K. S. Oils Limited

Registered Office: Jiwaji Ganj, Morena – 476 001, (MP)

Notice

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting of K. S. Oils Limited** will be held on Saturday, March 30, 2013 at 4.00 P.M. at Factory office premises of the Company at A. B. Road, Industrial Area, Morena - 476 001 (M.P.)

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at December 31, 2012, statement of the Profit and Loss for the year ended on that date and the Reports of the Board of Directors, Corporate Governance Report and Auditors thereon. (Please see note No.1 below)
2. To appoint a Director in place of Mr. Saurabh Garg, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint a Director in place of Dr. R.S. Sisodia, who retires by rotation and being eligible, offers him-self for re-appointment.

SPECIAL BUSINESS

4. To appoint M/s Haribhakti & Co., Chartered Accountants, as Statutory Auditor and to fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT Haribhakti & Co., Chartered Accountants, (Firm Registration. No 103523W) be and are hereby appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company or any committee thereof."

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Boda Venkatram, who was appointed as an Additional Director of the company to holds office till the date of this Annual General Meeting, pursuant to section 260 of the Companies Act, 1956, and in respect of whom the company has received a notice from a member under section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. B.S. Bhasin, Nominee Director of State Bank of India and other lenders of the CDR who was appointed as an Additional Director of the company to holds office till the date of this Annual General Meeting, pursuant to section 260 of the Companies Act, 1956, and in respect of whom the company has received a notice from a member under section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Sections 198, 309, 310 & 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, or any Statutory amendment or re-enactment thereof, and subject to such other approvals, including the Central Government, if any, as may be necessary, the approval of the members of the Company be and is hereby accorded for the Appointment of Mr. Davesh Agarwal, as whole time director, for a period of 3 years w. e. f. December 30, 2011 on the remuneration and other terms and conditions as set out in the explanatory statement an annexed to the Notice convening this Meeting."

"**RESOLVED FURTHER THAT** Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof."

By orders of the Board
K.S Oils Limited

Sd/-
Ramesh Chand Garg
Managing Director

Place: Morena
Dated: March 05, 2013

NOTES

1. It may please be noted that the company is in process for obtaining the Audited Accounts and Auditors Report thereon from the Auditors of the company, therefore, it could not be submitted to the members along with the notice of the annual general meeting.

However, the management is trying to obtain the same within the stipulated time. In case if the audited accounts and report thereon could not be received and placed before the Meeting, the annual general meeting shall be adjourned for the Item No.1 of the notice for such date as may be decided by the members present in the meeting.

2. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than twenty four hours before commencement of the meeting.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Board Meeting is annexed hereto.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. 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.
7. The Register of Members and Share Transfer Books shall be closed from **25th March, 2013 to 30th March, 2013** (both days inclusive) for the purpose of the Annual General meeting.
8. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, Members who have not en-cashed dividend warrant(s)/cheques for the year 2004-05 and onwards so far, are requested to seek Issue of duplicate warrant(s)/cheques 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 dates 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.
9. Members are requested to notify immediately any change of address;
   i) To their Depository Participants (DPs) in respect of their electronic share accounts; and
   ii) To the Company to its Share Transfer Agents in respect of their physical share folios, if any.
   iii) In case the mailing address on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
   iv) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:
      a) Change in the residential status on return to India for permanent settlement.
      b) The particulars of NRE Account with Bank in India, if not furnished earlier.
10. All documents referred to in the accompanying notice are open for inspection at the Registered office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M.
11. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
12. Members desires of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
13. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. The ISIN No. for the Equity Shares of the Company is INE727D01022. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010.
14. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down load from the website of the Ministry of Company affairs.
15. The SEBI has mandated the submission of PAN by every participant in securities market, members holding shares in electronic form are therefore, requested to submit the PAN to their depository participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Share Transfer Agent, M/s Ankit Consultancy Pvt. Ltd.

16. Pursuant to the Clause No.49 of the Listing Agreement, profile of the Directors proposed for appointment/re-appointment being given in a statement containing details of the concerned Directors is attached hereto.

17. GREEN INITIATIVE:

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to please promptly provide their details (name, folio no., e-mail id) to the Registrar and Transfer Agent of the company. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories.

The annual report and other communications/documents sent electronically would also be displayed on the Company's website: www.ksoils.com. As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you.

We request you to support this initiative and opt for the electronic mode of communication by submitting your e-mail address to your DP or to the Company's Registrar, in the interest of the environment.

Additional information in respect of Directors seeking re-appointment at the Annual General Meeting:

Name	**Mr. Saurabh Garg** **Non Executive Director**
Date of Birth	October 10, 1977
Qualification	HSC
Expertise	Saurabh Garg, non executive director is one of the youngest member of the board and is well known for his enthusiasm and hard work. Belonging to the younger generation, he brings in a a lot of understanding and directions in all projects implementation and execution. He is in charge of implementing of global best practices, thus setting up the first automated plant for the company. He is the TQM champion for the company. He is also responsible for driving the quality movement in the company and dealing with the outside partners like vendors.
Directorships held in other Companies.	NIL
Chairman / Member of the Committee of the Board of Directors of the Company.	Member – Management and Finance Committee, Shareholders/Investors Grievances
Status of the director	Shri Saurabh Garg is considered as the promoter director of the Company.
Details of the Shares held	Shri Saurabh Garg is holding 59,710 Equity Shares of Rs.1- each consisting 0.01% of the paid up capital of the company.

Name	**Dr. R S Sisodia** **Non – Executive Independent director**
Date of Birth	April 06, 1946
Qualification	M A, LLB. PhD
Expertise	Dr. R.S. Sisodia has varied and extensive experience in the field of corporate legal matters and marketing of agro products and commodities. He has worked in various senior positions.
Directorships held in other Companies.	Nil
Chairman / Member of the Committee of the Board of Directors of the Company.	Member – Compensation Committee, Audit Committee, Remuneration Committee.
Status of the director	Shri Sisodia is considered as the Independent director of the Company.
Details of the Shares held	Shri Sisodia is not holding any Equity Shares of the company.

Name	**Boda Venkatram** **Additional Director**
Date of Birth	19th September 1950
Qualification	M.Com, MBA(Finance)
Expertise	Ex Chief General Manager (Finance) in The State Trading Corporation Of India Limited., He was the overall incharge of corporate finance, dealing with 20 to 25 PSU and MNC banks on day to day basis. He was also a Liaison with administrative ministry like Ministry of commerce and agriculture, DGFT, RBI, EXIM BANK, ECGC etc. He has over 20 years experience as a Branch Manager of Bhopal Branch and handled various projects with M/s K.S Oils Limited, M/s Surya Agro Oils Limited, M/s Jagmanik Oil Plant, M/s Vindhya Soya etc.He also represented M/s A.P. Small Scale Industrial Development Corporation involved in revival of sick units for a period of five years and was nominated on the Board of various companies.
Directorships held in other Companies	Maven Industries Limited
Chairman / Member of the Committee of the Board of Directors of the Company.	Nil
Status of the director	Shri Boda Venkatram is considered as the Independent director of the Company.
Details of the Shares held	Shri Boda Venkatram is not holding any Equity Shares of the company.

Name	**Mr. B.S. Bhasin** **Nominee Director**
Date of Birth	July 12, 1951
Qualification	B.Sc. (Electrical) Engineering (Delhi College of Engineering), C.A.I.I.B.
Expertise	As Dy. General Manager, Overseas Branch, New Delhi (2003-05), involved in Branch administration, appraisal and handling of mid corporate & large advances including recovery, restructuring/rehabilitation of sick units. Sanction of advances / restructuring packages as member of the Credit Committee.As General Manager, Mid Corporate Group, New Delhi (2005-07), was in-charge of mid-corporate accounts spread over NCR, UP, Punjab, Haryana & Rajasthan. Chaired the Credit Committee, sanctioning advances, rehabilitation packages for sick units & process for sale of bad assets. Rate involved chairing/attending meetings of consortium banks, multiple banking advances.As Chief General Manager, Banking Operations Dept., Corp Centre, Mumbai (2008-09), handled banking operations of the Bank including reconciliation, frauds, KYC-AML, accounting policies etc. The role involved close liaison with the RBI, Statutory Auditors etc.As Chief General Manager, Small & Medium Enterprise, Crop Center, Mumbai (2009-10) was in-charge of small & Medium Enterprises portfolio of the Bank involving planning & execution of policies for deposits & advance. Handing of sick advances including restructuring /rehabilitation of advances of the entire Bank. Chaired the Wholesale Banking Credit Committee –II for sanction of advances /rehabilitation packages and recovery/disposal of sick units. As Chief General Manager, Kerala Circle (2010-11), headed Kerala Circle of the Bank. Was responsible for administration, execution of policies of the Bank and its business, including advances-their sanction, follow-up, rehabilitation/restructuring & disposal of NPAs. Liaison with RBI and other banks and the State Govt. As head of the credit Committee, role involved sanction of advance & rehabilitation/restructuring of NPAs.
Directorships held in other Companies	Nil
Chairman / Member of the Committee of the Board of Directors of the Company.	Nil
Status of the director	Mr. Bhasin is considered as the Nominee/ Independent director of the Company.
Details of the Shares held	Shri Mr. B.S. Bhasin is not holding any Equity Shares of the company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 4:

As per the Section 224A (a) of the Companies Act, 1956, if not less than 25% of the subscribed capital of the company is held by the Public Financial Institution or a Government Company or Central Government or any State Government then, the appointment or reappointment of the Statutory Auditor of the Company at each Annual General Meeting shall be made by a Special Resolution and in our Company the Public Financial Institution holds more than the 25% of the subscribed capital.

"Therefore, the Company seeks approval of the members by way of Special Resolution for the appointment of Auditor from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company or any committee thereof."

Your Directors recommend to pass the special resolution as set out in Item No. 4 of the Notice as a special resolution.

None of the directors of the Company are concerned or interested in the proposed resolution.

ITEM NO. 5 & 6:

Mr. Boda Venkatram, was appointed as an Additional Director of the Company on August 14, 2012 and Mr. B.S. Bhasin, was appointed as an Nominee Director of the Company on February 11, 2013.

As per the provisions of Section 260 of the Companies Act 1956 ("the Act"), the above named Directors hold the office of Director only up to the date of ensuing Annual General Meeting of the Company and are eligible for appointment. The Company has received notices under Section 257 of the Act, proposing their candidature for the office of Director along with the requisite deposit.

The details and brief resume regarding the persons proposed to be appointed as Directors have been given in the annexure attached to the Notice. In view of the expertise and experience of these persons, their appointment as Directors of the Company is recommended by the Board.

Only the Director seeking his appointment/ reappointment, as above may deemed to be interested or concerned in the resolution relating to his own appointment, except them, none of the other Directors of the Company is interested or concerned in the resolutions.

ITEM NO. 7:

Mr. Davesh Agarwal, was appointed as the Whole time director upon the recommendations of the Remuneration Committee w.e.f. December 30, 2011 for a period of 3 years up to December 29, 2011 on the total remuneration up to Rs. 2,00,000 p.m. (Rupees Two Lacs per month).

Your Company seek approval of the members by way of Special Resolution for his appointment as the whole time director for a period of 3 years from December 30, 2011 to December 29, 2014. The terms and conditions for his appointment shall be as under:

Minimum remuneration:-

Particulars	From December 30, 2011 to December 29, 2014
Salary & Allowances	Rs. 2,00,000/- per month
Facilities	**Car :** The Company shall provide car with driver for the Company's business activities and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis claims submitted by him.
	Telephone & Cell: Free use of telephone, internet connection, data cable, at his residence and cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole time Director.

K. S. Oils Limited

Registered Office: Jiwaji Ganj, Morena – 476 001, (MP)

ATTENDANCE SLIP

Name and Address of Member

I, hereby record my presence at the 27th Annual General Meeting held on Saturday, March 30, 2013 at 4:00 pm at A. B. Road, Morena – 476 001(MP).

Full Name of the Shareholder (in Block Letters)……

……

*Folio No. / DP ID No. and Client ID No……

No. of Shares held……

Name of Proxy if the proxy attends, instead of the Shareholder……

Signature of the attending Member/ Proxy:

*Delete whichever is not applicable

NOTE:

1. Member/Proxy attending the Meeting must fill the detail in this attendance slip and hand it over at the entrance.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

K. S. Oils Limited

Registered Office: Jiwaji Ganj, Morena – 476 001, (MP)

PROXY FORM

Folio No…… **No. of Shares held……**

DP ID No. …… Client ID No……

I/We ……of……in the district of ……being a Member/Members of K. S. Oils Limited, hereby appoint Mr./Ms. …… of …… in the district of……or failing him/her……Mr./Mrs……of……in the district of ……as my/our proxy to attend and vote for me/us on my/our behalf at the 27th Annual General Meeting of the Company to be held on Saturday, March 30, 2013 at Factory Office, A. B. Road, Morena (MP) – 476 001 and at any adjournment thereof.

Signed this ……day of ……2013 Signature of Shareholder

Affix Revenue Stamp of Re. 1/-

Note:

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