

## NOTICE



NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of Cals Refineries Limited will be held on Wednesday, September 27, 2017 at 9:30 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:

#### 1. Adoption of Financial Statement:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of Director's and Auditor's thereon.

#### 2. Appointment of Directors:

To appoint a Director in place of Mr. Deep Kumar Rastogi (DIN-01229644) who retires by rotation and being eligible, offers himself for re-appointment.

#### 3. Appointment of Auditors:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, and pursuant to the recommendation of the Board of Directors and also pursuant to the resolution passed by the shareholders in the previous Annual General Meeting of the Company held on 29th September, 2016, the appointment of M/s VATSS & Associates, Chartered Accountants, New Delhi (Firm Registration No.- 017573N) as Statutory Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified at a remuneration of ₹ 2,50,000/- (exclusive of taxes), payable to them for the financial year ending March 31, 2018, as recommended by the Board in consultation with the Auditors."

### SPECIAL BUSINESS:

#### 4. Ratification/ Approval of Tri-Partite Loan Assignment Agreement executed between Nyra Holdings Private Limited, Spice Energy Private Limited and the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in furtherance to the shareholders' approval for material related party transaction obtained under clause 49(VII)(B) of the Listing Agreement in the annual general meeting held on 25th September, 2015 and pursuant to the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Loan amount of ₹ 9,26,70,000/- as obtained from Nyra Holdings Pvt. Ltd. (a related party under Section 2(76) of the Companies Act, 2013), in various tranches, and as the said loan arrangements are assigned to Spice Energy Pvt. Ltd. (another related party and parent Company to the Nyra Holdings Pvt. Ltd), by way of tri-partite loan assignment agreement entered amongst the Nyra Holdings Pvt. Ltd., Spice Energy Pvt. Ltd., and Cals Refineries Limited, effecting from 28<sup>th</sup> March, 2017, be and are hereby ratified and approved.

"RESOLVED FURTHER THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the consent of the members be and is hereby accorded to the Board of Directors of the Company, to enter into material related party transaction by way of obtaining loan or otherwise (under an agreement or otherwise) from such related parties as prescribed under the Listing Regulations, including Spice Energy Private Limited, for the financial year 2017-18 and in future, and subject to the maximum limits of Borrowing as previously approved in the annual general meeting held on 25th September, 2015.

#### 5. To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if though fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to, by the Board of Directors of the Company, the draft regulations/clauses contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion (except particulars of subscribers to the articles of association), of the regulations/clauses contained in the existing Article of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to aforesaid substitution and execute such documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

By Order of the Board of Directors

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

(Suvindra Kumar)  
Company Secretary  
ACS-22747

### NOTES

- The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to the special business as mentioned in notice and to be transacted at the Annual General Meeting 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 UNIT NO. 209, 2ND FLOOR, SUNEJA TOWER-II, JANAKPURI DISTRICT CENTRE, NEW DELHI-110058, 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 up 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.
- In case of Joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
- Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 21<sup>st</sup> September, 2017 to Wednesday 27<sup>th</sup> September, 2017 (both days inclusive) for annual closing.
- A member can inspect proxies lodged at any time during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that he/she has given to the Company a notice in writing of his intention to inspect not less than 3 days before the commencement of the said meeting.
- The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are Interested maintained under Section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.
- Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company/ RTA, in advance, a duly certified copy of the Board Resolution/ letter of authority together with the respective specimen signatures of those representatives authorised under said resolution/letter 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 Unit No. 209, 2<sup>nd</sup> Floor, Suneja Tower-II, Janakpuri District Centre, New Delhi-110058 or to the Registrar and Share Transfer Agent of the Company, MCS Share Transfer Agent Limited, F 65, 1<sup>st</sup> Floor, Okhla Industrial Area Phase I, New Delhi-110020 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 Share Transfer Agent Limited at the aforesaid address for consolidation of all such shareholdings into one account to facilitate better service.

12. 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.
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with rules made thereunder the Annual Report 2016-17 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the Report. For members who have not registered their email addresses, physical copies of the annual report 2016-17 are being sent by the permitted mode. The Annual Report will also be available at the Company's registered office for inspection during normal business hours on all working days. Members may also note that copy of the annual report of the Company is also available on Company's website "[www.cals.in](http://www.cals.in)".
14. *With a view to using Natural Resources responsibly, we request Shareholders to update their email address with their Depository participants to enable the Company to send all communications including Annual Report, Notices, Circulars, etc. electronically. Members who hold shares in physical form are requested to write to "MCS Share Transfer Agent Limited (Unit Cals Refineries Limited), F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020" with details like Name, Folio No. and Email ID to register the same at our Registrar and Transfer Agent.*
15. Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standards 2 in respect of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting is furnished as annexure to the notice. The Directors have furnished consent/ declaration for their appointment/re-appointment as required under Companies Act, 2013 and rules made thereunder.
16. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM and who have not cast their vote electronically shall be able to exercise their voting right at the AGM through ballot paper. Members who have cast their vote by e-voting may attend the AGM but shall not be entitled to cast their vote again.
17. **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 under the heading "SHAREHOLDER INSTRUCTIONS FOR E-VOTING". Shareholders are requested to kindly follow the said process for casting their vote electronically.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company and/or its RTA.
19. The Securities and Exchange Board of India (SEBI) has mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of Securities.
20. Route Map and details of prominent land mark of the venue of the meeting is portrayed at the back side of the Annual Report.

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

**Item No. 4**

The Shareholders be apprised that your Company has been obtaining loan from Nyra Holdings Pvt. Ltd. (Nyra Holdings). Nyra Holdings is a related party to the Company as per the terms of section 2 (76) of the Companies Act, 2013 and also belongs to the promoter group Company. Till 28<sup>th</sup> March, 2017 the total amount which was borrowed from Nyra Holdings Pvt. Ltd. was ₹ 9,26,70,000/-. Further as per the terms of Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, any transaction of such borrowing from Nyra Holdings Pvt. Ltd. is a material related party transaction, as the said regulations states that:

*"A transaction with the related party shall be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity."*

Since the turnover of your Company has remained Nil since previous few financial years, hence any such transaction of borrowing the loan from related party becomes material related party transactions. Your Company had obtained the requisite approval of the shareholders on

25<sup>th</sup> September 2015 as required under the then Clause 49 (VII) (E) of the Listing Agreement for such material related party transaction.

Nyra Holdings Pvt. Ltd. has arranged to assign the aforesaid Loan arrangements with the Company in favour of its holding/parent Company, i.e., Spice Energy Private Limited, under the process of restructuring of investment within the group. In the said process of restructuring, Nyra Holdings Private Limited has arranged to set-off its loan taken from Spice Energy Pvt. Ltd. with the loan amount extended to our Company, worth ₹ 9,26,27,000/- .

In context to the above a tri-partite agreement was executed between your Company (as borrower), Nyra Holdings Pvt. Ltd. (as assignor) and Spice Energy Pvt. Ltd. (as assignee) to effect the aforesaid transaction, i.e., assignment of loan from Nyra Holdings to Spice Energy Private Limited and also that the Spice Energy Private Limited to extend the assistance with your Company in future by way of extending loan to the Company as and when required, in different tranches.

As stated above that the Company had obtained shareholders' approval for such material related party transaction with Nyra Holdings Private Limited, which is now assigned to its parent holding Company M/s Spice Energy Private Limited, (also a promoter group Company), a due intimation in this respect has been already given to the Bombay Stock Exchange, where shares of the Company are listed, to make you aware about the change of arrangements took place during the year.

Aforesaid arrangement of obtaining loan from related party falls into the category of material related party transaction as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Explanation to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 differentiates between a related party transaction and a material related party transaction, it prescribes the limit of the transaction which will be treated as the material related party transaction i.e., "transaction/s with related party being entered individually or taken together with previous transaction during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statement, will be material related party transaction."

Based on the criteria as mentioned above in the Listing Regulations, the loan transactions entered into by the Company with Nyra Holdings Pvt. Ltd. for ₹ 9,26,70,000/- in total, which is now assigned to M/s. Spice Energy Private Limited through Tripartite Loan Assignment Agreement are proposed for due ratification/ approval by members. A proposal is also made to the shareholder to accord their approval with the resolution to enable the Company to enter into such material related party transaction with Related Parties, including Spice Energy Pvt. Ltd. under an agreement or otherwise, for financial year 2017-18 and in future.

As prescribed under Sub Regulation 7 of Regulation 23 of the Listing Regulations, 2015, all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not, here related party means the entities as mentioned in section 2 (76) of the Companies Act, 2013 and as per the applicable accounting standard. Hence, the Spice Energy Pvt. Ltd., all the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution.

The Board recommends the Special Resolution as set out at item No. 4 for the approval of the Shareholders.

**Item No. 5**

The Article of Association (AoA) of the Company as presently in force are based on the Companies Act, 1956 and several regulations/clauses in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations/clauses in the existing AoA are no longer in conformity with the Companies Act, 2013 (the "Act").

With the coming into force of the Companies Act, 2013, several regulations/clauses of the existing AoA of the Company require alteration and deletions. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of AoA.

The new set of AoA to be substituted in place of the existing AoA are based on "Table F" of Schedule 1 of the Act which sets out the model Articles of Association for a company limited by shares.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day except Saturdays up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the Company's website at [www.cals.in](http://www.cals.in) for perusal by the shareholders.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No 5 of the Notice for approval by the Shareholders.

**By Order of the Board of Directors**  
**(Suvindra Kumar)**  
**Company Secretary**  
**ACS- 22747**

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

**NOTICE**



**NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF SECRETARIAL STANDARDS 2.**

<b>Name of Director</b>	Mr. Deep Kumar Rastogi
<b>DIN</b>	01229644
<b>Brief Resume</b>	<b>Mr. Deep Kumar Rastogi</b> is a Promoter Director and is on the Board of the Company since 19 <sup>th</sup> January, 2008. Prior to this, Mr. Rastogi led a chemical manufacturing & marketing company for over twenty five years. He is an entrepreneur with over forty nine years of rich experience in various businesses. These include trading business, manufacturing and marketing of laboratory and fine chemicals, manufacturing of printed circuit boards & solar products and exports of minerals & natural Fibres for the construction industry.
<b>Date of Birth</b>	04/08/1949
<b>Qualifications</b>	<b>B.A</b>
<b>Terms and conditions of Re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Mr. Deep Kumar Rastogi shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.
<b>Details of Remuneration and remuneration last drawn</b>	At the AGM held on 29 <sup>th</sup> September, 2016, he was appointed as Whole Time Director designated as Executive Chairman of the Company for a period of 3 consecutive years w.e.f. 05 <sup>th</sup> February, 2016 without any remuneration.
<b>Date of first appointment in the Board</b>	19 <sup>th</sup> January, 2008
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel (if any)</b>	None
<b>Number of Meetings of the Board attended during the year</b>	Details mentioned in the Corporate Governance Report
<b>Details of other Directorships, Membership/ Chairmanship of Committees of the Boards</b>	<p>He is further serving the following Companies, as a Director:</p> <ul style="list-style-type: none"> <li>• Nyra Holdings Private Limited</li> <li>• Delhikem India Private Limited</li> <li>• Spice Energy Private Limited</li> <li>• BND Gas Private Limited</li> <li>• SRM Energy Tamilnadu Private Limited</li> </ul> <p>He does not hold Directorship in any other Listed Company apart from this Company and holds Membership of the below Committees of Board of this Company.</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• CSR Committee (dissolved w.e.f. 26<sup>th</sup> May, 2017)</li> <li>• Stakeholder's Relationship Committee</li> </ul>

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on September 24, 2017 at 09:00 A.M. and ends on September 26, 2017 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members holding shares in physical or in demat form as on cut-off date, i.e., September 20, 2017 shall only be eligible for e-voting.
- (ii) Shareholders who have already voted through e-voting prior to the meeting date would not be entitled to vote through physical mode at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).  
**(Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.)**
- (iv) Click on "Shareholders" tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the stickers pasted on the cover of the annual report.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction(v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the '**Cals Refineries Limited**' on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. Corporates and Custodians already registered with CDSL should use their login details.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - The Admin login details will be sent by CDSL. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - 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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 20, 2017 may follow the same instructions as mentioned above for e-Voting.
- (xxi) 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).

**Other Information:**

- 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.
- 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, 25<sup>th</sup> August, 2017.
- The Voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
- Mr. Ankush Agarwal, Managing Partner, of M/s. Forecore Professionals LLP has been appointed as Scrutinizer to scrutinize the e-voting process and also the voting done through Physical ballot at the AGM venue and for conducting the same in a fair and transparent manner.
- Notice of the meeting is also displayed at [www.cals.in](http://www.cals.in).
- Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 2 (two) days from the conclusion of the AGM submit a consolidated Scrutinizer's report to the Chairman. The Result of the voting will be announced by the Chairman of the meeting on or after the 33<sup>rd</sup> AGM to be held on 27<sup>th</sup> September, 2017 and will be communicated to the Stock Exchange and placed on the website of the Company, i.e., [www.cals.in](http://www.cals.in).



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

CIN: L51909DL1984PLC018775  
Regd. off: Unit No. 209, 2<sup>nd</sup> Floor, Suneja Tower-II, District Centre, Janakpuri, New Delhi-110058.  
Phone: +91 (11) 45067736,  
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: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday the 27<sup>th</sup> Day of September, 2017 at Executive Club, Dolly Farms & Resorts 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110074 at 9:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of Director's and Auditor's thereon.
- To appoint a Director in place of Mr. Deep Kumar Rastogi (DIN- 01229644) who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of M/s VATSS & Associates, Chartered Accountant (Firm Registration No.- 017573N) as statutory auditors of the Company for the FY 2017-18 at a remuneration of Rs.2,50,000/- (exclusive of taxes), as recommended by the Board in consultation with the Auditor.

**Special Business:**

- Ratification/Approval of Tri-Partite Loan Assignment Agreement executed between Nyra Holdings Private Limited, Spice Energy Private Limited and the Company.
- To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if though fit to pass, with or without modification(s), the concern resolution as a Special Resolution.

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: Unit No. 209, 2<sup>nd</sup> Floor, Suneja Tower-II, District Centre, Janakpuri, New Delhi-110058.  
Phone: +91 (11) 45067736,  
Email: info@calsrefineries.com, Web: www.cals.in

**ATTENDANCE SLIP**

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

I/We hereby record my/our presence at the 33<sup>rd</sup> Annual general meeting of the Company to be held on **Wednesday, September 27, 2017 at 09.30 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) (Name of Joint Shareholders, if any)	No. of Shares held	Registered Folio/ Client ID No. / DP ID No.

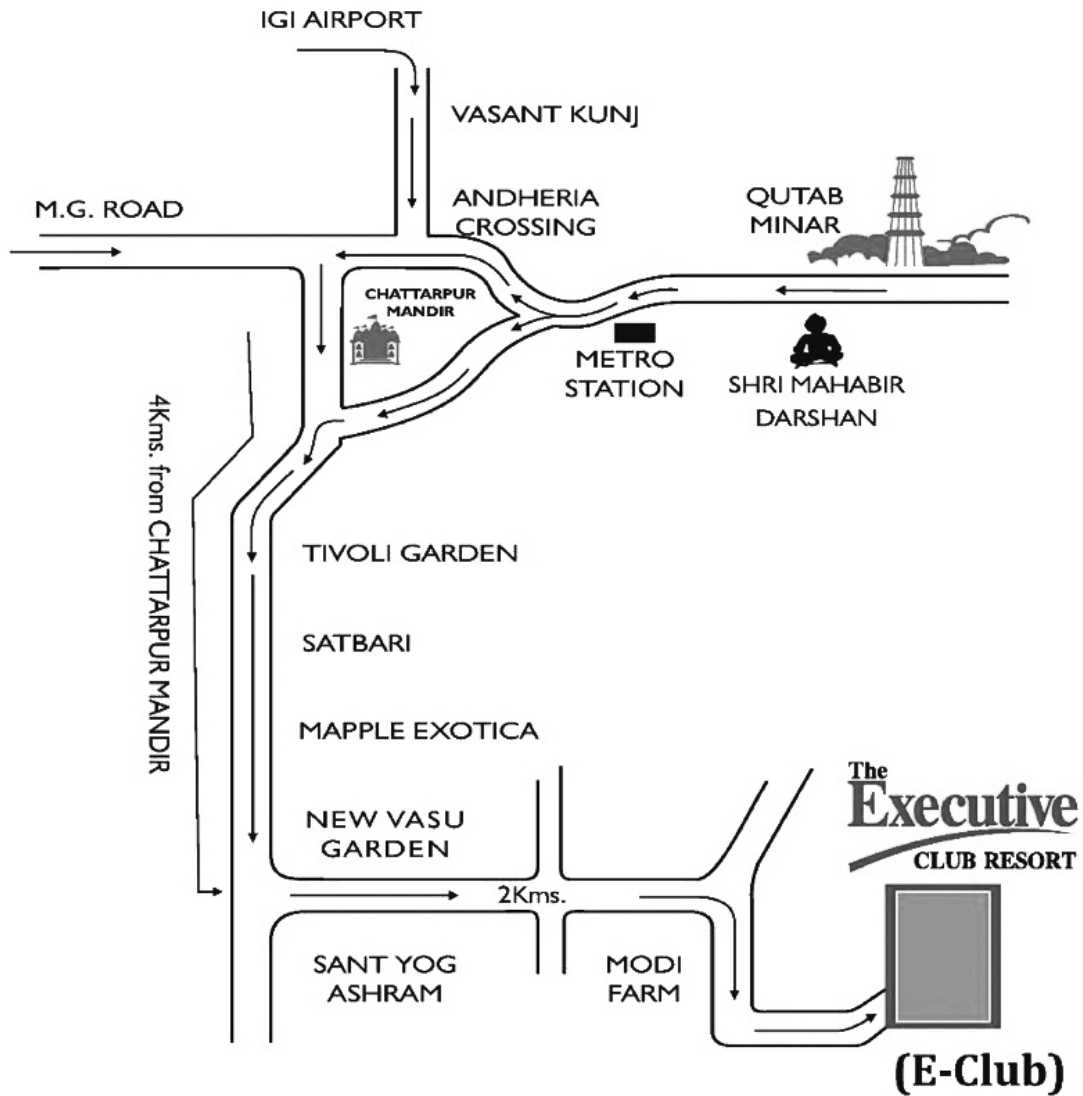
I certify that I am a member/proxy/ authorized representative for the member of the Company.

**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**

## ROUTE MAP OF EXECUTIVE CLUB, THE AGM VENUE



*If undelivered, please return to :-*

**CALS REFINERIES LIMITED**

Unit No. 209, 2nd Floor, Suneja Tower-II  
District Centre, Janakpuri, New Delhi-110058