



Ref: CALS/ST.EX./2014-15

27.05.2016

**BOMBAY STOCK EXCHANGE LIMITED
DEPARTMENT OF CORPORATE SERVICES**

FLOOR 25, PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET
MUMBAI-400001

Our Scrip Code: 526652

Dear Sir,

Subject: Outcome of Board of Director's Meeting

Please be informed that the Board of Directors at their meeting held today at the Regd. Office of the Company i.e. 209, Suneja Tower-II, District Center, Janakpuri, New Delhi- 110058, had decided/ approved the followings:

1. Approved the Audited Financial Statement of the Company for the financial year ended 31st March, 2016.
2. Pursuant to the provisions of Regulation 33 of SEBI Listing Obligation and Disclosure Requirements), Regulations, 2015, Board of Directors have approved and taken on record the Audited Financial Results for the fourth quarter and year ended on 31st March, 2016, Copy of the said quarterly Results, along with Audit Report on the same as required under the said Regulations and form A & B for Audit Report with unmodified and modified Opinion, are enclosed.
3. Pursuant to section 149 of the Companies Act, 2013, read with Regulation 17 (1) and 25 (6) of the SEBI's Listing Regulations, the Board has appointed Mrs. Monika Moorjani, as an additional Director in Non-Executive Independent Category with effect from 27th May, 2016.

This is for your necessary information and records.

Thanking You,

Yours Faithfully,

For Cals Refineries Limited


(Suvindra Kumar)
Company Secretary

Encl: a.a



ACS - 22747.

CALS REFINERIES LIMITED

CIN. No: L51909DL1984PLC018775

Regd Off: 209, 2nd Floor, Suneja Tower-II, District Center, Janakpuri, New Delhi-110058, India

Phone: +91 (11) 45067736 Email: info@calsrefineries.com Web: www.cals.in

CALS REFINERIES LIMITED

Regd. Office : 209, Suneja Tower 2, District Centre, Janakpuri, New Delhi 110 058

Statement of Standalone Audited Results for the Quarter and Year Ended 31/03/2016

(Rs. in million)

S. No	Particulars	Quarter ended	Preceding Quarter ended	Corresponding Quarter ended	Current Year ended	Previous year ended
		(31-03-2016)	(31-12-2015)	(31-03-2015)	(31-03-2016)	31/03/2015
		Audited	Unaudited	Audited	Audited	Audited
1	(a) Net Sales/Income from Operations (Net of excise duty)	-	-	-	-	-
	(b) Other Operating Income	-	-	-	-	-
	Total income from operations	-	-	-	-	-
2	Expenses					
	(a) Cost of Material consumed	-	-	-	-	-
	(b) Purchase of stock-in-trade	-	-	-	-	-
	(c) Change in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-
	(d) Employees benefit expenses	0.86	0.57	1.72	3.62	6.47
	(e) Depreciation and amortisation expenses	(0.04)	0.08	0.09	0.22	0.38
	(f) Other expenses (Any item exceeding 10% if the total expenses)	5.45	0.98	1.05	11.82	8.29
	Total Expenses	6.27	1.63	2.86	15.66	15.14
3	Profit / (Loss) from Operations before Other Income, Finance cost and Exceptional Items (1-2)	(6.27)	(1.63)	(2.86)	(15.66)	(15.14)
4	Other Income	3.02	-	0.16	3.02	0.16
5	Profit/(Loss) from ordinary activities before finance cost and Exceptional Items (3+4)	(3.26)	(1.63)	(2.70)	(12.64)	(14.98)
6	Finance Cost	-	-	-	-	-
7	Profit/(Loss) from ordinary activities after Finance cost but before Exceptional Items (5-6)	(3.26)	(1.63)	(2.70)	(12.64)	(14.98)
8	Exceptional items	-	-	5,261.23	-	5,587.67
9	Profit/(Loss) from Ordinary Activities before tax (7-8)	(3.26)	(1.63)	(5,263.92)	(12.64)	(5,602.65)
10	Tax expense	-	-	-	-	-
11	Net Profit/(Loss) from Ordinary Activities after tax (9-10)	(3.26)	(1.63)	(5,263.92)	(12.64)	(5,602.65)
12	Extraordinary items (net of tax expense)	-	-	-	-	-
13	Net Profit(+)/Loss(-) for the period (11-12)	(3.26)	(1.63)	(5,263.92)	(12.64)	(5,602.65)
14	Share of Profit/(Loss) of associates	-	-	-	-	-
15	Minority Interest	-	-	-	-	-
16	Net Profit/(Loss) after taxes, minority interest and share of profit/(loss) of associates (13+14+15)	(3.26)	(1.63)	(5,263.92)	(12.64)	(5,602.65)
17	Paid-up equity share capital (Equity Share of ₹ 1 each)	8,293.96	8,293.96	8,293.96	8,293.96	8,293.96
18	Reserve excluding Revaluation Reserves as per balancesheet of previous accounting year				(8,500.36)	(8,487.72)
19	Earnings/(Loss) Per Share (EPS) (of ₹ 1/- each)					
	a) Basic	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
	a) Diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
	a) Basic (before exceptional items)	(0.00)	(0.00)	(0.64)	(0.04)	(0.68)
	b) Diluted (before exceptional items)	(0.00)	(0.00)	(0.64)	(0.04)	(0.68)

Notes :-

- Cals Refineries Limited ("the Company") has plans to set up a Crude Oil Petroleum Refinery (*the project*). The Company has raised Rs. 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.
- The Securities and Exchange Board of India has issued an Order against the Company. The Order dated October 23, 2013 mainly states that:
 - Cals shall not issue equity shares or any other instrument convertible into equity shares or any other security, for a period of ten years.
 - Vide the Interim Order dated September 21, 2011 (later confirmed through the Confirmatory Order on December 30, 2011), Cals was directed not to issue equity shares or any other instrument convertible into equity shares or alter their capital structure in any manner till further directions. In this context, Cals has already undergone the prohibition imposed vide the Interim Order for a period of approximately two years. In view of this factual situation, it is clarified that the prohibition already undergone by Cals pursuant to the aforementioned SEBI Order shall be reduced while computing the period in respect of the prohibition imposed vide this order.
- However, the Company has filed an application to the Hon'ble Securities and Appellate Tribunal (SAT), against the abovementioned order of the SEBI, which process is undergoing. Further SEBI vide order dated 31/12/2014 has imposed restrictions on Mr. Deep 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.
- 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.
- Status of investors complaints for the quarter ended March 31, 2016 :
Pending at the beginning : Nil Received : Nil Resolved: Nil Pending: Nil
- The above financial results of the Company for the quarter ended March 31, 2016 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 27, 2016.
- 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).



8 Standalone Statement of Assets and Liabilities

(Rs. in million)

Sr. No.	Particulars	As at Mar 31, 2016 Audited	As at Mar 31, 2015 Audited
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	8,293.96	8,293.96
	(b) Reserves and surplus	(8,500.36)	(8,487.72)
2	Share application money pending allotment	15.76	15.76
3	Non-current liabilities		
	(a) Long-term provisions	0.38	1.50
4	Current liabilities		
	(a) Short-term borrowings	83.39	70.76
	(b) Trade payables	114.47	113.14
	(c) Other current liabilities	0.83	1.00
	(d) Short-term provisions	0.01	0.04
	TOTAL - EQUITY AND LIABILITIES	8.44	8.44
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	0.32	0.53
	(b) Long-term loans and advances	7.71	7.71
2	Current assets		
	(a) Cash and cash equivalents	0.32	0.18
	(b) Short-term loans and advances	0.09	0.02
	TOTAL - ASSETS	8.44	8.44

9 The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year ended on 31/03/2016 and the published year to date figures upto the third quarter of the said financial year.

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

Place: New Delhi
Date: May 27, 2016

For and On behalf of Board

Deep Kumar Rastogi
Executive Chairman
(DIN : 01229644)

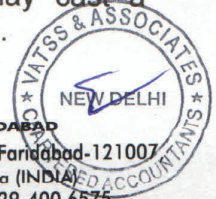




Auditor's Report On Quarterly Financial Results and Year to Date Results
of
Cals Refineries Limited
(Pursuant to the Regulation 33 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015)

To Board of Directors of Cals Refineries Limited

1. We have audited the quarterly financial results of **Cals Refineries Limited** for the quarter ended **31st March'2016** and the year to date results for the period **1st April'2015 to 31st March'2016**, 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.






VATSS & ASSOCIATES

CHARTERED ACCOUNTANTS

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 21st September, 2011. In its final order dated 23rd 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 31st 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. Consequent impact if any will be considered as and when determined.
 - (d) Re-opening of Assessment for F.Y 2007-08 (A.Y. 2008-09) U/s 148 of Income Tax Act, 1961, was initiated against the Company. The Company is contesting the case and the assessment proceeding s under process. The matter is referred to Transfer Pricing Officer to determine the Arm length price for the International Transaction. The final order from the A.O as well the Transfer Pricing officer is awaited. The impact on the order will be considered as and when order received from the department.
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 **31st March'2016** as well as the year to date results for the period from **1st April'2015 to 31st March'2016**.

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


(Suresh Arora)
Partner
M/N: 090862
Place: New Delhi
Date: 27-5-2016

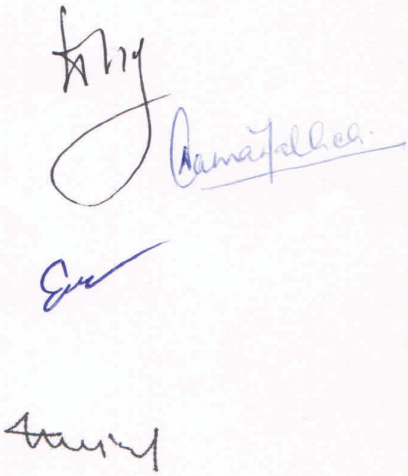


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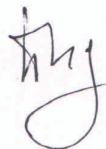
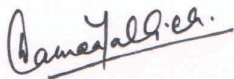
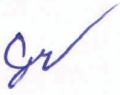
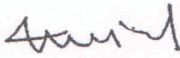
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FORM A

1.	Name of the Company	CALS Refineries Limited
2.	Annual financial statements for the year ended	31 st March, 2016
3.	Type of Audit Observation	Un-Modified /Emphasis of Matter
4.	Frequency of Observation	Point No. a is appearing since 2013-14 Point No. b and c are appearing since 2014-15 Point No. d is appearing first time.
5.	<p>To be Signed by-</p> <ul style="list-style-type: none"> • Deep Kumar Rastogi (Executive Chairman) • Raman Mallick CFO • Suresh Arora (For VATSS & Associates, Auditors of the Company) • Sameer Rajpal (Audit Committee Chairman) 	

FORM B

1.	Name of the Company	CALS Refineries Limited
2.	Annual Financial Statements for the year ended	31 st March, 2016
3.	Type of Audit Qualification	Qualified/ Disclaimer of Opinion /Adverse
4.	Frequency of qualification	The matter has been qualified for the first time.
	Draw attention to relevant notes in annual financial statements and management response to the qualification in the Directors Report	<p>Attention of the matters is invited to note no. 27(d) of the notes to accounts 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 a Going concern.</p> <p><u>Management's Response:</u> Annexure-I attached.</p>
	Additional comments from the Board/Audit Committee Chairman	
5.	<p>To be Signed by-</p> <ul style="list-style-type: none"> • Deep Kumar Rastogi (Executive Chairman) • Raman Mallick CFO • Suresh Arora (For VATSS & Associates, Auditors of the Company) • Sameer Rajpal (Audit Committee Chairman) 	   

MANAGEMENT'S REPOSE

The Board considered the Auditor's qualification and recorded its comment as below:

The board noted qualified opinion of the Auditors raising the concern on the ability of the Company to continue as going concern.

It is a matter of record that the Losses suffered during the previous years were on account of expenses incurred as pre-operational expenses of the project since 2011 during its project implementation phase. In 2011 SEBI has issued its interim order prohibiting the Company from entering into the capital market, or issuing any kind of securities and altering its capital structure. This order hugely impacted the capacity of the Company to raise funds and thus the project implementation process got slowed. The aforesaid order of the SEBI was further confirmed by the Final order dated 23rd October, 2013. The said order has been challenged at Securities and Appellate Tribunal, for which the proceeding is going on. This restrictive order has brought this Company to be in a position where no project could be implemented and no source of income could be generated till date, which has in turn resulted into the accumulated losses for the Company over the year.

Before taking decision of such writing off of substantial part of the Fixed Assets during the previous financial year, the Board also took note of the auditor's Observation, which was made by them in the meeting held on 10th February, 2015. The Board recorded the fact that the writing off of the Fixed Assets were required and mandated to give a true and fair picture of the financial statement.

The Board further took legal opinion on this matter from one of the leading law houses in Delhi, and after considering the various aspects of the legal opinion and also after considering the possibilities of recovery of the Capital advances or the enforceability of such Contracts (including novation), consented to write off these advances.

*However, the Supreme Court Judgment of **Salim Akbarali Nanji Vs Union of India (UOI) and Ors was taken note of;** In this case it was held that the concept of writing off debts is an internal management/ accounting procedure to clean up the balance sheet of a company. Such procedure/ decision to write off an advance/ debt can be resorted to even in cases where a party has not exhausted all the avenues for recovery of dues. It has no impact on the right of a party to proceed against the opposite party. Nor does it bar or render non-maintainable recovery proceedings.*

The board recorded that the decision of writing off is necessary to give true and fair view of the financial statement of the Company, the Board decided to write off other Fixed Assets and advances, which is having similar nature as aforesaid and accordingly various advances, fixed assets and Pre-operative expenses were written off by the Board. Details of write offs are appropriately explained in the notes to the accounts.

The management is hoping to receive a favourable order from the SAT proceedings, which Company has initiated against the restrictive orders of the SEBI, which will positively impact the future of the Company. In view of the willingness to start the project once the favourable business conditions are in, the Management has taken stand to continue the accounting the business as Going Concern.

