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: - February 20, 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 Notice of Extra-Ordinary General Meeting of the Company

Dear Sir,

Pursuant to the Listing Agreement, we hereby submit you the copy of Notice of Extra-Ordinary General Meeting of the Company, Scheduled to be held on Wednesday, 18th March, 2015 at 4:00 P.M. at A.B. Road, Industrial Area, Morena – 476 001, Madhya Pradesh. The Notice of the EGM has been dispatched to the Members on February 20, 2015.

This is for your information and record.

Thanking you
Yours truly,

For K.S. Oils Limited

Sandeep Kumar
Sandeep Kumar
(Company Secretary)

K.S. OILS LIMITED MORENA

Enclosed

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 OF EXTRA – ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of K.S.Oils Limited will be held on Wednesday, 18th Day of March, 2015 at 4:00 PM at A.B. Road, Industrial Area, Morena – 476 001(M.P) to transact the following Businesses:

SPECIAL BUSINESS:

Appointment of Statutory Auditor to fill casual vacancy

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 of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time in force), M/s Ladha G. D. & Co., Chartered Accountants, Gwalior be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Haribhakti & Co., Chartered Accountants, Mumbai"

"RESOLVED FURTHER THAT M/s Ladha G. D. & Co., Chartered Accountants, Gwalior be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and they shall hold the office of Statutory Auditors of the Company from the Conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended March 31, 2014 on such remuneration as may be fixed by the Board of Directors in consultation with them."

By order of the Board
For K. S. Oils Limited

Sd/-
(Davesh Agarwal)
Whole-time Director & CFO
DIN : 01102237
ADD: A. B. Road,
Distt. - Morena, M.P

Place : New Delhi
Date : 14/02/2015

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING ("THE MEETING") IS 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. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
7. **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 Meeting by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (INDIA) Limited (CDSL):

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

(i) The voting period begins on March 12, 2014 at 9:00 AM and ends on March 14, 2015 at 6:00 PM. 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) February 13, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

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 folio number in the PAN field. ♦ In case the folio 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

(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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the same 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 they have to create 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 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.

(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 February 13, 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 EGM 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 EGM of the Company and communicated to the National Stock Exchange Limited and Bombay Stock Exchange Limited.

By order of the Board
For K. S. Oils Limited

Sd/-
(Davesh Agarwal)
Whole-time Director & CFO
DIN : 01102237
ADD: A. B. Road,
Distt. - Morena, M.P

Place : New Delhi
Date : 14/02/2015

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

M/s Haribhakti & Co., Chartered Accountants, Mumbai have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013(" Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the company in general meeting. Board proposes that M/s Ladha G. D. & Co., Chartered Accountants, Gwalior, be appointed as the Statutory Auditors of the Company for the financial period January 01, 2013 to March 31, 2014 to fill the casual vacancy by the resignation of M/s Haribhakti & Co., Chartered Accountant, Mumbai.

M/s Ladha G. D. & Co., Chartered Accountants, Gwalior, have conveyed their consent for appointment as the statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends passing of the resolution set out as ordinary resolutions.
None of the Directors, Key managerial personals ("KMP") or their relatives, in any way, concerned or interested in said resolution.

By order of the Board
For K. S. Oils Limited

Sd/-
(Davesh Agarwal)
Whole-time Director & CFO
DIN : 01102237
ADD: A. B. Road,
Distt. - Morena, M.P

Place : New Delhi
Date : 14/02/2015

For kind attention of the members of the Company

1. Members of the Company holding shares in physical form are requested to surrender their shares certificates, in original, to your Depository Participants (DPs) for dematerialization. Kindly note that shares of the Company are traded on the Exchanges compulsorily in demat mode. Hence, by holding in demat mode you can deal freely in the shares at market value.
2. The company is sending communications including Notices for AGM and EGM, Explanatory Statements thereto, Balance Sheets, Director's Reports, Auditor's Reports, and Financial Results etc. through email to shareholders whose emails are registered with the Company. While going through the Registers of Members, we have noticed that there are members who have not registered their email IDs with the Company. Consequently, we are unable to send communications to them electronically. In compliance with the provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013 and Rules made thereunder, we request the members to register their email IDs with the Company or their Depository Participants if they are holding shares in electronic form by adhering to the following procedure:
3. Shareholders holding shares in physical form may kindly register/ send their email IDs at the RTA of the Company at the following address either by post or by e-mail:
   Add. – Ankit Consultancy Pvt. Ltd, 60, Electronic Complex, Pardeshipura, Indore – 452010
   Email – ankit_4321@yahoo.com
4. Shareholders holding shares in electronic/demat mode may kindly register their email IDs with their respective DPs.
5. Shareholders whose email IDs have undergone any changes or whose IDs require correction, may kindly follow the procedure detailed in 2, above.

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

Folio No./DP ID/Client ID No.	
No. of Shares Held	

ATTENDANCE SLIP

I/We, record my/our presence at the Extra-Ordinary General Meeting of the Company at A. B. Road, Industrial Area, Morena-476 001 (M.P.) on Wednesday, March 18, 2015 at 4:00 PM.

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 Compnay	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 Extraordinary General Meeting of the Company, to be held on Wednesday 18th March, 2015 at 4:00 PM at A.B. Road, Industrial Area, Morena – 476 001 (M.P)

Resolution No.

1.	Appointment of Statutory Auditor to fill casual vacancy	

Signed this .....day of 2015
Signature of the Member .....
Signature of proxy holder .....

Affix Revenue Stamp

Note :

1. 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.
2. For the resolutions, explanatory statements and notes, please refer to the notice of the Extra-Ordinary General Meeting.
3. A Proxy need to be a member of the Company
4. **It is optional to put ("x") in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he /she thinks appropriate.
5. Appointing a proxy does not prevent a member for attending the meeting in person if he /she so wishes.
6. In the case of joint holder, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.