jsa

advocates & solicitors

February 27, 2012

**BSE Limited,**
Department of Corporate Services,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Fax no. 022 2272 2309 / 22722037

**National Stock Exchange of India Ltd.**
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051

Fax No. 022 26598237 / 022 26598238

**K S Oils Limited**
806, New Delhi House,
Barakhamba Road,
New Delhi - 110001

Fax 011-23711493

**K S Oils Limited**
Jiwaji Ganj,
Morani,
Madhya Pradesh - 476001
011-43566600

Dear Sirs,

**Re: Disclosure under the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.**

We are concerned for our clients, Baring Private Equity Asia III Mauritius Holdings (2) Limited, who have instructed us to file the enclosed disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, on their behalf.

Yours faithfully,

**For J Sagar Associates**

Encl: a.a

## FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

| | | | |
|---|---|---|---|
| 1. Name of the Target Company (TC) | KS Oils Limited | | |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Baring Private Equity Asia III Mauritius Holdings (2) Limited | | |
| 3. Whether the acquirer belongs to Promoter/Promoter group | No | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited and the National Stock Exchange of India Limited | | |
| 5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC | **Number** | **% w.r.t. total share/voting capital wherever applicable** | **% w.r.t. total diluted share/voting capital of the TC (*)** |
| Before the acquisition/disposal under consideration, holding of : | | | |
| a) Shares carrying voting rights | 2,64,79,710 | 6.2% | 6.2% |
| b) Voting rights (VR) otherwise than by equity shares | Nil | Nil | Nil |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | 92,24,360 GDRs | 2.2% | 2.2% |
| **Total (a+b+c)** | 3,57,04,070 | 8.4% | 8.4% |
| Details of acquisition/sale | | | |
| a) Shares carrying voting rights acquired | 92,24,360 | 2.2% | 2.2% |
| b) VRs acquired otherwise than by equity shares | Nil | Nil | Nil |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to | Nil | Nil | Nil |

| | | | |
|---|---|---|---|
| receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | | | |
| **Total (a+b+c)** | 92,24,360 | 2.2% | 2.2% |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 3,57,04,070 | 8.4% | 8.4% |
| b) VRs otherwise than by equity shares | Nil | Nil | Nil |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | Nil | Nil | Nil |
| **Total (a+b+c)** | 3,57,04,070 | 8.4% | 8.4% |
| 6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.) | Conversion of Global Depository Receipts into equity shares. | | |
| 7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | 3 February 2012 | | |
| 8. Equity share capital / total voting capital of the TC before the said acquisition/sale | 425,412,755[1] | | |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition/sale | 425,412,755 | | |
| 10. Total diluted share/voting capital of the TC after the said acquisition/sale | 425,412,755 | | |

**Note:**

[1] Note: This is based on the shareholding pattern filed by the Company with the stock exchanges for the quarter ending December 2011.

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of Authorised Signatory

For **Baring Private Equity Asia III Mauritius Holdings (2) Limited**

Place:

Date: