



28<sup>th</sup>

Annual Report  
2011- 2012

**CALS REFINERIES LIMITED**

**BOARD OF DIRECTORS**

MR. SARVESH KUMAR GOORHA  
MR. ALEXANDER WALTER SCHWEICKHARDT  
MR. DEEP KUMAR RASTOGI  
MR. D. SUNDARARAJAN  
MR. SAMEER RAJPAL

DIRECTOR  
DIRECTOR  
EXECUTIVE CHAIRMAN  
MANAGING DIRECTOR  
DIRECTOR (Appointed on January 11, 2012)

**VICE PRESIDENT (LEGAL) &  
COMPANY SECRETARY**

MR. SANJAY KUMAR JAIN

**BANKERS**

AXIS BANK LIMITED

**AUDITORS**

M/S ARUN KUMAR GUPTA & ASSOCIATES, NEW DELHI

**REGISTERED OFFICE**

21 BASANT LOK COMPLEX,  
VASANT VIHAR,  
NEW DELHI 110 057.

**REGISTRAR & SHARE TRANSFER AGENTS**

MCS LIMITED,  
F-65 OKHLA INDUSTRIAL AREA PHASE I,  
NEW DELHI 110 020.

**LISTING OF SECURITIES**

THE BOMBAY STOCK EXCHANGE,  
PHIROZE JEEJEEBHOY TOWERS,  
25TH FLOOR, DALAL STREET,  
MUMBAI - 400 001.

LUXEMBOURG STOCK EXCHANGE, (GDR),  
11, AVENUE DE LA PORTE-NEUVE, L-2227,  
LUXEMBOURG.

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NOTICE IS HEREBY GIVEN that the 28<sup>th</sup> Annual General Meeting of the members of Cals Refineries Limited will be held on Wednesday, September 26, 2012 at 10.30 a.m. at Executive Club, Dolly Farms & Resorts 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110 074, to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as on March 31, 2012 and Statement of Profit and Loss for the year ended on that date together with the reports of Directors' and Auditors' thereon.
2. To reappoint Mr. Deep Kumar Rastogi who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors 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. 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, inter alia, of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof), for the time being in force, Mr. Sameer Rajpal be and is hereby appointed Director of the Company liable to retire by rotation."

By Order of the Board of Directors

New Delhi  
August 13, 2012

(Sanjay Kumar Jain)  
Vice President (Legal) & Company Secretary

**NOTES**

1. A member entitled to attend and vote at this Annual General Meeting may 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 later than 48 hours before this Annual General Meeting. A form of proxy is given at the end of this Annual Report.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 19, 2012 to Wednesday September 26, 2012 (both days inclusive).
3. The members are requested to:
  - a. bring their copy of Annual Report at the Annual General Meeting.
  - b. bring the attendance slip duly filled in for attending the Meeting.
  - c. I. **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, 1st Floor, Okhla Industrial Area Phase I, New Delhi-110 020 quoting their folio number.
  - II. **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.
  - d. 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.
4. 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.

5. 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**
**Item No. 4**

The Board of Directors of the Company (the Board), had, at its meeting held on January 11, 2012 co-opted, pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act) and Article 85 of the Articles of Association of the Company, Mr. Sameer Rajpal as an Additional Director of the Company.

In terms of the provisions of Section 260 of the Act, Mr. Sameer Rajpal would hold office up to the date of next Annual General Meeting.

The Company has received a notice in writing from a member alongwith a deposit of ₹ 500/- proposing the candidature of Mr. Sameer Rajpal for the office of Director of the Company, under the provisions of Section 257 of the Act.

Mr. Sameer Rajpal, a Person of Indian Origin, is a Canadian citizen. He did his Bachelors 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 does not hold any other directorship.

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 except Mr. Sameer Rajpal is, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

New Delhi  
August 13, 2012

(Sanjay Kumar Jain)  
Vice President (Legal) & Company Secretary

**NOTES ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49VI(A) OF THE LISTING AGREEMENT ENTERED INTO WITH THE BOMBAY STOCK EXCHANGE**

At the ensuing Annual General Meeting, Mr. Deep Kumar Rastogi retires by rotation and being eligible, offers himself for reappointment and Mr. Sameer Rajpal will be appointed as director of the Company.

**Mr. Deep Kumar Rastogi** – He is a Promoter Director of the Company. He is into trading business and having more than 44 years of experience. He is on the Board of following Companies.

- Nyra Holdings Private Limited
- SRM Exploration Private Limited
- SRM Branding Solution Private Limited
- Spice Energy Private Limited
- India One Hotels Private Limited
- Team India Motor Racing Private Limited
- India Gammachin Limited
- BND Gas Private Limited
- Spice Exploration Private Limited
- Spice Oil Gas Private Limited
- Metropolitan Gas Private Limited

**Mr. Sameer Rajpal** - Mr. Sameer Rajpal, a Person of Indian Origin, is a Canadian citizen. He did his Bachelors 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 does not hold any other directorship.

The Directors present herewith the Twenty Eighth Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2012.

**FINANCIAL RESULTS**

	(₹ in Millions)	
Description	2011-12	2010-11
Other Income	7.74	-
Total Revenue	7.74	-
Employee Benefits Expense	9.76	-
Finance Cost	8.13	-
Depreciation & Amortization Expenses	1.44	-
Other Expenses	29.53	-
Total Expenses	48.86	-
Profit/(Loss) before exceptional and extraordinary items and tax	(41.12)	-
Extra-ordinary Items	2643.05	-
Profit/(Loss) before Tax	(2,684.17)	-
Tax Expense	-	-
Loss for the year	(2,684.17)	-

**DIVIDEND**

As the Company is in the process of implementing the refinery project and there is no operating income, your directors have not recommended any dividend.

**PROGRESS OF THE PROJECT**

During the second half of financial year 2011-12, the progress on implementation of the project had been considerably slowed down because of events beyond the control of the management. The Company had during the previous financial year tied up with Hardt group, for import of certain refining equipments managed by it at a total cost of US\$ 417 million, out of which a major portion amounting to US\$ 317 million was to be settled by issuing equity in the form of Global Depository Receipts (GDRs). The said arrangement, apart from reducing the cash outflow burden would have enabled the Company to tie up substantial portion of the equity requirement for funding the project. Apart from the proposed GDR issue as above, Hardt group, through Abboro Limited, Cyprus, has infused funds to the extent of ₹136.53 million in the Company which enabled the Company to restart the project activities.

The Company had submitted its application to the Foreign Investment Promotion Board (FIPB), Ministry of Finance, seeking their approval for issuance of such GDR to Hardt group. Though FIPB had approved the allotment in their meeting held on May 20, 2011, the matter was recommended by them to the Cabinet Committee on Economic Affairs (CCEA) as the size of the issue exceeded ₹ 12,000 million.

However in the interim, Securities and Exchange Board of India (SEBI), while dealing with certain entities in case of market manipulation by issue of GDRs, had vide 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 our 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 SEBI order has resulted in the Company not being able to proceed with the proposed GDR issue and tie up its Equity. Consequent to SEBI's order, FIPB has also withdrawn its recommendation to CCEA and kept the proposal pending at its end.

The Company had requested Foreign Investment Promotion Board (FIPB) to hold the proposal till receipt of favourable orders from SEBI. However, FIPB, vide its letter dated July 23, 2012 informed the company that it is not acceding to its request as the FDI Policy effective from April 1, 2012 does not allow issue of equity against import of second hand equipments. The Company has, on July 31, 2012 requested FIPB to reconsider its decision as the earlier approval was based on FDI Policy dated April 1, 2011, which allowed the issue of such equity. A favourable response is expected.

Subsequent to the confirmatory order of December 30, 2011, SEBI had called for additional information in January 2012 and also summoned the Managing Director for a personal appearance, which was complied with and all queries of SEBI were replied to. The final order from SEBI in this regard is expected shortly and the project activities are expected to re-commence no sooner the orders from SEBI are received.

During March 2011, the Contract for Purchase and sale of Assets related to a decommissioned 90000 bpd Oil Refinery with Lohrmann International GmbH (Lohrmann) was renegotiated whereby the scope of the contract was amended to exclude auxiliary technical services and consultancy services besides reduction in the purchase price for the contract with the stipulation to make the balance payment by May 23, 2011. Since the Company did not have any credit limits it approached one of the potential EPC Contractors, who had agreed to utilize their Bank limits to open the necessary LCs in favour of Lohrmann. However when the application for the LC was submitted, the bankers had insisted on credit worthiness of Lohrmann, which when submitted was not found satisfactory by the banks and the Company lost precious time in setting things right. The supplier could not accede to the Company's request for further extension of time as they had to fulfil their back-to-back commitments and as a result the said contract was terminated with the amounts paid as advance being forfeited. Though the Management had tried to salvage certain important equipment from other sources, it was not successful due to the resources constraints.

The other vendors, with whom contracts had been entered into, for purchase of auxiliary and balancing equipments, have confirmed the availability of these equipments and once a favourable SEBI order is received and financial tie up for the project is completed, these contracts will be revalidated and renegotiated.

The Company had requested West Bengal Industrial Development Corporation Limited (WBIDC) to allow time upto March 31, 2012 for complying with the conditions stipulated by it for handing over the permissive possession of land. Though WBIDC allowed extension of permissive possession it was subject to certain preconditions including payments of interest and achievement of financial closure within a stipulated time. Considering that the time allowed was too short for compliance of these conditions, more particularly since the capacity of the project had also doubled entailing additional costs, the Company had again requested WBIDC to extend the time limit upto March 31, 2012, which was not acceded to by WBIDC resulting in withdrawal of the the permissive possession. However it is understood that the land at Haldia is still available and once the outstanding issues are addressed, WBIDC would have no objections to handing over the permissive possession of land to the Company.

In the interim Hardt group has extended its contracts with the Company and has also expressed keenness to arrange for necessary funds to clear the dues of WBIDC. However as the

SEBI order is still subsisting, the funds can be infused only after order from SEBI is received.

The detailed project report for the refinery project has been updated by M/s Chemtex Global Engineers Pvt. Ltd. Based on the desired configuration. Hardt group is in the process of discussions with leading European contractors for implementation of the project on turnkey EPC basis.

#### **DIRECTORS**

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

Mr. Sameer Rajpal was co-opted as Additional Director on the Board of the Company with effect from January 11, 2012 and as such holds office upto the ensuing Annual General Meeting. Notice from a shareholder together with necessary deposit proposing his name as Director has been received.

Mr. B. Srinivasa Rao, Director of the Company retired from the Board on September 27, 2011. Your directors record their appreciation for the services and support rendered by him during his tenure on the Board of the Company.

#### **FIXED DEPOSITS**

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

#### **CORPORATE GOVERNANCE**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a compliance report on Corporate Governance is annexed as part of the Annual Report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to the Directors' 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, 2012, the applicable Accounting Standards have been followed;
2. That the Company has selected appropriate accounting policies and applied them consistently and made judgement 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, 2012 have been prepared on a going concern basis.

#### **CODE OF CONDUCT**

The Code of Conduct, as adopted by the Board of Directors, is applicable to all Directors, Senior Management and Employees of the Company. This Code is based on fundamental principles, viz. good corporate governance and good corporate citizenship. The Code covers Company's commitment to sustainable development, concern for occupational health, safety and environment, a gender friendly workplace, transparency and auditability and legal compliance.

#### **AUDITORS' REPORT**

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

#### **AUDITORS**

The Members of the Company in the Annual General Meeting held on September 27, 2011 had appointed M/s. Walker Chandio & Co., Chartered Accountants, New Delhi and M/s. Arun K. Gupta & Associates, Chartered Accountants, New Delhi as Statutory Auditors of the Company for the financial year ending March 31, 2012.

When the Company informed M/s Walker Chandio & Co., Chartered Accountants about their appointment, they have expressed their inability to be the auditors for the Financial Year ending March 31, 2012 vide their letter October 25, 2011. In view of this, M/s. Arun K. Gupta & Associates, Chartered Accountants who had accepted the appointment, continued to be the sole Statutory Auditors of the Company for the financial year ending March 2012.

M/s. Arun K. Gupta & Associates, Chartered Accountants, New Delhi retire at the forthcoming Annual General Meeting and have been auditors for the last four Financial Years. In line with the guidelines on the Corporate Governance the Audit Committee and Board has recommended to appoint new Auditor for the financial year 2012-13. Accordingly, it is proposed to appoint M/s. Kanu Doshi Associates, Chartered Accountants, Mumbai as Company's Statutory Auditors for the Financial Year 2012-13.

#### **LISTING OF SECURITIES**

Your Company's securities are currently listed with Bombay Stock Exchange. The Company's Global Depository Receipts (GDRs) are listed at Luxembourg Stock Exchange. The Company has paid the listing fees to Bombay Stock Exchange and Luxembourg Stock Exchange for the financial year 2012-2013 and Calendar Year 2012 respectively.

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

The prescribed details as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to our type of Company.

#### **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.

#### **FOREIGN EXCHANGE**

The details of the foreign exchange earnings and out go during the year have been given in the significant accounting policies and notes to accounts.

#### **ACKNOWLEDGEMENT**

The Directors have pleasure in recording their appreciation of the assistance extended to the Company by various officials of the Central Government, the State Government and participating Financial Institutions. The Directors would like to express their appreciation of the co-operation extended by the Company's bankers and employees.

For and on behalf of the Board

New Delhi  
August 13, 2012

**Deep Kumar Rastogi**  
Executive Chairman

To

**The Members of Cals Refineries Limited,**

We have examined the compliance of conditions of Corporate Governance by Cals Refineries Limited, for the year ended March 31, 2012, 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no Share Transfer Cum grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders'/Investors' Grievance Committee.

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

**M.V. Sreenivas & Associates**  
Company Secretaries

(M.V. Sreenivas)  
Proprietor  
Membership No. 2342  
CP No. 2771

New Delhi  
August 13, 2012

The Company is in compliance with clause 49 of its listing agreements with the Stock Exchange and the Indian Corporate Governance Rules applicable to it.

From March 31, 2001 various Corporate Governance provisions became applicable to all members of the BSE 200 and the S&P, C&X and Nifty indices, as well as to all newly listed companies. In March 2002, this requirement was extended to companies with paid up capital of over ₹ 100,000,000 all of which have had a net worth of over ₹ 250,000,000. In March 2003 the capital threshold was reduced to ₹ 30,000,000. All companies are required to submit quarterly compliance reports to the stock exchanges on which their shares are listed within 15 days of the end of each financial quarter, including reports on the following areas:

**1. Company's Philosophy on Code of Governance**

Your Company believes that adoption of good Corporate Governance practice ensures accountability of the persons in-charge of the Company and ensures benefits to all the stakeholders including shareholders, employees, Government agencies and authorities, lenders and suppliers. The Company lays strong emphasis on these aspects of the Corporate Governance along with independent supervision to ensure accountability and increase in the stakeholder values.

**2. Board of Directors**

The Board of Directors consists of 5 directors.

Composition and category of Directors is as follows:

Category	Name of the Directors
Promoter Director	Deep Kumar Rastogi
Non Executive Independent Directors	Sarvesh Kumar Goorha Alexander Walter Schweickhardt Sameer Rajpal*
Whole Time Director	D. Sundararajan

\*Appointed w.e.f. January 11, 2012

Attendance of each Director at the Board Meetings, last Annual General Meeting and Number of other Directorship and Chairmanship/ Membership of Committee of each Director in various companies including the Company:

Name of The Director	Attendance Particulars		No. of other Directorships and Committee Member/Chairmanship		
	Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Sarvesh Kumar Goorha	5	Yes	2	5	3
Deep Kumar Rastogi	5	Yes	11	3	-
B. Srinivasa Rao*	2	-	2	5	3
D. Sundararajan	5	Yes	2	2	1
Alexander Walter Schweickhardt	1	Yes	6	5	-
Sameer Rajpal**	1	-	-	2	-

\*Retired on September 27, 2011

\*\* Appointed w.e.f. January 11, 2012



**Number of Board Meetings held and the dates on which held**

During the year, five Board Meetings were held on May 30, 2011, August 10, 2011, September 27, 2011, November 14, 2011 and January 11, 2012.

**3. Committees of the Board**
**(a) Audit Committee**

The terms of reference stipulated by the Board to the Audit Committee are, as contained under Clause 49 of the Listing Agreement, as follows:

- a. To oversee financial reporting and disclosure process.
- b. To recommend the appointment and removal of statutory auditors and decide their remuneration.
- c. To review financial results and statements, before submission to the Board, focussing primarily on -
  - Any change in accounting policies and practices.
  - Major accounting entries, based on exercise of judgment by the management.
  - Qualifications in the draft audit report.
  - Significant adjustments arising out of the audit.
  - Going concern assumption.
  - Compliance with accounting standards.
  - Compliance with Stock Exchange and legal requirements concerning financial statements.
  - 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.
- d. to oversee adequacy of internal control systems.
- e. Reviewing adequacy of internal audit function, coverage and frequency of internal audit report.
- f. Discussion with internal auditors and concurrent auditors on any significant findings in their reports and follow up thereon.
- g. Discussion with external auditors before audit commences, as regards nature and scope of audit, as well as having post audit discussions to ascertain any areas of concern.
- h. Reviewing the Company's financial and risk management policies.

During the year, the Committee has met three times on May 30, 2011, August 10, 2011 and January 11, 2012.

The Board of the Company has reconstituted the Audit Committee, comprising of, Mr. Sarvesh Kumar Goorha, Mr. Sameer Rajpal and Mr. Alexander Walter Schweickhardt which meets with the requirements under Section 292A of the Companies Act, 1956. Mr. Sarvesh Kumar Goorha is the Chairman of Audit Committee.

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

Name of Committee Member	No. of meetings held	No. of meetings attended
B Srinivasa Rao*	3	2
Sarvesh Kumar Goorha	3	3
Alexander Walter Schweickhardt	3	-
Sameer Rajpal#	1	1

\* Ceased to be member w.e.f. September 27, 2011

#Appointed member w.e.f. January 11, 2012

**(b) Remuneration Committee**

The Board has reconstituted the Remuneration Committee comprising of Mr. Sarvesh Kumar Goorha, Mr. Alexander Walter Schweickhardt and Mr. Sameer Rajpal. Mr. Sarvesh Kumar Goorha chairs the Committee. The Committee did not meet during the year.

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

Mr. Deep Kumar Rastogi, Executive Chairman and Mr. D. Sundararajan, Managing Director, have opted not to take any managerial remuneration.

Mr. Alexander Walter Schweickhardt has too opted not to take any sitting fees. The sitting fees paid to other Directors for the year ended March 31, 2012 are as follows:

Name of Director	Sitting Fees (₹)
Mr. B. Srinivasa Rao	20,000
Mr. Sarvesh Kumar Goorha	50,000
Mr. Sameer Rajpal	10,000

**(c) Share Transfer cum Shareholders'/Investors' Grievance Committee**

The Board of the Company has reconstituted Share Transfer cum Shareholders'/Investors' Grievance Committee, comprising of Mr. Sarvesh Kumar Goorha and Mr. Deep Kumar Rastogi. The members of the Committee have opted not to take the sitting fees for Share Transfer cum Shareholders'/Investors' Grievance Committee meetings.

The Committee, inter-alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfers.

During the financial year the Company has received 7 complaints from the shareholders and 4 complaints have been resolved by furnishing requisite information/documents. There were 3 complaints pending as on March 31, 2012.

The Board has designated Mr. S.K. Jain, Company Secretary, as the Compliance Officer.

**4. General Body Meetings**

Location and time for last three (3) Annual General Meetings were:

Year	AGM	Location	Date	Time
2010-2011	AGM	Executive Club, Dolly Farms & Resorts 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110 074	27.09.2011	10.30 a.m.
2009-2010	AGM	Executive Club, Dolly Farms & Resorts 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110 074	28.07.2010	10.30 a.m.
2008-2009	AGM	Executive Club, Dolly Farms & Resorts 439, Village Shahurpur, P.O. Fatehpur Beri, New Delhi 110 074	16.09.2009	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 either in AGM/EGM or through Postal Ballot:**

**2011-2012**
**AGM**

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

**2010-2011**
**AGM**

Preferential Allotment of 188,800,000 equity shares of ₹ 1/- each to Nyra Holdings Private Limited, at par for cash under Section 81(1A) of Companies Act, 1956.

**2009-2010**
**AGM**

Appointment of Mr. Ramesh Bhosale as Whole Time Director designated as Chief Finance Officer for a term of five years w.e.f. February 1, 2009 as per the terms and conditions set out in the respective notice of the AGM

**Resolutions Passed by Postal Ballot Notice dated March 28, 2011**

Seven resolutions were passed through Postal Ballot, details of which are as follows:

**Resolution No. 1**

Alteration of Article 3 of capital Clause in Articles of Association.

**Resolution No. 2**

Issue of Equity shares under Section 81(1A) of the Companies Act, 1956 to Nyra Holdings Private Limited up to ₹ 60,000,000 at par for cash.

**Resolution No. 3**

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

**Resolution No. 4**

Issue of Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs)/Foreign Currency Convertible Bonds (FCCB)/QIPs/Other Securities under Section 81(1A) of the Companies Act, 1956 up to US \$ 175 million to Tagore Investments S.A. against purchase of refinery.

**Resolution No. 5**

Issue of Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs)/Foreign Currency Convertible Bonds (FCCB)/QIPs/Other Securities under Section 81(1A) of the Companies Act, 1956 up to US \$ 142 million to Amber Energy S.A against purchase of refinery.

**Resolution No. 6**

Appointment of Mr. D. Sundararajan, Whole Time Director designated as Managing Director.

**Resolution No. 7**

Appointment of Mr. Deep Kumar Rastogi, Whole Time Director designated as Executive Chairman.



**Postal Ballot Process:**

The Postal Ballot process was undertaken in accordance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001.

Mr. M. V. Sreenivas, a Practicing Company Secretary, New Delhi was appointed as the Scrutinizer for conducting the Postal Ballot process.

**Details of Voting Pattern**

Particulars (as per the order mentioned above)	No. of Valid Postal Ballot Forms received	Percentage Votes in favour of the Resolution	Percentage Votes Against the Resolution	Number of Invalid Postal Ballot forms received
Resolution No.1	1974	4.60	0.02	150
Resolution No.2	1974	4.54	0.09	150
Resolution No.3	1974	4.53	0.10	150
Resolution No.4	1974	4.61	0.01	150
Resolution No.5	1974	4.62	0.01	150
Resolution No.6	1974	4.60	0.02	150
Resolution No.7	1974	4.61	0.01	150

**Date of Declaration of Results of Postal Ballot:**

The Executive Chairman announced the result of Postal Ballot at the Registered Office of the Company on May 2, 2011. All the statutory formalities relating to the changes have been complied with.

5. a. **Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.**

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

- b. **Details of non-compliance by the Company, penalties, and 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.**

SEBI, while dealing with certain entities in case of market manipulation by issue of GDRs, had vide its ex-parte order No.WTM/PS/ISD/02/2011 dated September 21, 2011 issued directions to the 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 said order has been confirmed by SEBI on December 30, 2011.

**6. Means of Communication**
**Quarterly results**

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

The financial results/disclosure is displayed on Company's website [www.calsrefineries.com](http://www.calsrefineries.com).

**7. General Shareholder Information**
**7.1 Annual General Meeting**  
(For financial year 2011-2012)

**Date and Time**

Wednesday, September 26, 2012 at 10.30 a.m.

**Venue**

Executive Club, Dolly Farms & Resorts, 439,  
Village Shahurpur, P.O. Fatehpur Beri,  
New Delhi 110 074

**7.2 Financial Calendar (Tentative and subject to change)**

Financial Results/Disclosure for the Quarter ending June 2012  
Financial Results/Disclosure for the Quarter ending September 2012  
Financial Results/Disclosure for the Quarter ending December 2012  
Financial Results/Disclosure for the Quarter ending March 2013  
Annual General Meeting

July/August 2012  
October/November 2012  
January/February 2013  
April/May 2013  
September 2013

**7.3 Books closure date**

Wednesday, September 19, 2012 to Wednesday,  
September 26, 2012 (Both days inclusive)

- 7.4 Listing of Equity Shares on stock Exchanges at**  
The Bombay Stock Exchange,  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001.
- Listing of Global Depository Receipts (GDRs) on stock Exchanges at**  
Luxembourg Stock Exchange  
11, Avenue de la Porte-Neuve, L-2227, Luxembourg.

**7.5 (a) Stock Code**

- **Bombay Stock Exchange** Trading Symbol - CALS REF - 526652
- **Luxembourg Stock Exchange** CUSIP - 13135M102
- (b) **Demat ISIN Number in NSDL/CDSL for Equity Share** ISIN No. INE 040C01022
- (c) **Demat ISIN Number in Luxembourg for Global Depository Receipt (GDR)** ISIN No. US13135M1027

**7.6 Stock Market Data**

Months	Bombay Stock Exchange (BSE) Share Price (In ₹)		Volume (No. of Shares)
	Month's High Price	Month's Low Price	
April 2011	0.44	0.30	476,072,978
May 2011	0.38	0.29	255,802,860
June 2011	0.48	0.31	508,506,055
July 2011	0.63	0.39	1,066,952,934
August 2011	0.50	0.30	860,242,431
September 2011	0.46	0.31	402,006,783
October 2011	0.35	0.30	182,958,468
November 2011	0.33	0.25	216,052,844
December 2011	0.31	0.22	276,927,051
January 2012	0.25	0.21	259,545,338
February 2012	0.30	0.22	279,734,138
March 2012	0.24	0.20	348,286,817

Source: www.bseindia.com

- 7.7 Registrar and Share Transfer Agent**  
MCS Limited,  
F-65, Okhla Industrial Area, Phase I,  
New Delhi 110 020.  
E-Mail: admin@mcsdel.com

- 7.8 Share Transfer System**  
Presently, the share transfers, which are received in physical form are processed and the share certificates returned within a period of 15 to 20 days from the date of receipts, subject to the documents being valid and complete in all respects.

**7.9 Distribution of shareholding as on March 31, 2012**

Categories	No. of Shares	%
Non Resident Indians/FII	511,458,313	6.17
Financial Institutions/Banks	123,000	0.00
Mutual Funds/UTI	112,000	0.00
Bodies Corporate	983,513,469	11.86
Resident Individuals	4,789,216,868	57.74
GDR	2,009,539,450	24.23
Total	8,293,963,100	100.00