DELHI OFFICE: 806, NEW DELHI HOUSE, BARAKHAMBA ROAD, NEW DELHI-110 001, INDIA

TEL.: 91-11-30295000, FAX : 91-11-23711493, CIN No. : L15141MP1985PLC003171

Dated: - August 06, 2015

To,
The Manager,

National Stock Exchange Limited,
Exchange Plaza, Plot No. C/1, G-Block
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400051

Bomaby Stock Exchange Ltd.
Dept. of Corporate Services (Ist Floor)
P.J. Tower, Dalal Street,
Mumbai – 400 001

Sub: Submission of the Notice of Adjourned 28th Annual General Meeting of the Company

Dear Sir,

Pursuant to the Listing Agreement, we hereby submit you the copy of Notice of Adjourned Twenty eighth Annual General Meeting of the Company, Scheduled to be held on Monday, 07th September, 2015 at 02:00 P.M. at Factory Office, A.B. Road, Industrial Area, Morena – 476 001, Madhya Pradesh. The Notice of the AGM has been dispatched *via* e-mail to the Members on August 06, 2015.

This is for your information and record.

Thanking you
Yours truly,

For K.S. Oils Limited

Davesh Agarwal
Executive Director & CFO
DIN : 01102237

Enclosed : Notice

K. S. OILS LIMITED

CIN: L15141MP1985PLC003171
Reg. Off: Jiwaji Ganj, Morena, MP- 476001
Tel: 91-7532-300000 : Fax: +91-7532-405060
E-mail : investors@ksoils.com : Website : www.ksoils.com

NOTICE

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Adjourned Twenty Eighth Annual General Meeting of the members of K.S.Oils Limited will be held on Monday, 07th day of September, 2015 at 2:00 P.M at Factory office, A. B. Road, Industrial Area, Morena - 476 001 (M.P.).

Members are informed that due to changes in circumstances subsequent to 30th September, 2014 certain item of business set out in the earlier Notice dated 03rd September, 2014 have been withdrawal as they have become irrelevant or unwarranted.

Accordingly, the item now proposed to be transacted at the adjourned meeting are set out hereunder :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Audited statement of Profit and Loss for the period 01st January, 2013 to 31st March, 2014 with the Reports of the Auditors and Board of Directors thereon.

2. To appoint auditor and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT M/s Ladha G. D. & Co., Chartered Accountants, Gwalior (Firm registration No. 010962C) be and are hereby appointed as statutory auditor of the Company, to hold office from the conclusion of Twenty Eighth Annual General meeting till the conclusion of thirty second Annual General Meeting of the Company subject to the rectification by the members at every Annual General Meeting held after this Annual General Meeting.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable to the Auditors as may be recommended by the Audit Committee."

NOTES

1. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT ANY PERSON AS HIS/HER PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FOURTY EIGHT) HOURS BEFORE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Members/proxies should bring their attendance slip duly filled for attending the meeting alongwith their copy of Notice.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Corporate Members intending to send their authorized representative are requested to send a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the meeting.

5. Any documents and papers as referred to in this notice and as required by the Companies Act, 2013 shall be available for inspection at the registered office of the Company on all working days and shall also be available during the meeting.

6. Pursuant to Section 124 of the Companies Act, 2013 members who have not en-cashed dividend warrant(s) for the year 2007-08 and onwards so far, are requested to take appropriate action for issuance of duplicate warrant(s) by writing to the Company's Registrars and Transfer Agents, M/s. Ankit Consultancy Private Limited. Members are requested to note that no claims shall lie against the Company

or IEPF in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date they first became due for payment and the same is transferred to the IEPF and no payment shall be made in respect of any such claims.

7. ***Members who had not registered their email address so far, are requested to register their e-mail ID for receiving all communications including Annual Report, Notice etc. from the Company electronically.***

8. **Process and Manner for members opting for e-voting**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Adjourned 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (INDIA) Limited (CDSL).

The facility for voting through ballot paper shall also be made available at the venue of the adjourned 28th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

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

i. The voting period begins on Friday, September 04, 2015 at 10:00 A.M. and ends on Sunday, September 06, 2015 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 i.e. Tuesday, September 01, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on September 06, 2015.

ii. Members holding shares in physical or in demat form as on September 01, 2015 shall only be eligible for e-voting.

In case member receiving e-mail :

i. The shareholders should log on to the e-voting website www.evotingindia.com.

ii. Click on Shareholders.

iii. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv. Next enter the Image Verification as displayed and Click on Login.

v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ♦ 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 provided in your envelope ♦ 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.
Dividend Bank Details or	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.
Date of Birth (DOB)	♦ 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 (iii).

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the K.S.Oils Limited on which you choose to vote.

xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. 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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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 linked in the login should be mailed to 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.

In case member receiving the physical copy :

a). Please follow all steps from Sl No. (i) to (xvii) above to cast vote.

xviii. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 1st September 2015.

C. CS Mayank Dubey, Practicing Company Secretary (Membership No. ACS 29935) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

D. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

E. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.ksoils.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange Limited and Bombay Stock Exchange Limited.

By order of the Board of Directors
FOR K. S. OILS LIMITED

Sd/-
(Davesh Agarwal)
Executive Director & CFO
DIN: 01102237
Date: 01/08/2015
Place: New Delhi

ATTENDANCE SLIP

I/We_____(Member's Name), record my/our presence at the Adjourned 28th Annual General Meeting of the Company at Factory office, A. B. Road, Industrial Area, Morena-476 001 (M.P.) on Monday, 07th September, 2015 at 2:00 PM.

Folio No./DP ID/Client ID No.	
No. of Shares Held	
Name of the Shareholder(s) (in Block Letters)	
Signature of the Shareholder(s)	
Name of the Proxy (in Block Letters)	
Signature of the Proxy	

*Note you are required to handover this slip at the entrance of the meeting venue.

Form No. MGT – 11
PROXY FORM

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

CIN	**L15141MP1985PLC003171**		
Name of the Company	K.S.Oils Limited		
Registered Office	Jiwan Ganj, Morena, MP-476001		
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 ID		Signature	
Or falling him			
2 Name			
Address			
E-mail ID		Signature	
Or falling him			
3 Name			
Address			
E-mail ID		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Adjourned 28th Annual General Meeting of the Company, to be held on Monday 07th September, 2015 at 2:00 PM at Factory Office, A.B. Road, Industrial Area, Morena – 476 001 (M.P)

Resolution No.	Description	For	Against
1	Adopt the audited Balance sheet and audited statement of profit and loss for the period 01st January, 2013 to 31st March, 2014 with the reports of the Auditors and Board of Directors thereon		
2.	Re-appointment of Statutory Auditor(s) M/s Ladha G.d & Co., Chartered Accountants for the Financial Year 2014-2015		

Signed this ……day of ……....2015

Signature of the Member .....

Signature of proxy holder .....

Affix Revenue Stamp

Note :

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.