginally to 4.7 percent in 2013-14. Indian economy is likely to grow in the range of 5.4 to 5.9 percent in 2014-15 overcoming the sub-5 percent GDP growth of past two years, even as poor monsoon and disturbed external environment remain a cause for concern, says the Economic Survey. World Bank has projected a growth rate of 5.7% for India in 2014-15.

During FY 2013-14, the total consumption of petroleum products in India was 158.2 million tonnes (MT). The consumption stood at 14.2 MT for the month of March 2014, which is more than average, according to data released by the Petroleum Planning and Analysis Cell, Ministry of Petroleum and Natural Gas. The share of fuels in the country's exports surged from 5.59 percent in 2003-04 to 20.05 percent during 2013-14. Total exports of fuel products stood at US\$ 62.69 billion in value terms during FY 2013-14.

India is the fourth-largest consumer of oil and petroleum products in the world. Its energy demand is expected to reach 1,464 million tonnes of oil equivalent (MTOE) by 2035 from 559 MTOE in 2011. Moreover, the country's share in global primary energy consumption is expected to increase two-fold by 2035.

Oil consumption is estimated to reach 4 million barrels per day (MBPD) by Financial Year 2016, expanding at a compound annual growth rate (CAGR) of 3.2 percent during Financial Year 2007-08 to Financial Year 2015-16. In Financial Year 2012-13, imports accounted for approximately 80 percent of the country's total oil demand.

The change in the Government in the Country has brought the positive sign and the financial market have started taking shape to lure the further investment, such change in the Government has also gave a positive signs to the foreign investors to invest in India, which will ultimately affect the growth in the economy, positively.

The government's supportive foreign direct investment (FDI) policies and promotion of investments have helped the oil sector to grow. The Govt. has introduced policies for Coal Bed Methane (CBM) and series of bidding rounds of New Exploration Licensing Policy (NELP). India offers abundant skilled labour at much competitive wages compared to other countries. Further, several domestic companies have reportedly found natural gas in deep waters. Taking all this into account, there is significant expansion opportunity for the sector in the coming decade.

A budget of about 63,000 crore INR has been allocated for the year 2014-15 to petroleum subsidies as against an estimated 85,500 crore INR spent in FY 2013-14. Before presenting the Budget proposals, the new government supported the rise in LPG, petrol and diesel prices. This heralds an altogether new regime. Reduced subsidy burdens will leave domestic oil companies in better financial health. Deregulation of petrol and diesel prices will make way for competition in the retail market.

In order to meet the ever-growing demand for petroleum products, the government has consistently endeavored to enhance exploration and exploitation of petroleum resources, along with developing a concrete and structured distribution and marketing system. Despite this, crude oil production for 2013-14 remained stagnant at around 37.8 million metric tonnes (MMT) as against 37.9 MMT in 2012-13, showing a marginal decrease of about 0.20%. The bulk of crude oil production is from ageing fields, with the exception of the Krishna Godavari (KG) deep-water and Rajasthan blocks. Production of crude oil was also affected by environmental issues, bandhs/blockades, lower base potential, and delay in production from wells in implementing projects in some areas.

However taking into consideration of the Govt. Policies and the expected improvement in the Indian and the global economy, the Industry is expected to perform well in future.



To,

The Members of CALS REFINERIES LIMITED

### Report on the Financial Statements

We have audited accompanying financial statements of **CALS REFINERIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

### Management' Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give

a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- in the case of the Statement of Profit and Loss, of the loss for the period ended on that date; and
- in the case of Cash Flow Statement, of the cash flows for the period ended on that date.

### Emphasis of matter

Without qualifying our opinion we draw attention to:

- We have considered the adequacy of disclosure made in Note No.30 in the notes to financial statements concerning the Company's ability to continue as a going concern. The ability of the Company to continue to be a going concern significantly depends upon its ability to successfully arrange the balance funding and achieve financial closure to fund the refinery project.
- As better elucidated in Note 30 (c), in the view of the mutual non-fulfillment of contractual obligations arising out of company's contracts with certain suppliers/contractors, a liabilities amounting to ₹ 477.49 million has not been accrued.
- As better elucidated in Note 30 (a), an advance of ₹ 4583.44 million was paid to a supplier of plant and machinery. The ability of the company to fulfill its contractual obligations cannot be presently determined and no adjustment with respect to such advance, that may result, has been made in the financial statements. The Company has also given advances amounting to ₹ 140.15 million to various suppliers/contractors in terms of agreements executed by the Company for implementation of refinery project. Such advances may not be recoverable in the event of non-fulfillment of contractual obligations by the Company.
- As better elucidated in Note 30 (d), the acquisition rights of the leasehold land, depends upon the arrangement of funds to meet company's obligations and successful negotiation with WBIDC. The Company has entered into a tripartite agreement along with Haldia Development Authority (HDA) and West Bengal Industrial Development Corporation Limited (WBIDC). The Company was given permissive possession of the said land for a period of six months from the date of agreement, for the purpose of implementing the project. Since the company was not in the position to comply with these conditions it had requested WBIDC to extend the time limit. WBIDC had not acceded to the Company's request and had withdrawn the permissive possession of land. The company has again requested WBIDC to allow time for clearance of the dues and extend the permissive possession till March 2014. However, the company, on going concern basis, has reflected land under fixed assets and lease payment liability towards the same under trade payables. The expenses incurred on land development (₹ 196.91 million) and civil work

(₹ 49.64 million) which is included in cost of leasehold land and capital work in progress may not be recoverable.

- (e) Expenses to the tune of ₹ 498.13 million reflected in Capital work in progress have been incurred by the Company apart from the expenses as mentioned above. We are unable to comment on the recoverability and future economic benefit from such expenses.
- (f) The Securities Exchange Board of India (SEBI) has issued a final order dated October 23, 2013 against the Company in the matter of "Market Manipulation using GDR Issues", which imposes a 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. As on date of order, the Company has undergone such prohibition as laid down in the order for approximately two year which means the restriction will be reduced effectively to eight years from the date of order. Further, the aforesaid order has also raised a question of siphoning of funds for the benefit of promoters of the Company. The Company is in appeal against the aforesaid order of SEBI in Securities Appellate Tribunal (SAT). The matter is sub-judice and the impact, if any, of the outcome of the same cannot be ascertained at this stage.
- (g) The Company had deferred expenses related to equity and GDR issues amounting to ₹ 246.24 million, which forms part of other non-current assets. With reference to the aforementioned order of SEBI and the embargo on the further issuance of equity or any equity convertible instruments by the Company, we are unable to comment on the future economic benefit arising out of such expenses incurred during the previous years.

The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

#### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003, ("the order") as amended by the Companies (Auditor's

Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

2. As required by section 227(3) of the Act, we report that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013.
  - e) On the basis of the written representations received from the directors, as on March 31, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

**For Kanu Doshi Associates**

Chartered Accountants

Firm Registration Number: 104746W

**Ankit Parekh**

Partner

Membership No: 114622

Place : Mumbai

Date : 30th May, 2014

Referred to in paragraph 1 of 'Report on other Legal and Regulatory Requirements' in our Report of even date on the accounts of CALS REFINERIES LIMITED for the year ended March 31, 2014.

- i. (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) As explained to us, all fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
  - (c) During the year, the Company has not disposed off a substantial part of the fixed assets.
- ii. The Company's nature of operations does not require it to hold inventories. Consequently, clause 4(ii) of the order is not applicable
- iii. As informed to us, the Company has neither granted nor taken any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained, under section 301 of the Companies Act, 1956. Hence clauses (iii) (a) to (iii) (g) of paragraph 4 of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.
- v. The Company has not entered into contracts or arrangements referred to in section 301 of the Act. Accordingly, the provisions of clause (v) of paragraph 4 of the order are not applicable to the Company.
- vi. During the year, the Company has not accepted any deposits from the public. As such, the compliance with directives issued by the Reserve Bank of India and the provisions of section 58A, 58AA of the Companies Act, 1956 and the rules framed there under are not applicable.
- vii. In our opinion, the Company has internal audit system commensurate with the size of the company and the nature of its business.
- viii. We have been informed that the Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
- ix. (a) According to the information and explanations given to us and on the basis of records produced before us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it, though there has been a slight delay in few cases. The Company has opted to pay its service tax dues under the VCES scheme of Service Tax. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2014 for a period of more than six months from the date they became payable.
  - (b) There are no dues in respect of Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise duty, and cess that have not been deposited with appropriate authorities on account of any dispute.
- x. The Company' has accumulated losses at the end of the financial year exceeding fifty percent of its net worth. Further, the Company has incurred cash losses in the current financial year and in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and information and explanation given to us, the Company has not defaulted in repayment of dues to financial institution, bank or debenture holders as at the Balance Sheet date.
- xii. According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/Societies are not applicable to the Company.
- xiv. In our opinion and according to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments hence the provisions of the clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xv. According to the information and explanations given to us and the record examined by us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi. The Company has not taken any term loan during the year.
- xvii. On the basis of an overall examination of the Balance Sheet of the Company and according to the information and explanations given to us, in our opinion there are no funds raised on short-term basis, which have been used for long-term investment.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
- xix. The Company has not issued debentures during the financial year and hence, the question of creating securities in respect thereof does not arise.
- xx. During the year, the company has not raised any money through Public Issue. Hence the clause 4(xx) of the order is not applicable.
- xxi. On the basis of our examination and according to the information and explanation given to us, no fraud, on or by the Company, has been noticed or reported during the course of our audit.

For **Kanu Doshi Associates**  
Chartered Accountants  
Firm Registration Number: 104746W

**Ankit Parekh**  
Partner

Place : Mumbai  
Date : 30th May, 2014

Membership No: 114622

(₹ in million)

Particulars	Note No.	As at March 31, 2014	As at March 31, 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share Capital	3	8,293.96	8,293.96
(b) Reserves and Surplus	4	(2,884.79)	(2,829.50)
		<b>5,409.17</b>	<b>5,464.46</b>
<b>2. Share application money pending allotment</b>			
	5	15.76	15.76
		<b>15.76</b>	<b>15.76</b>
<b>3. Non-current liabilities</b>			
(a) Long-Term Provisions	6	1.16	1.19
		<b>1.16</b>	<b>1.19</b>
<b>4. Current liabilities</b>			
(a) Short Term Borrowings	7	59.39	33.69
(b) Trade payables	8	1,071.38	959.36
(c) Other Current Liabilities	9	1.07	13.24
(d) Short Term Provisions	6	0.06	0.04
		<b>1,131.90</b>	<b>1,006.33</b>
<b>TOTAL</b>		<b>6,557.99</b>	<b>6,487.74</b>
<b>II ASSETS</b>			
<b>1. Non-current assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	10	992.47	992.95
(ii) Intangible Assets	10	0.00	0.01
(iii) Capital Work-in-Progress	11	547.77	483.48
(b) Long-term Loans and Advances	12	4,770.66	4,762.90
(c) Other Non-current Assets	13	246.24	246.24
		<b>6,557.14</b>	<b>6,485.58</b>
<b>2. Current assets</b>			
(a) Trade Receivables	14	-	-
(b) Cash and Cash Equivalents	15	0.74	1.89
(c) Short-term Loans and Advances	12	0.11	0.27
		<b>0.85</b>	<b>2.16</b>
<b>TOTAL</b>		<b>6,557.99</b>	<b>6,487.74</b>

Significant Accounting Policies and Notes to Accounts 1 to 31

As per our Report of even date

For and on Behalf of the Board of Directors

 For **Kanu Doshi Associates**  
Chartered Accountants

**Deep Kumar Rastogi**  
Executive Chairman

**Sameer Rajpal**  
Director

 Per **Ankit Parekh**  
(Partner)  
Membership No. 114622  
FRNo. : 104746W

**Suvindra Kumar**  
Company Secretary

**Rekha Sarda**  
VP- Finance

 Place : Mumbai  
Date : 30.05.2014

 Place : Gurgaon  
Date : 29.05.2014

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014**


(₹ in million)

Particulars	Note No.	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>Income</b>			
<b>Revenue from operations :</b>			
Sale		-	0.72
Other Income	16	<u>3.76</u>	<u>10.32</u>
<b>Total Revenue</b>		<b>3.76</b>	<b>11.04</b>
<b>Expenditure</b>			
Purchases		-	0.71
Employee Benefits Expenses	17	<b>6.32</b>	7.44
Finance Costs	18	<b>81.90</b>	84.28
Depreciation and Amortization Expenses	10	<b>0.45</b>	0.86
Other Expenses	19	<u>17.57</u>	<u>15.33</u>
Total Expenses		<b>106.24</b>	108.62
Profit/(Loss) before Exceptional Items		<u>(102.48)</u>	<u>(97.58)</u>
Exceptional Items	20	<u>(47.19)</u>	<u>(19.72)</u>
Profit/(Loss)		<u><b>(55.29)</b></u>	<u><b>(77.86)</b></u>
<b>Earnings per equity share:</b>			
	21		
(1) Basic		<b>(0.01)</b>	(0.01)
(2) Diluted		<b>(0.01)</b>	(0.01)
Significant Accounting Policies and Notes to Accounts		1 to 31	

As per our Report of even date

**For Kanu Doshi Associates**

Chartered Accountants

**Per Ankit Parekh**

(Partner)

Membership No. 114622

FRNo. : 104746W

Place : Mumbai

Date : 30.05.2014

**For and on Behalf of the Board of Directors**
**Deep Kumar Rastogi**  
 Executive Chairman

**Sameer Rajpal**  
 Director

**Suvindra Kumar**  
 Company Secretary

**Rekha Sarda**  
 VP- Finance

Place : Gurgaon

Date : 29.05.2014

(₹ in million)

	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/ (Loss) before tax as per Statement of Profit and Loss	(55.29)	(77.86)
Adjustment for :		
Depreciation and Amortization Expense	0.45	0.86
Loss on Fixed Assets Sold/Discarded	0.03	2.71
Balances - Written off	-	(0.02)
Interest Reversed	(4.38)	(22.41)
Liabilities Written Back	-	(10.32)
Operating Profit Before Working Capital Changes	(59.19)	(107.04)
<b>Movements in working capital :</b>		
Increase/(Decrease) in Trade Payables	112.02	82.19
Increase/(Decrease) in Long-Term Provisions	(0.05)	(0.24)
Increase/(Decrease) in Short-Term Provisions	0.02	(0.05)
Increase/(Decrease) in Other Current Liabilities	(7.78)	(37.82)
Decrease/(Increase) in Long-Term Loans and Advances	(7.75)	34.34
Decrease/(Increase) in Short-Term Loans and Advances	0.17	(0.15)
Cash Generated from/(used in) Operations	37.44	(28.77)
<b>Net cash flow from/ (used in) Operating Activities (A)</b>	<b>37.44</b>	<b>(28.77)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceed from Sale of Fixed Assets	0.00	0.56
Additions/Deletions in Capital Work in Progress	(64.29)	-
Net cash flow from/(used in) Investing Activities (B)	(64.29)	0.56
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Decrease in Miscellaneous Expenditure	-	3.26
Proceeds from Short-Term Borrowings	25.70	26.29
Net Cash Flow from/(used in) Financing Activities (C)	25.70	29.55
Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)	(1.15)	1.34
Opening Balance of Cash and Cash Equivalents	1.89	0.55
Closing Balance of Cash and Cash Equivalents	0.74	1.89
	(1.15)	1.34

As per our Report of even date

For and on Behalf of the Board of Directors

 For **Kanu Doshi Associates**

Chartered Accountants

 Per **Ankit Parekh**

(Partner)

Membership No. 114622

FRNo. : 104746W

Place : Mumbai

Date : 30.05.2014

**Deep Kumar Rastogi**  
Executive Chairman

**Suvindra Kumar**  
Company Secretary

Place : Gurgaon

Date : 29.05.2014

**Sameer Rajpal**  
Director

**Rekha Sarda**  
VP- Finance

## 1. Corporate information

Cals Refineries Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India.

## 2. Significant accounting policies

### a) Basis for preparation of financial statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

### b) Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.

### c) Tangible Fixed assets and depreciation/amortization

- (i) Fixed assets are stated at cost less accumulated depreciation/amortization. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.
- (ii) Fixed assets under construction and cost of assets not ready for use as at the year-end are disclosed as capital work-in-progress.
- (iii) Expenses incurred relating to project prior to commencement of commercial production are classified as "Pre-operative expenses pending allocation" and are disclosed under Capital work in progress (net of income earned during the project development stage).
- (iv) Depreciation on fixed assets is provided on straight-line method (except intangible assets which are amortized over the period of three years) on pro rata basis from the date of addition at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 which are as under:

Asset category	Rate of depreciation/amortization
Computers	16.21% p.a.
Office equipments	4.75% p.a.
Furniture and fixtures	6.33% p.a.
Vehicles	9.50% p.a.
Building	1.63% p.a.

Assets costing ₹ 5,000 or less are individually depreciated at the rate of one hundred percent. Obsolete assets have been discarded during the year.

### d) Intangible Fixed assets and depreciation/amortization

Software costs relating to acquisition of initial software license fee and installation costs are capitalized in the year of purchase. Software is amortized on a straight-line basis over its useful life, which is considered to be of a period of three years.

### e) Expenditure During Construction Period

Expenditure incurred during construction period which is directly or indirectly related to the project is included under Pre-operative Expenses and the same will be allocated to the respective Fixed Assets upon completion of construction.

### f) Leases

Leases of assets under which significant risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognized as expense in the "Statement of Profit and Loss" on a straight line basis over the lease term.

### g) Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss account as incurred

### h) Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the "Statement of Profit and Loss". If at the balance sheet date there is an indication that a previously assessed impairment loss no

longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

**i) Revenue recognition**

*Sale of goods*

Revenue from the sale of goods is recognized when significant risk and rewards in respect of ownership of the goods are transferred to the customer. Revenue is stated net of trade discounts, rebates, sales return and sale tax or value added tax, where ever applicable

**j) Foreign currency transactions**

Transactions in foreign currency and non-monetary assets are accounted for at the exchange rate prevailing on the date of the transaction. All monetary items denominated in foreign currency are converted at the year-end exchange rate. The exchange differences arising on such conversion and on settlement of the transactions are recognized income or as expense for the year.

**k) Employee benefits**

Expenses and liabilities in respect of employee benefits are recorded in accordance with Revised Accounting Standard 15 - Employee Benefits (Revised 2005)

**i) Gratuity**

Gratuity is a post employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged or credited to the "Statement of Profit and Loss" in the year in which such gains or losses are determined.

**ii) Provident Fund**

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provision Act, 1952 which is a defined contribution plan and contribution payable is recognized as an expense in the year in which services are rendered by the employee.

**iii) Compensated absences**

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

**iv) Other short term benefits**

Expense in respect of other short-term benefits is recognized on the basis of the amount payable for the year during which services are rendered by the employee.

**l) Taxation**

Provision for tax comprises current income-tax and deferred tax. Current income-tax is determined in respect of taxable income with deferred tax being determined as the tax effect of timing differences representing the difference between taxable income and accounting income that originate in one period, and are capable of reversal in one or more subsequent period(s). Such deferred tax is quantified using rates and laws enacted or substantively enacted as at the end of the financial year.

**m) Contingent liabilities and provisions**

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company not acknowledged as debts are treated as contingent liabilities. In respect of statutory dues disputed and contested by the Company, contingent liabilities are provided for and disclosed as per original demand without taking into account any interest or penalty that may accrue thereafter. The Company makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. Possible future or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, have been disclosed as a contingent liability in the financial statements.

**n) Miscellaneous expenditure**

Miscellaneous expenditure on account of increase in share capital and other related expenses are written off over a period of 5 years from the date of commencement of commercial production. Any reimbursements received from the depository are credited to "Miscellaneous expenditure" in the year such reimbursement is received.

**o) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of dilutive potential equity shares.



**3. Share Capital**

(₹ in million)

	As at March 31, 2014	As at March 31, 2013
<b>Authorized shares</b>		
Equity Shares of ₹ 1 each	40,000.00	40,000.00
	<u>40,000.00</u>	<u>40,000.00</u>
<b>Issued, subscribed and paid-up</b>		
Equity Shares of ₹ 1 each	8,293.96	8,293.96
Total issued, subscribed and paid-up share capital	<u>8,293.96</u>	<u>8,293.96</u>

**a) The details of Shareholders holding more than 5% shares :**

(in million)

Name of the Shareholder	31 March 2014		31 March 2013	
	No. of Shares	% held	No. of Shares	% held
Gagan Deep Kumar Rastogi	1,110.00	13.38%	1,110.00	13.38%

The above includes underlying Equity Shares in Global Depository Receipts (GDR).

**b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

(in million)

Shares	31 March 2014		31 March 2013	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the period	8,293.96	8,293.96	8,293.96	8,293.96
Issued during the period	-	-	-	-
Outstanding at the end of the period *	<u>8,293.96</u>	<u>8,293.96</u>	<u>8,293.96</u>	<u>8,293.96</u>
* The above includes underlying Equity Shares in GDR and each GDR represents 50 underlying Equity Shares of ₹ 1 each.	40.11	2,005.54	40.11	2,005.54

**c) Terms / rights attached to Equity Shares/ GDRs**

- # The Company has only one class of shares referred to as equity shares having par value of ₹ 1/- . Each holder of equity shares is entitled to one vote per share. Holders of GDRs will have no voting rights with respect to the Deposited Shares.
- # In case of Depository receipts, the Depository will, if so requested by the Board of Directors of the Company and subject to receipt from the Company of an opinion from the Company's legal counsel, (such counsel being reasonably satisfactory to the Depository, that to do so will not be illegal or violate any applicable law of India, or subject the Depository to liability to any Holder or any shareholder of the Company), either vote as directed by the Board or as conveyed by the Chairman of the Company or give a proxy or power of attorney to vote the Deposited Shares in favour of a Director of the Company or other person or vote in the same manner as those shareholders designated by the Board.  
In the absence of receipt from the Company of an opinion from legal counsel as aforesaid, the Depository shall not have any obligation to exercise any voting rights and shall have no liability to the Company or any holder.
- # The Company declares and pays dividend in Indian rupees. During the year ended March 31, 2014, the amount of dividend recognized as distribution to equity shareholders was ₹ Nil per share (Previous year : ₹ Nil).
- # In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**4 Reserves and Surplus**

(₹ in million)

	As at March 31, 2014	As at March 31, 2013
<b>Profit and Loss Account</b>		
Balance as per the last financial statements	(2,829.50)	(2,751.64)
Profit/ (Loss) for the period	(55.29)	(77.86)
	<u>(2,884.79)</u>	<u>(2,829.50)</u>

**5 Share Application Money Pending Allotment**

Share application money pending allotment	15.76	15.76
	<u>15.76</u>	<u>15.76</u>
a) No. of equity shares of ₹ 1 each proposed to be issued at par	15.76	15.76
b) The Company has sufficient authorised capital to cover the share capital amount resulting from allotment of shares against share application money.		

(₹ in million)

c) Period before which shares were to be allotted	March 31, 2014	March 31, 2013
	No. of shares	No. of shares
October 19, 2011*	2.09	2.09
March 20, 2012*	11.95	11.95
August 28, 2012*	1.72	1.72
	<u>15.76</u>	<u>15.76</u>

- d) \* The Securities and Exchange Board of India has issued an Order dated October 23, 2013 against the Company, which 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.

**6 Provisions**

(₹ in million)

	Long-term		Short-term	
	As at	As at	As at	As at
	March 31, 2014	March 31, 2013	31 March 2014	31 March 2013
<b>Provision for Employee Benefits</b>				
Provision for Gratuity	0.56	0.51	0.02	0.02
Provision for Compensated Absences	0.60	0.68	0.04	0.02
	<u>1.16</u>	<u>1.19</u>	<u>0.06</u>	<u>0.04</u>

**7 Short-term Borrowings**

(₹ in million)

	As at	As at
	March 31, 2014	March 31, 2012
Unsecured Loans Repayable on Demand *		
- From related party (refer note no. 28)	56.89	31.19
- From others	2.50	2.50
	<u>59.39</u>	<u>33.69</u>

\* Loans Repayable on Demand are interest free loan.

**8 Trade Payables**

Micro, Small and Medium Enterprises (refer note no. 26 for details of dues to micro and small enterprises)	-	-
Others	1,071.38	959.36
	<u>1,071.38</u>	<u>959.36</u>

Trade Payable (others) includes ₹ 630 million as lease premium and interest ₹ 330.52 million, under an agreement for the permissive possession of the land, is not paid by the Company as per the terms of the agreement.

**9 Other Current Liabilities**

Service tax payable	-	11.98
TDS payable	0.23	0.34
Other current liabilities	0.84	0.92
	<u>1.07</u>	<u>13.24</u>

## 10 Fixed Assets

(₹ in million)

Description	Gross Block				Depreciation and Amortization				Net Book Value	
	As at April 1, 2013	Additions	Deductions/ Adjustments	As at March 31, 2014	As at April 1, 2013	Additions	Deductions/ Adjustments	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
Leasehold Land*	990.71	-	-	990.71	-	-	-	-	990.71	990.71
Computers	1.20	-	-	1.20	0.97	0.20	-	1.17	0.03	0.23
Vehicles	1.32	-	-	1.32	0.71	0.13	-	0.84	0.48	0.61
Office Equipments	0.54	-	0.07	0.47	0.16	0.02	0.03	0.15	0.32	0.38
Furniture & fixtures	1.47	-	-	1.47	0.45	0.09	-	0.54	0.93	1.02
Total (A)	995.24	-	0.07	995.17	2.29	0.44	0.03	2.70	992.47	992.95
Software (B)	0.80	-	-	0.80	0.79	0.01	-	0.80	0.00	0.01
Total (A+B)	996.04	-	0.07	995.97	3.08	0.45	0.03	3.50	992.47	992.96
Previous Year	1,002.13	-	6.09	996.04	5.04	0.86	2.82	3.08	992.96	997.09

## 11 Capital Work in Progress

(₹ in million)

	As at March 31, 2014	As at March 31, 2013
Pre-operative expenses pending allocation	432.51	432.51
Consultancy fees	65.62	1.33
Factory building	49.64	49.64
	<u>547.77</u>	<u>483.48</u>

## 12 Loans and Advances

(₹ in million)

	Long-term		Short-term	
	As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
<b>Capital advances</b>				
Unsecured, considered good	4,723.59	4,723.59	-	-
(A)	<u>4,723.59</u>	<u>4,723.59</u>	-	-
<b>Security deposit</b>				
Secured, considered good	-	-	-	0.01
Unsecured, considered good	0.50	0.50	-	-
Doubtful	-	-	-	-
	<u>0.50</u>	<u>0.50</u>	-	0.01
Provision for doubtful security deposit	-	-	-	-
(B)	<u>0.50</u>	<u>0.50</u>	-	0.01
<b>Advances recoverable in cash or kind</b>				
Secured considered good	-	-	0.02	0.00
Unsecured considered good	7.21	7.21	-	-
Doubtful	-	42.83	-	-
	<u>7.21</u>	<u>50.04</u>	<u>0.02</u>	<u>0.00</u>
Provision for doubtful advances	-	42.83	-	-
(C)	<u>7.21</u>	<u>7.21</u>	<u>0.02</u>	<u>0.00</u>
<b>Other loans and advances</b>				
Loans to employees	-	-	0.09	0.26
CENVAT credit receivable	39.36	31.60	-	-
(D)	<u>39.36</u>	<u>31.60</u>	<u>0.09</u>	<u>0.26</u>
<b>Total (A + B + C + D)</b>	<u>4,770.66</u>	<u>4,762.90</u>	<u>0.11</u>	<u>0.27</u>

13 Other Non Current Assets	(₹ in million)	
	As at March 31, 2014	As at March 31, 2013
<b>Unamortized expenditure</b>		
Global Depository Receipt (GDR) issue expenses	223.45	223.45
Equity Share Capital issue expenses	22.79	22.79
	<u>246.24</u>	<u>246.24</u>
<b>14 Trade Receivables (non-current)</b>		
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>		
Doubtful	4.60	4.60
	<u>4.60</u>	<u>4.60</u>
Provision for doubtful receivables	4.60	4.60
	<u>-</u>	<u>-</u>
<b>15 Cash and Cash Equivalents</b>		
<b>Balances with banks:</b>		
- On current accounts	0.71	1.85
Cash on hand	0.03	0.04
	<u>0.74</u>	<u>1.89</u>
		(₹ in million)
	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>16 Other Income</b>		
Liabilities Written Back	3.76	10.32
	<u>3.76</u>	<u>10.32</u>
<b>17 Employee Benefit Expenses</b>		
Salaries, wages and bonus	5.83	6.67
Contribution to provident and other fund	0.45	0.75
Staff welfare expenses	0.04	0.02
	<u>6.32</u>	<u>7.44</u>
<b>18 Finance Costs</b>		
Bank charges	0.00	1.01
Interest	81.90	81.90
Interest on outstanding statutory dues	0.00	1.37
	<u>81.90</u>	<u>84.28</u>
<b>19 Other Expenses</b>		
Communication	0.12	0.16
Legal and professional	7.35	7.04
Printing and stationery	0.25	0.04
Repair and maintenance - building	0.10	0.08
Repair and maintenance - others	0.02	0.04
Contactors and security services	-	0.33
Power and fuel	-	0.00
Auditor's remuneration (Refer 19(i))	0.59	0.46
Directors' sitting fees	0.08	0.07
Insurance	-	0.02
Rates and taxes	3.55	3.50
Rent	0.10	0.09
Travelling and conveyance	0.35	0.60
Miscellaneous expenses	0.15	0.05
Foreign Exchange - Gain/Loss	4.91	2.85
	<u>17.57</u>	<u>15.33</u>

(₹ in million)

(i) Payment to Auditors	March 31, 2014	March 31, 2013
<b>As Auditor:</b>		
-Audit Fee	0.45	0.45
-Limited Review Fee	0.08	-
<b>In other capacity:</b>		
Reimbursement of expenses	0.06	0.01
	<u>0.59</u>	<u>0.46</u>

**20 Exceptional Items** (₹ in million)

	For the year ended March 31, 2014	For the year ended March 31, 2013
Balances - Written Off	-	(0.02)
Interest Reversed (Refer note no. 25 )	(4.38)	(22.41)
Loss on Fixed Assets Sold/Discarded	0.03	2.71
Provision for Bad Debts	(42.84)	-
	<u>(47.19)</u>	<u>(19.72)</u>

**21 Earnings Per Share (EPS)** (₹ in million)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Net profit/(loss) for calculation of basic/diluted EPS (in million)	(55.29)	(77.86)
Weighted average number of equity shares in calculating basic & diluted EPS (in million)	8,293.96	8,293.96
Basic and Diluted Earning per share (₹)	(0.01)	(0.01)
Face Value per equity share (₹)	1.00	1.00

**22 Contingent Liabilities and Commitments (To The Extent Not Provided For)** (₹ in million)

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Contingent Liabilities :</b>		
Claim against the Company not acknowledged as debt	7.71	7.71
<b>Capital &amp; other commitments :</b>		
Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances) Refer Note 30	25,723.01	23,278.89

**23 Disclosure of "Employee Benefits" as per Accounting Standard 15 are as follows:**
**A. Gratuity**
**Statement of Profit and Loss**

Net employee benefit expense recognized in employee cost

(₹ in million)

Description	March 31, 2014	March 31, 2013
Current service cost	0.11	0.12
Interest cost	0.05	0.05
Actuarial (gain)/loss recognized during the year	(0.12)	0.12
Past service cost	-	-
	<u>0.04</u>	<u>0.29</u>

**Balance Sheet**

Details of provision for Gratuity

(₹ in million)

Description	March 31, 2014	March 31, 2013
Opening defined benefit obligation	0.54	0.63
Current service cost	0.10	0.12
Interest cost	0.05	0.05
Actuarial (gain)/ loss recognized during the year	(0.12)	0.12
Benefits paid	-	(0.38)
Past service cost	-	-
Closing defined benefit obligation	<u>0.57</u>	<u>0.54</u>

The entire amount of plan obligation is unfunded therefore changes in the fair value of plan assets, categories of plan assets as a percentage of the fair value of total plan assets and the Company's expected contribution to the plan assets in the next year is not given.

For determination of the gratuity liability of the Company, the following actuarial assumptions were used:

	2014	2013
Discount rate	9.00%	8.25%
Rate of increase in compensation levels	7.00%	6.50%
Withdrawal Rate	5% at younger ages and reducing to 1% at older ages according to graduated scale	
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ult.	

Estimates of future salary increase are based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market.

Amounts for the current and previous three years are as follows:

	Gratuity			
	31/3/2014	31/3/2013	31/3/2012	31/3/2011
Defined benefit obligation	0.57	0.54	0.63	0.26
Deficit	0.57	0.54	0.63	0.26
Experience adjustments on plan liabilities Loss/(Gain)	-	-	-	-

**B. Compensated Absences**
**Statement of Profit and Loss**

(₹ in million)

Description	March 31, 2014	March 31, 2013
Current service cost	0.08	0.09
Interest cost	0.06	0.07
Actuarial loss recognized during the year	(0.11)	0.12
Past service cost	-	-
	<u>0.03</u>	<u>0.28</u>

**Balance Sheet**

(₹ in million)

Description	March 31, 2014	March 31, 2013
Opening defined benefit obligation	0.71	0.90
Current service cost	0.08	0.09
Interest cost	0.06	0.07
Actuarial loss recognized during the year	(0.11)	0.12
Benefits paid	(0.10)	(0.47)
Closing defined benefit obligation	0.64	0.71

**For determination of the liability in respect of compensated absences of the Company, following actuarial assumptions were used:**

	2014	2013
Discount rate	9.00%	8.25%
Rate of increase in compensation levels	7.00%	6.50%

**C. Provident fund**

Contribution made by the Company during the year is ₹ 0.41 million (Previous year ₹ 0.46 million).

24 In the opinion of the Board of Directors, current assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amounts at which they are stated and provision for all known liabilities have been made.

25 The Company has been advised that as per the provisions of Central Excise Act, 1944, the Company is eligible to claim CENVAT Credit against the Excise Duty payable on the products to be manufactured by the Company and accordingly CENVAT credit of service tax has been considered as an asset and classified as "Cenvat receivable" in Note No. 12.

The Company has paid Service Tax liability under Service Tax Voluntary Compliance Encouragement Scheme, 2013 where interest and penalty is not chargeable. Therefore, interest provided thereon has been reversed in Note No. 20.

26 The Company has requested its vendors to confirm their status under Micro, Small and Medium Enterprises Development Act (MSMED), 2006. Based on the confirmations received, there are no amounts due to any micro or small enterprise under the MSMED Act, 2006.

27 The Company has taken office premise under operating lease agreement. This is cancellable and is renewable by mutual consent on mutually agreed terms. The Company has no obligation towards non-cancellable lease.

Rental expenses of ₹ 0.10 million (previous year ₹ 0.09 million) in respect of operating lease obligation have been recognised in "Statement of Profit and Loss".

**28 a) Related Party Disclosures**

Nature of Relationship	Name of Related Parties
Key managerial personnel	Mr. Deep Kumar Rastogi (Executive Chairman)
Enterprises owned or significantly influenced by key management personnel or their relatives	Nyra Holding Private Limited

**b) Transaction during the year with related party**

(₹ in million)

Nature of Transactions	2013-14	2012-13
<b>Enterprises owned or significantly influenced by key management personnel or their relatives</b>		
<b>Transactions during the year :</b>		
Loan received during the year	25.70	26.29
<b>Closing Balance :</b>		
Loan payable	56.89	31.19

**29 Expenditure in Foreign Currency**

(On cash basis including amount capitalized)

(₹ in million)

Description	For the year ended March 31, 2014	For the year ended March 31, 2013
Bank charges	0.00	0.00
GDR reimbursement of expenses	-	(3.26)
Stock exchange fees	0.20	0.35
<b>Total</b>	<b>0.20</b>	<b>(2.91)</b>

**30 Project Status**

- a The Company has a plan to set up crude oil refinery in Haldia, West Bengal. Ministry of Forest and Environment (MOEF) has accorded Environmental Clearance for 5 MMTPA refinery project. The Haldia Development Authority (HDA) / West Bengal Industrial Development Corporation (WBIDC) had allotted land in Haldia. The Government of West Bengal extended various concessions which included VAT incentives equivalent to the investment in Plant & Machinery. The Company raised Equity for US\$ 200 million in Dec'07 by issuing Global Depository Receipts (GDR) 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. The Company entered into contracts for relocation of one refinery from Ingolstadt, Germany and had also paid advances for such equipments. However, the Company could not achieve financial closure and fulfill the terms of the said contract, resulting in cancellation of the contract and forfeiture of the advances paid.

The Company had, on March 15, 2011, entered into an Asset Purchase Agreement with Tagore Investments SA (Tagore) (an affiliate of Hardt group) for the CENCO Petroleum Refinery at a cost of US\$ 275 million. As per the said agreement, the cost of such equipments was to be settled by the Company by issue of Equity in the form of GDR to the extent of US\$ 175 million to Tagore and balance US\$ 100 million in cash on achievement of financial closure.

The Company had also contracted for another set of Refinery equipments from another affiliate of Hardt group namely Amber Energy SA (Amber) at a cost of US\$ 142 million which was to be paid by issue of GDR of US\$ 142 million to Amber.

Simultaneously, the Company had entered into a 'Deed of Novation' with an affiliate of Hardt Group for assuming the contractual obligations envisaged on the supplier under an erstwhile agreement of plant & machinery for which an advance of ₹ 4,583.44 million had been paid.

Hardt Group had agreed to become a strategic investor in the Company and assist it in implementing the refinery project. Abboto Limited (affiliate of Hardt Group) had brought in ₹ 136.52 million as equity during March '11 to March '12 (out of which 120.76 million already allotted & the balance 15.76 million to be allotted as equity shares) to meet funding requirement for working capital and project activities.

After signing the agreements with Hardt Group for purchase of refinery equipment and with the set of refining equipment for which the Company had already contracted and paid advances, the Company revised the capacity of refinery envisaged in Haldia to 10 MMTPA from 5 MMTPA. It filed an application to Ministry of Environment to enhance the approval for putting up 200,000 bpd equivalent to 10 MMTPA capacity refineries. However, the Ministry vide its letter dt. Sept 20, 2011 declined the request as Haldia has been notified as a critically polluted area and no new capacity or expansion can be permitted till it is de-notified. Meanwhile, the Company lost the Bayernoil equipment as it couldn't fulfill its contractual commitments.

The Company's proposal for issue of such GDRs to Tagore and Amber, aggregating US\$ 317 million was approved by the Foreign Investment Promotion Board (FIPB) in their meeting held on May 20, 2011. Since the amount of issue had exceeded ₹12,000 million, the proposal was recommended to Cabinet Committee on Economic Affairs (CCEA). However, prior to receipt of the CCEA approval, SEBI Vide Interim Order dated in Sep'11 had issued directions to the Company not to issue equity or any other instruments convertible into equity or alter capital structure in any manner till further directions. The SEBI has issued a final order dated October 23, 2013 against the Company which mainly states that the Company will not issue equity shares or any other instruments convertible into equity shares or any other security, for a period of ten years.

Further, the Company 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 the Company pursuant to the aforementioned SEBI Order shall be reduced while computing the period in respect of the prohibition imposed vide this order. Hence the restriction period of ten years will be reduced to eight years.

The Company's various efforts to restart the project also failed due to the embargo on issue of new equity by SEBI. Hardt Group has also stopped infusing further funds pending revocation of the above mentioned SEBI order. In the light of the above the Company intends to proceed with only a 5 MMTPA refinery on receiving favourable orders from SEBI. The Project cost for setting up of 5 MMTPA refinery with equipments contracted from Hardt Group along with balancing equipments is estimated at around US \$ 1 billion, which would be funded by a Debt: Equity ratio of 70:30. The equity requirement will be met by issue of GDRs to the Hardt group and the existing equity. The contracts entered with Hardt group have expired as of now but Hardt Group has indicated their willingness to extend the same once a favourable order from SEBI is received. 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. The management is confident of obtaining a favourable order soon and achieving financial closure for the project and confident of the support of Hardt Group in implementing the project.

- b During the previous years, the Company had entered into agreements for supply of plant and machinery related to the project. The said agreement provided for certain milestones of performance on part of the parties to the contract which more specifically involved delivery of equipments by the supplier periodical payment by the Company. The Company paid certain advances as per the terms of the contract however, in view of the pending financial arrangements it could not fulfill other terms and conditions stipulated under the said agreements. The suppliers/contractors also could not fulfill their obligations under the said agreements.
- c In view of the fact that the obligations of either party to the contracts in the aforementioned agreements for supply of plant and machinery related to the project are not fulfilled, the Company's liability for payment of ₹ 477.49 million (as on March 31, 2013: ₹ 432.12 million) is not crystallized as at the balance sheet date and hence has not been recognised in these financial statements.
- d Land- Haldia Development Authority (HDA), vide its memo dated March 25, 2008, offered land admeasuring about 400 acres at Haldia, West Bengal to the Company for setting up the refinery project ('the project'). As per the terms of the said memo, lease premium of ₹ 600 million was stipulated, which could not be paid by the company pending financial closure for the refinery project. Subsequently, the Company entered into a tripartite agreement dated March 19, 2010 along with HDA and West Bengal Industrial Development Corporation Limited (WBIDC), whereby, WBIDC has paid ₹ 630 million as lease premium for said land, development fee and other amounts to HDA and the Company was given permissive possession of the land for a period of six months from the date of the agreement with a condition that the land shall be sub-leased in favour of the Company at the end of six months, subject to compliance with certain conditions. Since the Company could not comply with these conditions, it had requested additional time from WBIDC for the same.

WBIDC, while granting such extension, stipulated additional conditions relating to tie up of equity and achievement of financial closure for the project. The Company was not in a position to comply with these conditions as the SEBI order was subsisting and informed WBIDC accordingly requesting further extension. However, WBIDC had not acceded to the Company's request and had withdrawn the permissive possession of land. The Company has again represented to WBIDC requesting time for complying with the conditions.

The strategic investor Hardt group has agreed to provide the required funding to clear the dues of WBIDC, subject to the condition that the Company obtains a favourable order and gets the required extension from WBIDC. The management is confident of sourcing the required funds for clearance of the WBIDC dues and getting extensions on annulment of the SEBI order.

In the absence of any development in the project and withdrawal of the permissive possession of land, cost of land development and civil work amounting to ₹ 196.91million and ₹ 49.68 million respectively is included in the cost of leasehold land and capital work in progress.

The ability of the Company to continue as a going concern is significantly dependent on getting a favourable order from SAT, achievement of financial closure and obtaining the extension of permissive possession and sub-lease of land from WBIDC. The management is confident of getting a favourable order from SAT and complying with the conditions of WBIDC for getting the land. In the event of any delay in arrangement of such funding, the promoter is committed to provide necessary funds to meet the Company's liabilities arising in the foreseeable future. These financial statements have been prepared on a going concern basis on the assumption that the necessary funding and financial closure will be achieved and do not include the adjustments that would result if the Company is unable to continue as a going concern.

31 Previous year figures have been re-classified/ re-grouped, wherever considered necessary to conform to current year's classification.

As per our Report of even date

For **Kanu Doshi Associates**

Chartered Accountants

Per **Ankit Parekh**

(Partner)

Membership No. 114622

FRNo. : 104746W

Place : Mumbai

Date : 30.05.2014

For and on Behalf of the Board of Directors

**Deep Kumar Rastogi**  
Executive Chairman

**Sameer Rajpal**  
Director

**Suvindra Kumar**  
Company Secretary

**Rekha Sarda**  
VP- Finance

Place : Gurgaon

Date : 29.05.2014

### VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to Section 108 and corresponding Rules of Companies Act, 2013, the Company will provide e-voting facility to the members. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system.
2. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, on Friday, 22<sup>nd</sup> August, 2014.
3. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
4. The Company has appointed, a scrutinizer for conducting the e-voting process in the fair and transparent manner.
5. The scrutinizer will submit his final report to Chairman of the Company within three working days after the conclusion of e-voting period.
6. The results of Annual General Meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/ after Annual General Meeting within the prescribed time limits.
7. The result of the e-voting will also be placed at the website of the Company viz. [www.cals.in](http://www.cals.in) and also on [www.cdslindia.com](http://www.cdslindia.com).
8. The scrutinizer's decision on the validity of e-voting will be final.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
  - c. Members holding shares in Physical form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field</li> <li>• Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.</li> </ul>
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on <b>22<sup>nd</sup> August, 2014</b>, (the cut off date), in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the '**Cals Refineries Limited**' on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves and link the account which they wish to vote on and cast their vote.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on **9:00 A.M. on 18<sup>th</sup> September, 2014 (Thursday) and ends on 5:00 P.M. on 19<sup>th</sup> September, 2014 (Friday)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22<sup>nd</sup> August, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**CALS**  
**CALS REFINERIES LIMITED**

CIN: L51909DL1984PLC018775

Regd. off: 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057

Phone: +91 (124) 4309720-24, Fax: +91 (124) 4309725

Email: info@calsrefineries.com, Web: www.cals.in

**PROXY FORM**

**Form No. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_ Address: \_\_\_\_\_

E-mail: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_ Address: \_\_\_\_\_

E-mail: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_ Address: \_\_\_\_\_

E-mail: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on the 25<sup>th</sup> day of September, 2014 at Executive Club, Dolly Farms & Resorts 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110074. At 10:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below :

**Ordinary Business:**

1. To receive, consider and adopt the audited balance sheet of the Company as at 31st March, 2014, the statement of Profit and Loss for the year ended on that date together with the Report's of Director's and Auditor's thereon.
2. To reappoint a Director in place of Mr. Deep Kumar Rastogi (holding DIN: 01229644) who retires by rotation and being eligible offers himself for reappointment.
3. To reappoint M/s Kanu Doshi Associates, Chartered Accountant as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Next Annual General Meeting and to fix their remuneration.

**Special Business:**

4. Appointment of Mr. Pranav Kumar as Independent Director
5. Appointment of Mr. Alexander Walter Schweickhardt as Independent Director
6. Appointment of Mr. Sameer Rajpal as Independent Director

Affix  
Revenue  
Stamp

Signed this..... day of..... 20.....

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

----- Cut Here -----

**CALS**  
**CALS REFINERIES LIMITED**

CIN: L51909DL1984PLC018775

Regd. off: 21, Basant Lok Complex, Vasant Vihar, New Delhi-110057

Phone: +91 (124) 4309720-24, Fax: +91 (124) 4309725

Email: info@calsrefineries.com, Web: www.cals.in

**ATTENDANCE SLIP**

**30<sup>TH</sup> ANNUAL GENERAL MEETING**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL**

I/We hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, September 25, 2014 at 10.30 A.M. at Executive Club, Dolly Farms & Resorts 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110074

Name(s) of the Shareholder(s) or Proxy (in Block Letters)	No. of Shares held	Registered Folio/ Client ID No.

**PLEASE CARRY YOUR COPY  
OF ANNUAL REPORT**

\_\_\_\_\_  
Signature/s of the Shareholder/s or Proxy

(To be signed at the time of handing over the slip)

**NO GIFTS/SNACKS WILL BE  
PROVIDED AT THE MEETING**



*If undelivered, please return to :-*  
**CAL S REFINERIES LIMITED**  
326, Udyog Vihar, Phase-IV,  
Gurgaon-122016