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: 30/10/2014

The Manager,

National Stock Exchange of India Ltd.
Exchange Plaza Plot No. C/1, G Block
Bandra Kurla Complex, Bandra East
Mumbai - 400051

Bombay Stock Exchange Ltd.,
Dept. of Corporate Services (Ist Floor)
P.J.Tower, Dalal Street, Fort
Mumbai – 400001

Dear Sir,

Sub: Certified True Copy of the Minutes of the 28th Annual General Meeting of the Company as per Listing Agreement

This is with reference to captioned subject and in compliance of the Listing Agreement. Please find the enclosed Certified true copy of the Minutes of the AGM held on 30th September, 2014.

You are requested to kindly take the same on record.

Thanking You

Yours Truly

For **K. S. Oils Limited**

Sandeep Kumar

K. S. OILS LIMITED MORENA

Sandeep Kumar
Company Secretary

Encl.: As above

CERTIFIED TRUE COPY OF THE MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE K. S. OILS LIMITED HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2013, AT 4.00 P.M. AT FACTORY OFFICE, A. B. ROAD, MORENA – 476 001 (M.P)

DIRECTORS PRESENT

1.	Mr. Ramesh Chand Garg	Chairman & Managing Director
2.	Mr. Davesh Agarwal	Whole Time Director & CFO
3.	Mr. Arvind Pandalai	Independent Director
4.	Mr. Boda Venkatram	Independent Director

IN ATTANDANCE

1.	Mr. Sandeep Kumar	Company Secretary
2.	Mr. Mayank Dubey	Scrutinizer

MEMBERS PRESENT

No. of Members Present	38
Proxy in Person	5

CHAIRMAN

Company secretary requested the members to elect Mr. Ramesh Chand Garg, Managing Director & Member as the Chairman of the Meeting. The members elected Mr. Ramesh Chand Garg as the Chairman by show of hands. Mr. Ramesh Chand Garg then took their Chair and welcomed the members.

STATUTORY REGISTER

The Company Secretary informed that the Following register were available for inspection of the members:

a) Proxy Register with 3 (Three) valid proxies lodged;
b) Register of Director and Key Managerial Personnel and their shareholding u/s 170 of the Companies Act, 2013
c) Register of Contract or arrangement in which directors are interested u/s 189 of the Companies Act, 2013

QUORUM

The Company Secretary informed the Chairman that the requisite quorum was present, the Chairman called the meeting to order.

For K. S. Oils Limited

Company Secretary

The Chairman once again welcomed the Members present and stated that with their permission, the Notice of the Meeting which has been already circulated to them may be taken as read. This was agreed by the Members and Notice convening the 28th Annual General Meeting was taken as read. The chairman addressed his speech to the members and distributed copies of the same among them.

Thereafter, the Chairman stated as per the provisions of the Companies Act, 2013 and the rules made thereunder and Clause 35 of the Listing Agreement entered into with the Stock Exchanges, the Company has provided e-voting facility to the members and also Postal ballot to those members who were unable to access e-voting facility to exercise their vote on all the resolutions set out in the notice of the 28th Annual General Meeting (AGM) of the Company.

The e-voting commenced from 24th September, 2014 (9:00 A.M) to 26th September, 2014 (6:00 P.M). He then stated that as per the provisions of the Act, all resolutions proposed in the AGM Notice shall be decided through Postal Ballot and e-voting facility and not by poll and by show of hands.

He further stated that Mr. Mayank Dubey, Practicing Company Secretary, was appointed as the scrutinizer for the e-voting and postal ballot at the Board Meeting held on 03rd September, 2014. Mr. Mayank Dubey submitted his interim report on e-voting on 29th September, 2014.

He further stated that the report of e-voting and postal ballot of the scrutinizer shall be uploaded on the Company's website i.e. www.ksoils.com and the same will be notified to the National Stock Exchange and Bombay Stock Exchange, where shares of the Company are listed.

PROCESS OF POLLING

Company Secretary, explained the complete process in detail regarding the casting by vote by ballot forms.

On his request, Mr. Mayank Dubey, Practicing Company Secretary, displayed the empty ballot box to the members and proxies present. The ballot box was then sealed in his presence.

Chairman read out all the resolutions to the members and other present at the meeting and provide necessary explanation, whenever required. The Chairman thereafter requested to commence the poll on all resolution proposed at Item No. 1 to 6 vide notice dated 03rd September, 2014. The polling then took place under the supervision of Mr. Mayank Dubey, the Scrutinizer.

For K. S. Oils Limited

Company Secretary

The Chairman informed that on receipt of Scrutinizers Report, the result shall be declared by 01st October, 2014 at 4:00 PM and shall be sent to the Stock Exchanges. The result also be published on the website of the Company.

The Chairman thanked the members and others present for their keen interest.

CHAIRMAN

On 01st October, 2014 at 4:00 PM, Mr Mayank Dubey, Practicing Company Secretary, Presented his report to the Chairman. The Chairman, based on the report declared the result.

A summation of the voting results (e-voting and polling) is furnished below

Resolution No. 1

Details of the Agenda	Adjourn the Annual General Meeting, for the purpose of considering the Annual Accounts along with Auditors Report thereon and report of Board of Directors, on such further date as may be decided by the Board						
Resolution required : (Ordinary/ Special)	Ordinary						
Mode of Voting : (Show of hands/postal ballot/E-voting	E-Voting, Physical ballot and poll at AGM						
In Case of Poll/Postal ballot/E-voting							
Promoter/ Public	No of shares held (1)	No. of votes polled (2)	% of voting polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and promoter group	34,602,105	34,602,105	100.00	34,602,105	-	100.00	-
Public – Institutional Holder	1,035,121	-	-	-	-	-	-
Public Other	423,542,811	212,508	0.05	178,608.00	33,900.00	84.05	15.95
Total	**459,180,037**	**34,814,613**	**7.58**	**34,780,713**	**33,900**	**99.90**	**0.10**

Resolution No. 2

Details of the Agenda	Adjourn the Annual General Meeting, for the propose of Appointment of Auditors for FY 2014-15, on such further date as may be decided by the Board
Resolution required :	Ordinary

For K. S. Oils Limited

Sandeep Parakh

Company Secretary

(Ordinary/ Special)							
Mode of Voting : (Show of hands/postal ballot/E-voting	E-Voting, Physical ballot and poll at AGM						
In Case of Poll/Postal ballot/E-voting							
Promoter/ Public	No of shares held (1)	No. of votes polled (2)	% of voting polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and promoter group	34,602,105	34,602,105	100.00	34,602,105	-	100.00	-
Public – Institutional Holder	1,035,121	-	-	-	-	-	-
Public Other	423,542,811	212,508	0.05	177,058	35,450	83.32	16.68
Total	**459,180,037**	**34,814,613**	**7.58**	**34,779,163**	**35,450**	**99.90**	**0.10**

Resolution No. 3

Details of the Agenda	Re-appointment of Mr. Ramesh Chand Garg, (DIN:00027025) as Whole-time Director, Designated as "managing Director" of the Company for the term of 3 years subject to approval of the Central Government for the Removal of Disqualification, if any, as may be required.						
Resolution required : (Ordinary/ Special)	Ordinary						
Mode of Voting : (Show of hands/postal ballot/E-voting	E-Voting, physical ballot and poll at AGM						
In Case of Poll/Postal ballot/E-voting							
Promoter/ Public	No of shares held (1)	No. of votes polled (2)	% of voting polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and promoter group	34,602,105	34,602,105	100	34,602,105	0	100	-
Public – Institutional Holder	1,035,121	0	-	0	0	0	0
Public Other	423,542,811	12,508	0.05	167,608	44,900.00	78.87	21.13

For K. S. Oils Limited

Company Secretary

Total	**459,180,037**	**34,814,613**	**7.58**	**34,769,713**	**44,900**	**99.87**	**0.13**

Resolution No. 4

Details of the Agenda	Re-Appointment of Mr. Davesh Agarwal (DIN : 01102237) as Whole-time director of the Company, designated as Chief Financial Officer (CFO) of the Company for the term of 3 years						
Resolution required : (Ordinary/ Special)	Ordinary						
Mode of Voting : (Show of hands/postal ballot/E-voting	E-Voting, physical ballot and poll at AGM						
In Case of Poll/Postal ballot/E-voting							
Promoter/ Public	No of shares held (1)	No. of votes polled (2)	% of voting polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and promoter group	34,602,105	34,602,105	100	34,602,105	0	100	-
Public – Institutional Holder	1,035,121	0	-	0	0	0	0
Public Other	423,542,811	212,508	0.05	177,758	34,750.00	83.65	16.35
Total	**459,180,037**	**34,814,613**	**7.58**	**34,779,863**	**34,750**	**99.90**	**0.10**

Resolution No. 5

Details of the Agenda	Re-Appointment of Mr. Arvind Pandalai (DIN : 00352809) as Independent Director of the Company up to March 31, 2019						
Resolution required : (Ordinary/ Special)	Ordinary						
Mode of Voting : (Show of hands/postal ballot/E-voting	E-Voting, physical ballot and poll at AGM						
In Case of Poll/Postal ballot/E-voting							
Promoter/ Public	No of shares held (1)	No. of votes polled	% of voting polled on	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favor on votes	% of Votes against on vote polled

For K. S. Oils Limited

Sandeep Ranakoti

Company Secretary

		(2)	outstanding shares (3)=[(2)/(1)]*100			polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	34,602,105	34,602,105	100	34,602,105	0	100	-
Public – Institutional Holder	1,035,121	0	-	0	0	0	0
Public Other	423,542,811	212,508	0.05	196,658	15,850	92.54	7.46
Total	**459,180,037**	**34,814,613**	**7.58**	**34,798,763**	**15,850**	**99.95**	**0.05**

Resolution No. 6

Details of the Agenda	Re-Appointment of Mr. Boda Venkat Ram (DIN: 03476912) as Independent Director of the Company up to March 31, 2019
Resolution required : (Ordinary/ Special)	Ordinary
Mode of Voting : (Show of hands/postal ballot/E-voting	E-Voting, physical ballot and poll at AGM

In Case of Poll/Postal ballot/E-voting							
Promoter/ Public	No of shares held (1)	No. of votes polled (2)	% of voting polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and promoter group	34,602,105	34,602,105	100	34,602,105	0	100	-
Public – Institutional Holder	1,035,121	0	-	0	0	0	0
Public Other	423,542,811	212,508	0.05	197,508	15,000	92.94	7.06
Total	**459,180,037**	**34,814,613**	**7.58**	**34,799,613**	**15,000**	**99.96**	**0.04**

The Chairman informed that all the resolution have been passed with requisite majority.

The Chairman instructed further to Company Secretary, to formalize all the resolutions, passed by the members & record appropriately. Company Secretary submitted the resolution in formal manner, which Chairman accepted & order for proper record in Minutes.

Company Secretary made the Minutes are to be considered as part & continuation of Annual General Meeting Minutes dated 30th September, 2014 as under:

For K. S. Oils Limited

Company Secretary

ORDINARY BUSINESSES

ITEM NO. 1

Ordinary Resolution for adjournment of the Annual General Meeting for adoption of Accounts for the period of 15 months (F.Y. 2012-2014)

"**RESOLVED THAT** consent of shareholders has accorded to adjourned the Annual General Meeting to consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and cash flow statement for the year ended March 31 2014 together with the Reports of the Board of Directors and Auditors thereon on such further date as may be decided by the Board."

ITEM NO. 2

Ordinary Resolution for adjournment of the Annual General Meeting for Appointment of Auditor for the Financial Year 2014-2015

"**RESOLVED THAT** consent of shareholders has accorded to adjourned the Annual General Meeting for the Re-appointment Statutory Auditors in place of M/s. Haribhakti & Co, Chartered Accountants as Statutory Auditors of the Company for the year 2014-2015 on such further date as may be decided by the Board."

SPECIAL BUSINESSES

ITEM NO. 3

Appointment of Mr. Ramesh Chand Garg as Whole –time Director designated as Managing Director of the Company

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time in force), subject to the approval of the Central Govt. for removal of Disqualification and any other if any, as may be required , the consent of the Company, be and is hereby accorded to the re-appointment of Mr. Ramesh Chand Garg (DIN:0027025), as a Managing Director of the Company for the period of three years effective from 03/09/2014, on the term and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limit specified in schedule V of the Companies Act, 2013, as may be agreed to by the Board of Director and Mr. Ramesh Chand Garg."

ITEM NO. 4

Appointment of Mr. Davesh Agarwal as Whole-time Director designated as Chief Financial Officer of the Company

For K. S. Oils Limited

Company Secretary

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Central Govt. if any as may be required, the consent of the Company, be and is hereby accorded for the appointment of Mr. Davesh Agarwal (DIN:01102237) as a whole time Director of the Company designated as "Chief Financial officer" - under the category of Key Managerial Personnel) for a period of three years effective from 03/09/2014, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such term of appointment and remuneration so as to not exceed the limit specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Davesh Agarwal."

ITEM NO. 5

Appointment of Mr. Arvind Pandalai as Independent Director

"RESOLVE THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Arvind Pandalai (DIN: 00352809), an existing Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to March 31st, 2019. "

ITEM NO. 6

Appointment of Mr. Boda Venkat Ram as Independent Director

"RESOLVE THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Boda Venkat Ram (DIN: 03476912), an existing Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to March 31st, 2019 "

For K. S. Oils Limited

Company Secretary

MOTION TO ADJOURN:

Mr. Lokesh Gupta moved that the meeting be adjourned at 5.30 P.M. and Mr. Wadhwa seconded the motion. The motion was **CARRIED** and the meeting has adjourned sine die.

VOTE OF THANKS

The Chairman Requested Mr. Davesh Agarwal, Whole Time Director & CFO to propose a Vote of Thanks.

Mr. Davesh Agarwal thereafter proposed a vote of Thanks. He thanked all the Shareholders present for making it convenient to attend the 28th Annual General Meeting.

Date: 30/10/2014
Place: Morena

Chairman

For K. S. Oils Limited
Company Secretary