

**CALS REFINERIES LIMITED**  
 Regd. Office: 209, Suneja Tower 2, District Centre, Janakpuri, New Delhi - 110058  
 CIN: L51909DL1984PLC018775  
**Statement of Standalone Audited Results for the Quarter and Year ended 31 March, 2017**

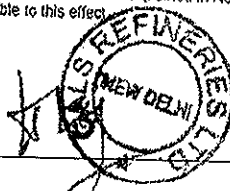
PART I	Particulars	(₹ in million)				
		Standalone				
		Quarter Ended 31/03/2017 (Audited)	Preceding Quarter Ended 31/12/2016 (Unaudited)	Corresponding Quarter Ended 31/03/2016 (Audited)	Current Year Ended 31/03/2017 (Audited)	Previous Year Ended 31/03/2016 (Audited)
I	Revenue from Operations	-	-	-	-	-
II	Other income	-	-	-	-	-
III	Total Income (I+II)	-	-	-	-	-
IV	Expenses	0.13	0.27	3.02	0.40	3.02
	Cost of Materials consumed	0.13	0.27	3.02	0.40	3.02
	Purchase of stock-in-trade	-	-	-	-	-
	Changes in inventories of finished goods	-	-	-	-	-
	Work-in-progress and stock-in-trade	-	-	-	-	-
	Employee benefits expense	-	-	-	-	-
	Finance costs	0.73	0.70	0.88	2.72	3.62
	Depreciation and amortisation expense	0.00	0.00	0.00	0.00	0.00
	Other expenses	0.02	0.02	(0.04)	0.09	0.22
	Total Expenses	1.44	3.10	5.45	8.28	11.82
V	Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)	2.19	3.82	6.27	11.09	15.66
VI	Exceptional items	(2.05)	(3.55)	(3.25)	(10.60)	(12.64)
VII	Profit/(Loss) before extraordinary items and tax (V-VI)	0.01	-	-	7.71	-
VIII	Extra ordinary items	(2.07)	(3.55)	(3.25)	(18.40)	(12.64)
IX	Profit before tax (VII-VIII)	-	-	-	-	-
X	Tax expense	(2.07)	(3.55)	(3.25)	(18.40)	(12.64)
	(1) Current Tax	-	-	-	-	-
	(2) Deferred Tax	-	-	-	-	-
	Total Tax	-	-	-	-	-
XI	Profit/(Loss) for the period from continuing operations (VII-VIII)	-	-	-	-	-
XII	Profit/(Loss) from discontinuing operations	(2.07)	(3.55)	(3.25)	(18.40)	(12.64)
XIII	Tax expenses of discontinuing operations	-	-	-	-	-
XIV	Profit/(Loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-	-
XV	Profit/(Loss) for the period (XI+XIV)	-	-	-	-	-
XVI	Equity Share Capital	(2.07)	(3.55)	(3.25)	(18.40)	(12.64)
XVII	Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous year	8,293.96	8,293.96	8,293.96	8,293.96	8,293.96
XVIII	Earnings per equity share of Re 1/- each (for continuing operations)	-	-	-	(8,518.76)	(8,500.36)
	(1) Basic	-	-	-	-	-
	(1) Diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
	See accompanying note to the financial results	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

**Notes -**

1. Cal's Refineries Limited ("the Company") has plans to set up a Crude Oil Petroleum Refinery (the project). The Company has raised ₹ 7,880 million through Global Depository Receipts (GDR) in December 2007, for part funding the project. The proceeds of the GDR issue were fully utilized to pay capital advances related to purchase of equipment of two used oil refineries and other corporate expenses incurred during construction period.
2. The Securities and Exchange Board of India has issued an Order against the Company in the matter of "Market Manipulation using GDR Issues." The Order dated October 23, 2013 mainly states that:
  - Cal's 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), Cal's 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, Cal's 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 Cal's pursuant to the aforementioned SEBI Order shall be reduced while computing the period in respect of the prohibition imposed vide this order.
3. However, the Company has filed an application in the Hon'ble Securities and Appellate Tribunal (SAT), against the abovementioned order of the SEBI, which process is undergoing. Further SEBI vide order dated 31/12/2014 has imposed restrictions on Mr. Deep Kumar Rastogi, executive chairman for a period of 10 years from the date of order, from accessing the capital market directly or indirectly and dealing in securities or instruments with Indian securities as underlying, in any manner, whatsoever.
4. It is pertinent to note that the resources including the Capital raised through GDR issue etc. have been fully utilised to pay capital advances related to purchase of equipment of Refineries and other corporate expenses incurred during the construction period. At this moment the Company has no operational project and hence no operational revenues accrues to the Company. The Company has been funding its day to day operations and statutory requirements through the funding received by way of unsecured loans from one of the related parties. It has now become difficult to continue receiving funding support from any other sources including by way of unsecured loans. In view of the complex statutory requirements and financial position of the Company, no lender other than the related party, is ready to lend money to the Company.

Further the Company's ability to raise funds has been restricted due to the adverse order of SEBI as explained in Note No.-02 above. In view of the current scenario the project contemplated is difficult to be made viable at least until significant funding is possible to this effect.

5. Status of investors complaints for the quarter ended March 31, 2017 :  
 Pending at the beginning : Nil Received : Nil Resolved: Nil Pending: Nil



6 The above financial results of the Company for the quarter ended March 31, 2017 have been reviewed by the audit committee of the Board and approved and taken on record by the Board of Directors at its meeting held on May 26, 2017.

7 Investors can view the Financial Results of the Company at the Company's website www.cals.in or at the websites of BSE (www.bseindia.com).

**PART II: Statement of Assets and Liabilities**

Particulars	Standalone	
	As at	
	31/03/2017	31/03/2016
	Audited	Audited
<b>A EQUITY AND LIABILITIES</b>		
<b>1 Shareholders' funds</b>		
(a) Share capital		
(b) Reserves and surplus	8,293.96	8,293.96
(b) Money received against share warrants	(8,518.78)	(6,500.38)
<b>2 Share application money pending allotment</b>		
<b>3 Non-current liabilities</b>	16.76	16.76
(a) Long-term borrowings		
(b) Deferred tax liabilities (Net)		
(c) Other Long term liabilities		
(d) Long-term provisions		
<b>4 Current liabilities</b>	0.42	0.39
(a) Short-term borrowings		
(b) Trade Payables	95.13	83.39
(A) total outstanding dues of micro enterprises and small enterprises; and		
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		
(c) Other current liabilities	112.89	114.47
(c) Short-term provisions	0.93	0.83
<b>TOTAL - EQUITY AND LIABILITIES</b>	0.01	0.01
<b>B ASSETS</b>	0.34	8.43
<b>1 Non-current assets</b>		
(a) Fixed assets		
(i) Tangible assets		
(ii) Intangible assets	0.22	0.31
(iii) Capital work-in-progress		
(iv) Intangible assets under development		
(c) Non-current Investments		
(c) Deferred tax assets (net)		
(d) Long-term loans and advances		
(e) Other non-current assets		7.71
<b>2 Current assets</b>		
(a) Current investments		
(b) Inventories		
(c) Trade receivables		
(d) Cash and cash equivalents		
(e) Short-term Loans & Advances	0.03	0.32
(e) Other current assets	0.09	0.09
<b>TOTAL - ASSETS</b>		
	0.34	8.43

See accompanying notes to the Financial Statements

**8 Contingent Liability:**

a. The Claim against the Company to the extent of Rs. 9.19 million pertains to M/s Thakurdas Khinraj Rathi & Ors. who has issued a notice to the Company demanding the aforesaid amount under a litigation relating to taking a premises (along with a garage), situated at 95A Marine Drive, Mumbai-400002, on lease and licence basis, in the year 2007-08. The dispute is ongoing and no settlement has yet taken place.

b. The amount of Rs. 5,862.11 million under Disputed Duties/Tax Demands pertains to the Income Tax orders issued for the A.Y. 2008-09 and 2014-15 for Rs. 5860.28 million and Rs. 1.83 million respectively. The assessment order for the A.Y. 2008-09 is related to the assessment u/s 148 w.r.t the issuance of GDRs, however assessment proceedings for A.Y. 2014-15 pertains to the normal assessment, i.e., assessment u/s 143 (3) of the Income Tax Act, 1961. The Company has filed appeals before the CIT (A) in the aforesaid matters.


9 Karan Nirman Udyog Private Limited have filed winding up petition in the Hon'ble High Court of Delhi at New Delhi, for the recovery of Rs. 5.00 million. The Company is contesting the matter, which decision is pending.

10 Figures for the previous periods are re-classified/ re-arranged/ re-grouped, wherever necessary.

For and On behalf of Board

Place: New Delhi  
Date: May 26, 2017

Deep Kumar Rastogi  
Executive Chairman  
(DIN: 01229644)





# VATSS & ASSOCIATES

CHARTERED ACCOUNTANTS

Auditor's Report On Quarterly Financial Results and Year to Date Results

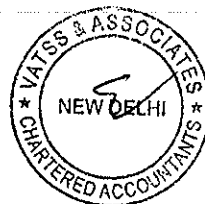
of

Cals Refineries Limited

(Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To Board of Directors of Cals Refineries Limited

1. We have audited the quarterly financial results of **Cals Refineries Limited** for the quarter ended **31<sup>st</sup> March'2017** and the year to date results for the period **1<sup>st</sup> April'2016 to 31<sup>st</sup> March'2017**, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25 / Ind AS 34), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued there under; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. **Qualified Opinion**  
Attention of the matters is invited regarding the financial statements of the company having been prepared on a Going Concern basis, notwithstanding that due to continuous losses incurred by the company during the past years and current year, the accumulated losses of the Company have far exceeded its Net Worth resulting in negative net worth on Balance Sheet date. The company has written-off a substantial part of its Fixed Asset during the previous year. This situation indicates the existence of a material uncertainty that may cast a significant doubt on the company's ability to continue as going concern.



**GURGAON**

# 906, Block-A, 9th Floor, The Arcadia, South City-II  
Sohna Road, Gurgaon-122018, Haryana, (INDIA)  
Tele-Fax: +91-124-4016906  
E-mail: gurgaon@vatss.com

**NEW DELHI**

# C-10, First Floor, Hari Nagar,  
New Delhi-110064 (INDIA)  
Tele-Fax: +91 1125497623, +91 1125490334  
E-mail: newdelhi@vatss.com

**FARIDABAD**

#30, Sector -15, Faridabad-121007,  
Haryana (INDIA)  
Ph.: +91-129-400 6575  
E-mail: faridabad@vatss.com

4. Without qualifying our opinion we draw attention to:
- (a) The Securities Exchange Board of India (SEBI) has initially put restriction on any further issue of equity shares or any other instruments convertible into equity shares or any other security by the Company for a period of ten years vide its interim order dated 21<sup>st</sup> September, 2011. In its final order dated 23<sup>rd</sup> October, 2013 the same order was upheld. The Company as on date of the final order has undergone such prohibition for approximately two years thus the restriction will be reduced effectively to eight years from the date of the final order. The Company is in appeal against the order of SEBI Dated 31<sup>st</sup> December, 2014 alleging siphoning of funds 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.
  - (b) The company has share application money pending allotment for a period of more than two years and cannot issue shares in view of the Order of SEBI as aforesaid.
  - (c) Trade payables appearing in the books of accounts are subject to confirmation and reconciliation, if any. One of the creditors, Karan Nirman Udyog Private Limited, to which Rs. 5 million payable has filed an winding up petition in the Hon'ble High Court of Delhi for the recovery of the said amount, the proceeding in the matter in undergoing, the company has challenged the payment of the said amount.
  - (d) The amount of Rs. 5,862.11 million under Disputed Duties/Tax Demands pertains to the Income Tax orders issued for the A.Y. 2008-09 and 2014-15 for Rs. 5860.28 million and Rs. 1.83 million respectively. The assessment order for the assessment year 2008-09 related to the assessment u/s 148 relating to the issuance of GDRs, however assessment proceedings for A.Y. 2014-15 pertains to the normal assessment, i.e., assessment u/s 143 (3) of the Income Tax Act, 1961. The Appeal is filed by the company.
5. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:
- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
  - (ii) give a true and fair view of the net loss and other financial information for the quarter ended **31<sup>st</sup> March'2016** as well as the year to date results for the period from **1<sup>st</sup> April'2016 to 31<sup>st</sup> March'2017**.

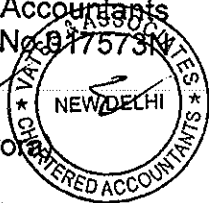
For VATSS & Associates.  
Chartered Accountants  
Firm Reg. No. 0177573N

  
(Suresh Arora)  
Partner

M/N: 090862

Place: New Delhi

Date: 26<sup>th</sup> May 2017


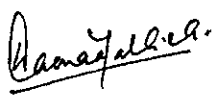
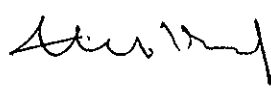
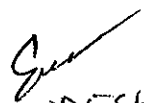


**Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2017**

**{See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016}.**

(Amount in Million)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total Income	0.40	0.40
	2	Total Expenditure	18.80	18.80
	3	Net Profit / (Loss)	(18.40)	(18.40)
	4	Earnings Per Share	(0.00)	(0.00)
	5	Total Assets	0.34	0.34
	6	Total Liabilities	225.14	225.14
	7	Net Worth	(224.80)	(224.80)
	8	Any other financial item(s) ( as felt appropriate by the management)	NIL	NIL
II.	Audit Qualification (each audit qualification separately) :			
	a.	Details of Audit Qualification :  "Attention of the matters is invited to regarding the financial statements of the Company having been prepared on a Going Concern Basis, notwithstanding that due to continuous losses incurred by the Company during the past years and current year, the accumulated losses of the Company have far exceeded its Net Worth resulting in negative net worth on Balance Sheet date. The Company has written-off a substantial part of its Fixed Assets during the previous year. This situation indicates the existence of a material uncertainty that may cast a significant doubt on the Company's ability to continue as going concern."		
	b.	Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion		
	c.	Frequency of Qualification : Appearing Since 2014-15		
	d.	For Audit Qualification (s) where the impact is quantified by the auditor, Management's view: N.A.		
	e.	For Audit Qualification (s) where the impact is not quantified by the auditor :		
		(i) Management's estimation on the impact of audit qualification : N.A.		
		(ii) If management is unable to estimate the impact, reasons for the same:  The Company is contesting various legal battles, e.g. Appeal against the SEBI's Order 23 <sup>rd</sup> October, 2013 before Securities Appellate Tribunal, Appeal against Income Tax Order w.r.t. A.Y. 2008-09, 2009-10 and 2014-15 at Commissioner of Income Tax (Appeal), which final decision is yet to come. SFIO investigation is also in the process. The decisions of the authorities in these cases in unpredictable, but		

	<p>will materiality affect the capability of the Company to operate. If the Orders are in favour of the Company, it may consider starting operations as may be viable in given circumstances, if orders are negative, then there are least chances of recovery of the Company's state of affairs. As the management cannot predict the outcome of legal cases and proceedings, Impact cannot be precisely measured. However, by losing the status of going concern, in case of such negative orders, the assets and liabilities shown in the balance sheet may not be realised or settled.</p>
	<p>(iii) Auditors' Comments on (i) or (ii) above :</p> <p>The management's comments are self-explanatory. We do not have anything to add to the same.</p>
<p><b>Signatories :</b></p>	
	<p><b>Whole Time Director</b></p> 
	<p><b>CFO</b></p> 
	<p><b>Audit Committee Chairman</b></p> 
	<p><b>Statutory Auditor</b></p>  <b>CSURESH ARORA</b>
	<p><b>Place : New Delhi</b></p>
	<p><b>Date : May 26, 2017</b></p>