DELHI OFFICE: 806, NEW DELHI HOUSE, BARAKHAMBA ROAD, NEW DELHI-110 001, INDIA
TEL: 91-11-30295000, FAX: 91-11-23711493, CIN No.: L15141MP1985PLC003171

December 07, 2015

The Manager,
Listing Department,

National Stock Exchange, **Exchange Plaza, Plot No. C/1,** **G-Block, Bandra Kurla Complex,** **Bandra (E), Mumbai – 400 051**	**Bombay Stock Exchange,** **Dept. of Corporate Services,** **P.J. Tower, Dalal Street,** **Fort, Mumbai – 400 001**

RE : SUBMISSION COPY OF AGM NOTICE

Dear Sir(s),

This is in continuation of our earlier communication dated 05 December, 2015.

Enclosed please find copy of the Notice for the Annual General Meeting of K. S. Oils Limited, to be held on Thursday, December 31, 2015 at 02:00 P.M. (IST) at Factory Office, A. B. Road, Morena – 476 001, Madhya Pradesh.

This is for your information and record please.

Thanking You,

Yours truly,
For K.S. Oils Limited

Sandeep Kumar
Company Secretary

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 is hereby given that the Twenty Ninth Annual General Meeting of the members of K.S. Oils Limited (CIN - L15141MP1985PLC003171) will be held on Thursday, 31st day of December, 2015 at 02.00 P.M. at Factory Office, A. B. Road, Industrial Area, Morena - 476 001, Madhya Pradesh to transact the Following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
   (a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015 together with the Reports of Directors and Auditors thereon.
   (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   Ratification of Auditors' Appointment

   "RESOLVED that pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the Adjourned Twenty Eighth Annual General Meeting (AGM) held on September 07, 2015 in respect of appointment of the auditors, M/s Ladha G. D. & Co., Chartered Accountant, Gwalior, (ICAI Firm Registration No. 010962C) till the conclusion of the Thirty Second AGM of the Company, the Company hereby ratifies and confirms the appointment of M/s Ladha G. D. & Co., as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Thirtieth AGM of the Company to be held in the year 2016 to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

   "RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

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

   To appoint Mrs. B. Swarupa Rani as an Independent Director for a period of Five Years

   "RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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, Mrs. B. Swarupa Rani (DIN : 07099356), who holds office up to the date of this Annual General Meeting pursuant to provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from February 17, 2015.

   "RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   Ratification of the Remuneration of M/s S. K. Saxena & Co., for the Financial Year 2014-2015

   "RESOLVED that pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) (excluding out-of-pocket, travelling and living expenses incurred in connection with the audit, if any) per annum, as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on February 14, 2015 to be paid to M/s S. K. Saxena & Co. (Firm Registration

No. 100126), Cost Auditors, for conducting audit of cost accounting records maintained by the Company for the financial year 2014-2015, be and is hereby ratified.";

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Approval of the Remuneration of M/s S. K. Saxena & Co. for the Financial Year 2015-2016

"RESOLVED that pursuant to the provisions of Section 148(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time, the remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand only), (excluding out-of-pocket, travelling and living expenses incurred in connection with the audit, if any), as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on September 07, 2015 to M/s S. K. & Saxena & Co., Cost Accountants, (Firm Registration No. 100126) as Cost Auditors to conduct the Audit of the relevant Cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the financial year ending March 31, 2016, be and is hereby confirmed."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Adoption of New Set of Memorandum of Association of the Company

"RESOLVED that pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification of re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect."

"RESOLVED FURTHER that Mr. Davesh Agarwal, Executive Director & CFO, be and are hereby authorised on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filling of necessary E-forms with the Registrar of Companies."

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

Adoption of New Set of Articles of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification of re-enactment thereof for the time being in force), the draft clauses contained in the Article of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulation contained in the existing Article of Association of the Company with immediate effect."

"RESOLVED FURTHER that Mr. Davesh Agarwal, Executive Director & CFO, be and are hereby authorized on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filling of necessary E-forms with the Registrar of Companies."

By order of the Board of Directors
For **K. S. OILS LIMITED**

Sd/-
Sandeep Kumar
Company Secretary

December 05, 2015
New Delhi

Registered Office:
Jiwaji Ganj, Morena,
Madhya Pradesh – 476 001

NOTES

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") in respect of the Special businesses set out above and details as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges in respect of Director seeking appointment/ reappointment at this Annual General Meeting is annexed hereto

2. **A MEMBER ENTITLED TO ATTEND AND VOTE 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 as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than Forty-Eight Hours before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued by the Member of the Company.

   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.

3. 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.

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

5. Members who wish to obtain any information on the accounts of operations of the Company or any other matter contained in the notice are requested to send their queries to the Company Secretary of the Company at the Registered Office of the Company at least 7 (Seven) days before the meeting so that relevant information can be kept ready at the Meeting.

6. Relevant documents referred to in the Notice and the accompanying statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

7. 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.

8. The Register of Members and Transfer Books of the Company will be closed from Monday, December 28, 2015 to Thursday, December 31, 2015, both days inclusive.

9. The Register of Directors and Key Management Personnel and their shareholdings maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

10. The Register of Contract and Arrangements in which directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

11. Members who hold shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

12. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, immediately of:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

13. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/ transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrars and Transfer Agents, mentioning their correct reference folio number in case of holdings in physical form.

14. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.

15. 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.

16. ***To support the "Green Initiative" the Members who have not registered their email address so far, are requested to register their email id for receiving all communications including Annual Report, Notice etc. from the Company electronically.***

17. **Voting Through electronic means**

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 29th 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).

For the members who do not have access or casted votes by remote e-voting, facility for voting through polling paper shall be provided at the 29th Annual General Meeting and members attending the meeting, who have not already casted their vote through remote e-voting shall be able to cast their votes at the AGM. However, the members who have already casted 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.

The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.

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

(i) The voting period begins on Monday, December 28, 2015 at 9:00 A.M (IST) and ends on Wednesday, December 30, 2015 at 05:00 P. M. (IST). 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 December 24, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The members who have cast their vote by remote e-voting to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

(iv) Click on shareholders.

(v) 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.

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

(vii) 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.

(viii) 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. ♦ 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).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

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

(xii) Click on the EVSN for the "K.S. Oils Limited".

(xiii) 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.

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

(xv) 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.

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

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

(xviii) 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.

(xix) 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.

(xx) 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 December 24, 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 two days from the conclusion of the e-voting period unblock the votes in the presence of at least two 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 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/-
Sandeep Kumar
Company Secretary

December 05, 2015
New Delhi

Registered Office:
Jiwaji Ganj, Morena,
Madhya Pradesh – 476 001

EXPLANATORY STATEMENTS PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY

ITEM NO. 03

The Board of Directors of the Company has appointed Mrs. B. Swarupa Rani, as an Additional Director of the Company from February 17, 2015 and pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds the office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing candidature of Mrs. B. Swarupa Rani for the office of Director of the Company.

Mrs. B. Swarupa Rani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Section 149 of the Act, *inter-alia*, stipulates the criteria of independence to appoint an Independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he/ she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. B. Swarupa Rani that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mrs. B. Swarupa Rani is Bachelor of Political Science from University of Delhi and has done Masters in Sociology from Mumbai University as well. She has done Masters in Science of Cosmetology. Currently she is working with "Jawed Habib, the stylist " and looking after the Administration, Human Resource and Financial Matters. She also has vast experience in Corporate Social Works and lead several Social Initiatives in different places. In the opinion of the Board, her vast experience and knowledge will benefit the company in long run. Mrs. B. Swarupa Rani therefore fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. She is an independent of the management.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Copy of the draft letter for appointment of Mrs. B. Swarupa Rani as an Independent Director setting out the terms and conditions is available in the Company's website i.e. www.ksoils.com and for inspection it will be available at the Registered Office of the Company.

Except Mrs. B. Swarupa Rani, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of the Notice.

The Board of Directors, therefore, recommend the Resolution under Item no. 3 to be passed as an **Ordinary Resolution** by the Members.

ITEM NO. 04

The Board, on the recommendation of the Audit Committee has ratified and approved the appointment and payment of remuneration to M/s S. K. Saxena & Co., Cost Accountants as cost auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 at a remuneration of Rs. 40,000./- (Rupees Forty Thousand only) subject to payment of applicable taxes thereon and re-imbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the applicable Rules, the remuneration payable to the cost auditors for the Financial Year 2014-2015 has to be ratified by the shareholders of the Company. The Board of Directors recommends the proposed resolution for your approval.

None of the directors / key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors, therefore, recommend the Resolution under Item no. 4 to be passed as an **Ordinary Resolution** by the Members.

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration to M/s S. K. Saxena & Co., Cost Accountants as cost auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at a remuneration of Rs. 35,000./- (Rupees Thirty Five Thousand only) subject to payment of applicable taxes thereon and re-imbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the applicable Rules, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company. The Board of Directors recommends the proposed resolution for your approval.

None of the directors / key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution

The Board of Directors, therefore, recommend the Resolution under Item no. 5 to be passed as an **Ordinary Resolution** by the Members.

ITEM NO. 6 & 7

K.S. Oils Limited ("the Company") was incorporated on December 04, 1985 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013. The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses/regulations in the existing MOA & AOA contain references to specific Sections of the Companies Act,1956 and some of which are no longer in force. With the coming into force of the Companies Act, 2013, several regulations of the existing MOA & AOA of the Company require alteration or deletions at several places.

Further, pursuant to Section 5 of the Companies Act 2013, to carry on the aforesaid amendments it's mandatory to align the Articles of the Company with the Companies Act 2013.

Accordingly, it is considered expedient to wholly replace the existing MOA & AOA by adopting them afresh. Accordingly, your Directors recommend the Resolution as set out in Item Nos 6 & 7 for the approval of the shareholders.

Post your approval, the Company would be required to register the Articles with Regulatory Bodies like Registrar of Companies, resolution to carry out necessary alteration/additions as may be suggested by the aforesaid regulatory bodies.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the Resolutions as set out in Item Nos. 6 & 7.

The Board of Directors, therefore, recommend the Resolution under Item no. 6 & 7 to be passed as an **Special Resolution** by the Members.

ANNEXURE PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED

Name of Director	Mrs. B. Swarupa Rani
Date of Birth	September 22, 1977
Date of Appointment	February 17, 2015
Qualifications	Bachelor of Political Science (University of Delhi) Masters in Sociology (Mumbai University) Masters in Science of Cosmetology
Experience in Social Functional Area	Corporate Finance, Accounts, Corporate Governance, Human Resource Management, Planning, Systems & Procedures.
Chairman / Directors of other Companies	Nil
Chairman / Member of Committees of Board of Companies of which he/she is a director	Shareholders Relationship Committee - Member (K. S. Oils Limited)
No. of Shares held	Nil
No. of Meetings of the Board attended during the financial year 2014-15	Nil
Inter-se Relationship between Director	None

By order of the Board of Directors
For **K. S. OILS LIMITED**

Sd/-
Sandeep Kumar
Company Secretary

December 05, 2015
New Delhi

Registered Office:
Jiwaji Ganj, Morena,
Madhya Pradesh – 476 001

ATTENDANCE SLIP

Member's Name .....
(In Block Letters)

.....

Folio/Client ID & DP ID No .....

No. of Shares held .....

Name of Proxy .....

I/We, hereby record my presence at the Twenty Ninth Annual General Meeting of K.S. Oils Limited being held at Factory Office, A.B. road Morena - 476001 (Madhya Pradesh) on Thursday the Thirty First December, 2015.

.....
Signature of the Member/Proxy

(If attending for Member)

1. **Members/Proxies are requested to bring the DULY SIGNED Attendance Slip to the Meeting and hand it over at the entrance.**
2. **For the convenience of Members, persons other than Members/Proxies WILL NOT BE ADMITTED.**

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./DP ID & Client 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 29th Annual General Meeting of the Company, to be held on Thursday, 31st December, 2015 at Factory Office, A.B. Road Morena 476001,Madhya Pradesh and at any adjournment(s) thereof in respect of the resolutions, as indicated below :

Resol-ution No.	Description	Assent	Dissent
	Ordinary Business		
1.	Adoption of Financial Statements of the Company and the Report of Directors' and Auditors thereon for the year ended 31st March, 2015.		
2.	Ratification of Statutory Auditor(s) Appointment M/s Ladha G. D. & Co. for the F.Y 2015-2016.		
	Special Business		
3.	Appointment of Mrs. B. Swarupa Rani (DIN : 07099356) as Independent, Woman Director of the company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from February 17, 2015.		
4.	Ratification of Remuneration of Cost Auditors M/s S. K. Saxena & Co. for the F.Y 2014-15 in compliance to Companies Act, 2013.		
5.	Approval of Remuneration of Cost Auditors M/s S. K. Saxena & Co. for the F.Y 2015-16 in compliance to Companies Act, 2013.		
6.	Adoption of new set of Memorandum of Association(MOA) of the company		
7.	Adoption of new set of Article of Association(AOA) of the company		