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

Date: September 09, 2014

To,
The Manager,

National Stock Exchange of India Ltd.
Exchange Plaza Plot No. C/1, G Block
Bandra Kurla Complex, Bandra East
Mumbai – 400 051

Bombay Stock Exchange Ltd.,
Dept. of Corporate Services (Ist Floor)
P.J.Tower, Dalal Street,
Mumbai – 400 001

Sub: Notice of the 28th Annual General Meeting of the Company.

Dear Sir,

Please find the enclosed Notice of the 28th Annual General Meeting of the Company, scheduled to be held on Tuesday, 30th September, 2014 at 4:00 PM at A.B Road, Industrial Area, Morena – 476 001(M.P.)

This is for your information and record.

Yours truly,
For K.S. Oils Limited

Sandeep Rawlot

Sandeep Kumar
(Company Secretary)

K.S. OILS LIMITED * MORENA *

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 Twenty Eighth Annual General Meeting of K. S. Oils Limited will be held on Tuesday, 30th Day of September, 2014 at 4:00 PM at A.B. Road, Industrial Area, Morena – 476 001(M.P) to transact the following Businesses:

ORDINARY BUSINESSES:

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

   To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon *(Please refer note no.5 for brief explanation)*

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

   Re-appointment / Appointment of Statutory Auditors of the Company for the year ending on 31st March, 2015 *(Please refer note no.6 for brief explanation)*

SPECIAL BUSINESSES:

3. 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 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."

4. 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 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."

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

   "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. "

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

   "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 "

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 : Morena
Date : 03/09/2014

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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. The Audited Financial Statement (Annual Report) as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of Board of Directors and Auditors thereon for the period 01/01/2013 to 31/03/2014 (Period of Fifteen Month) were not finalized due to unavoidable reasons. The Board of Directors has decided to postpone the matter for next Board Meeting and recommend to Adjourned this Annual General Meeting for Item no. 1 after considering all the Special Business resolutions. Therefore, Item no. 1 will be presented before the Shareholders of the company in the Adjourned 28th Annual General Meeting.

6. The company have send the mandate to M/s Haribhakti & Co, Chartered Accountants (Present auditor of the Company) for their appointment /re-appointment in this Annual General Meeting but the company have not received their letter of consent to be re-appointed as Statutory Auditor for the year ending on 31St March, 2015. The Board of Directors of the Company has decided to postpone the matter for next Board Meeting and recommended to Adjourned this Annual General Meeting for Item no. 2 after considering all the Special Business resolutions. Therefore, Item no. 2 will be presented before the Shareholders of the company in the Adjourned 28th Annual General Meeting.

7. 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.

8. Pursuant to Section 124 of the Companies Act, 2013 Members who have not en-cashed dividend warrant(s) for the year 2006-07 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.

9. Brief resume of the Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorships and

membership/chairmanships of the Board committees, as stipulated under Clause 49 of Listing Agreement with Stock Exchange in India is given in the Annexure to this Notice.

10. 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.

11. **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 at the 28th 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):

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

(i) The voting period begins on September 24, 2014 at 9:00 AM and ends on September 26, 2014 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) August 22, 2014, 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
(v) For CDSL: 16 digits beneficiary ID,
(vi) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
(vii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
(viii) Next enter the Image Verification as displayed and Click on Login.
(ix) 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 folio 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.

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

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

(xiii) Click on the EVSN for the K.S.Oils Limited on which you choose to vote.

(xiv) 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.

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

(xvi) 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.

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

(xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xix) 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.

(xx) 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.

(xxi) 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 August 22, 2014.

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 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(2) 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
For K. S. Oils Limited

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

Place : Morena
Date : 03/09/2014

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

Item No. 3

The existing tenure of Mr. Ramesh Chand Garg, as "Chairman & Managing Director" of the Company and will be expired on 25/09/2014. The Board of Directors of the Company at their meeting held on 03/09/2014 has re-appointed Mr. Ramesh Chand Garg as the Managing Director and designated as "Managing Director" for a period of three years commencing from 03/09/2014.

Mr. Ramesh Chand Garg has joined the company in 30/07/2003 as a Director of the Company and has had a distinguished carrier with the Company. Mr. Ramesh Chand Garg has a wealth of experience in the area of Marketing, Purchase and Administration.

Mr. Ramesh Chand Garg have disclosed to the Board of Directors that he is disqualified under section 164(2)(b) of the Companies Act, 2013 due to the non payment of the dividend for the Financial year 2009-2010 and failure to pay continues for more than one year in the K.S. Oils Limited. The Company is in the process of Applying to the Central Government via Form DIR 10 for the Removal of his Disqualification.

The approval of the member is sought to the term, conditions and stipulations for the appointment of Mr. Ramesh Chand Garg as the Managing Director and the remuneration payable to him is appropriate. The terms and conditions proposed (fixed by the Board of Directors at their meeting held on 03/09/2014) are keeping in line with the remuneration package that is necessary to continue to encourage good professional manager with a sound career record to important position such as that occupied by Mr. Ramesh Chand Garg.

The Material terms of appointment and remuneration as contained in the draft agreement are given below: -

(a) Salary, Perquisites and Allowances

(i) Salary

Name and Designation	**Salary in Rs. Per month**	
Mr. Ramesh Chand Garg *(Chairman & Managing Director)*	Basic	1,96,700/-
	Perquisites	3,300/-
	Total	**2,00,000/-**

(ii) Allowances

Directors are not entitled for allowance other than mentioned above.

(iii) Reimbursement of Expenses

Reimbursement of expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips; provision of car for use on the Company's business and telephone expenses at residence shall be reimbursed and not considered as perquisites.

(iv) The terms and conditions set out for payment of remuneration herein may be altered and varied by the 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) as it may, from time to time, deem fit.

The period of office of Mr. Ramesh Chand Garg shall be liable to determine by retirement of director by rotation. If Mr. Ramesh Chand Garg is re-appointed as a director immediately on retirement by rotation he shall be continue to hold office of Managing Director and such re-appointment as director shall not be deemed to constitute break in his appointment as a "Managing Director".

In the view of the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the ordinary resolution set out at Item no. 3 of the accompanying Notice for the approval of the Members. The re-appointment of Mr. Ramesh Chand Garg is appropriate and in the best interest of company.

Copy of the Draft agreement referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 301 of the Companies Act, 1956 referred below, would be available for inspection by the member at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of Annual General Meeting.

Mr. Ramesh Chand Garg hold 51,53,590 Equity shares of Re.1/- each in the company constituting 1.13% of the paid up capital of the company.

Details of Mr. Ramesh Chand Garg's Directorship and Committee Memberships are as follows:

S. No	Name of the Company (Directorship)	Committee Chairmanship/ Membership
1.	K. S. Oils Limited	Chairman – Management and Finance Committee Member – Corporate Social Responsibility Committee

Mr. Ramesh Chand Garg being appointee is financially interested to the extent of the remuneration payable by the Company in the capacity of the Managing Director. None of the other directors of the Company are directly or indirectly interested in the aforesaid resolution.

Item No. 4

The existing tenure of Mr. Davesh Agarwal, Whole-time Director and Designated as Chief Financial Officer will be expired on 28/12/2014. The Board of Directors of the Company at their meeting held on 03/09/2014 appointed Mr. Davesh Agarwal as a Director whose period of office is liable to determine by the retirement of directors by rotation and as Whole-time Director designated as Chief Financial Officer for a period of three years commencing from 03/09/2014.

Mr. Davesh Agarwal is a financial expert. He joined the company in 01/10/2007 as Vice President and has had a distinguished carrier with the Company. Mr. Davesh Agarwal has a wealth of experience in the area of finance, marketing and Administration, which includes as assignment of around more than 1 year with K. S. Oils Limited as a Chief Financial Officer of the Company.

The approval of the member is sought to the term, conditions and stipulations for the appointment of Mr. Davesh Agarwal as the Whole-time Director and designated Key Managerial Personnel as the Chief Financial Officer and the remuneration payable to him is appropriate. The terms and conditions proposed (fixed by the Board of Directors at their meeting held on 03/09/2014) are keeping in line with the remuneration package that is necessary to continue to encourage good professional manager with a sound career record to important position such as that occupied by Mr. Davesh Agarwal.

The Material terms of appointment and remuneration as contained in the draft agreement are given below: -

(a) Salary, Perquisites and Allowances

(i) Salary

Name and Designation	Salary in Rs. Per month	
Mr. Davesh Agarwal *(Whole time director Designated as "CFO"))*	Basic	1,00,000/-
	HRA	40,000/-
	Special allowance	56,700/-
	Perquisites	3,300/-
	Total	**2,00,000/-**

(ii) Allowances

Directors are not entitled for any allowance other than mentioned above.

(iii) Reimbursement of Expenses

Reimbursement of expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips; provision of car for use on the Company's business and telephone expenses at residence shall be reimbursed and not considered as perquisites.

(iv) The terms and conditions set out for payment of remuneration herein may be altered and varied by the 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) as it may, from time to time, deem fit.

The period of office of Mr. Davesh Agarwal shall be liable to determine by retirement of director by rotation. If Mr. Davesh Agarwal is re-appointed as a director immediately on retirement by rotation he shall be continue to hold office of Whole time Director designated as "Chief Financial officer" and such re-appointment as director shall not be deemed to constitute break in his appointment as a whole-time director designated as "Chief Financial Officer".

In the view of the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the ordinary resolution set out at item no. 4 of the accompanying Notice for the approval of the Members. The re-appointment of Mr. Davesh Agarwal is appropriate and in the best interest of company.

Copy of the Draft agreement referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 301 of the Companies Act, 1956 referred below, would be available for inspection by the member at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of Annual General Meeting.

Mr. Davesh Agrawal des not hold any Equity share in the company.

Details of Mr. Davesh Agarwal' Directorship and Committee Memberships are as follows:

S. No	**Name of the Company (Directorship)**	**Committee Chairmanship/ Membership**
1.	K. S. Oils Limited	Member – Stakeholders Relationship Committee Member – Management and Finance Committee Member – Corporate Social responsibility Committee Member – Audit Committee
2.	Arth Real Developer (M.P) Pvt. Ltd	Nil

Mr. Davesh Agrawal being appointee is financially interested to the extent of the remuneration payable by the Company in the capacity of the Whole-time Director and may be considered interested otherwise being his relatives. Except that none of the other directors of the Company are directly or indirectly interested in the aforesaid resolution.

Item Nos. 5 and 6

The **C**ompany had, pursuant to the provisions of Clause 49 of the listing agreement entered with the stock exchanges, appointed Mr. Arvind Pandalai (DIN : 00352809) and Mr. Boda Venkat Ram (DIN : 03476912) as Independent Directors of the Company at different point of time. All these directors were appointed as retiring directors under the erstwhile Companies Act, 1956.

As per Section 149 of the Companies Act, 2013, every listed public company is require to have at least one-third of the total number of directors as independent directors who are not liable to retire by rotation.

The nomination and remuneration Committee has recommended the appointment of the above directors as independent directors to hold office for term of 5 (Five) consecutive years up to 31st March, 2019.

Mr. Arvind Pandalai and Mr. Boda Venkat Ram have given a declaration to the Board that they meet with the criteria of independence under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these directors fulfil the conditions specified in the Companies Act, 2013 for appointment as Independent Director and the proposed directors are independent of the management.

In compliance with the provisions of Section 149 read with schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the appointment of these directors as independent directors is placed before the members for their approval.

The Company has received notice in writing along with the requisite deposits as required under Section 160 of the Companies Act, 2013 for proposal for re-appointment of the above said directors.

The above said directors do not hold any Equity shares in the Company

All these directors, being appointees may be deemed to be financially interested to the extent of the sitting fee as may be payable to them. Except that none of the other Directors and key managerial personnel of the Company are their relatives are concerned or interested, financially or otherwise, in the resolutions set out in item nos. 5 and 6.

The Board recommends passing of the resolution set out in Item No. 5 and 6 as ordinary resolutions.

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 : Morena
Date : 03/09/2014

Profile of Directors seeking appointment /re-appointment at the Annual General Meeting to be held on September 30, 2014, pursuant to Clause 49 of the Listing Agreement

Mr. Ramesh Chand Garg holds a rich experience of around 35 years in the field of management, finance and purchase; he belongs to the reputed Garg family from Morena and part of the founder family. With over three decades of experience in the edible oil manufacturing industry, agro products and commodity exports, he is involved in the strategic initiatives of the company. Mr. Garg articulated, designed and implemented the rejuvenated growth story at K S Oils. His vision of creating an integrated global edible oil company and focusing on bringing back the importance of mustard oil in the daily life of the Indian consumers has resulted in the company's success and also competitors following suit. Mr. Garg is a member of leading industry associations and a recipient of various awards and honors. Under his leadership, the company was voted as one of the fastest growth company by Economic Times, India's top ranked business daily. He was awarded as 'The Oilman of the Year-2007' by Global India, one of the world's premier vegetable oil research organizations.

Mr. Garg takes active interest in farmer and community initiatives; he is instrumental in working with the farmers at the local level to ensure productivity increase and best practices in farm methodologies. His views on commodity markets and edible oil sector are well sought after and he is a speaker in various international forums.

Mr. Ramesh Chand Garg hold 51,53,590 Equity shares of Re.1/- each in the company constituting 1.13% of the paid up capital of the company.

Mr. Ramesh Chand Garg's Directorship and Committee Memberships are as follows:

S. No	Name of the Company (Directorship)	Committee Chairmanship/ Membership
1.	K. S. Oils Limited	Chairman – Management and Finance Committee Member – Corporate Social Responsibility Committee

Mr. Davesh Agarwal is a financial expert. He joined the company in 01/10/2007 as Vice President and has had a distinguished carrier with the Company. Mr. Davesh Agarwal has a wealth of experience in the area of finance, marketing and Administration, which includes as assignment of around more than 1 year with K. S. Oils Limited as a Chief Financial Officer of the Company. He belongs to the reputed Agarwal family from Gwalior and part of the founder family business. He has rich ten years of experience in finance and administration related to particularly edible oil manufacturing industry. Being a creative one he is also involved in the strategic planning and initiatives of the company. Davesh Agarwal is the youngest member of the Board and is known for his enthusiasm and hard work.

He does not hold any equity shares of the Company.

Mr. Davesh Agarwal's Directorship and Committee Memberships are as follows:

S. No	Name of the Company (Directorship)	Committee Chairmanship/ Membership
1.	K. S. Oils Limited	Member – Stakeholders Relationship Committee Member – Management and Finance Committee Member – Corporate Social responsibility Committee Member – Audit Committee
2.	Arth Real Developers (M.P) Pvt. Ltd	Nil

Mr. Arvind Pandalai (DIN: 00352809) was a Managing Director of "The State Trading Corporation of India Limited" he held the position up to the October 22, 2008. His experience in the field of management and Finance over a period of 32 years. He handled various level of responsibilities in executive level positions. He is Advisor and other senior management position in several organisations. He is presently

holding position of Non-Executive Independent Director of the Company. He Joined the Board of Directors of the Company in February 2011.

He does not hold any equity shares of the Company.

Details of Mr. Arvind Pandalai's Directorship and Committee Memberships are as follows:

S. No	Name of the Company (Directorship)	Committee Chairmanship/ Membership
1.	K.S.Oils Limited	Member – Audit Committee Member–Nomination and Remuneration Committee Chairman–Stakeholders Relationship Committee
2.	Keventer agro ltd.	Nil
3.	Indo Rama Synthetics (India) Limited	Member – Audit Committee Member - CSR
4.	Indo Rama Renewables Limited	Nil
5.	Indo Rama Renewables Jath Limited	Nil
6	Indo Rama Renewables Porbandar Limited	Nil
7.	Indo Rama Renewables Ramgarh Limited	Nil
8.	Chetanya horticultures Private Limited	Nil

Mr. Boda Venkat Ram (DIN: 03476912) is MBA (Finance), he is Ex-Chief General Manager (Finance) in the State Trading Corporation of India Limited., he was overall in charge 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 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. He is presently holding position of Non-Executive Independent Director of the Company. He Joined the Board of Directors of the Company in August 2012.

He does not hold any equity share of the Company.

Details of Mr. Boda Venkat Ram's Directorship and Committee Memberships are as follows:

S. No	Name of the Company (Directorship)	Committee Chairmanship/ Membership
1.	K. S. Oils Limited	Chairman – Audit Committee Chairman–Nomination and Remuneration Committee Member – Stakeholders Relationship Committee Member – Management and Finance Committee Member – Corporate Social Responsibility

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

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Regd. Folio No……..... No. of Shares held……
*DP. ID. No..... *Client ID No.....

I/ We, being a shareholder(s)……of K. S. Oils Limited hereby appoint:

1) ……of……having Email id……or failing him
2) ……of……having Email id……or failing him
3) ……of……having Email id……

And whose signature(s) are appended below as my/ our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 28th Annual General Meeting of the Company to be held on 30th day of September, 2014 at 4:00 pm at A. B. Road, Industrial Area, Morena - 476 001 (M.P.) and at any adjournment(s) thereof.

** I wish my above Proxy to vote in the manner as indicated in the box below:

Agenda Item No.	Particular	For	Against
Ordinary Businesses by Ordinary Resolutions			
1.	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.		
2.	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 2014-15 on such further date as may be decided by the Board.		
Special Businesses by Ordinary Resolutions			
3.	To Re-appoint Mr. Ramesh Chand Garg (DIN:0027025), as the Whole-time director, designated as "Managing Director" of the Company subject to Approval of Central Government.		
4.	To Re-appoint Mr. Davesh Agarwal (DIN : 01102237), as the Whole-time director, designated as "Chief Financial Officer" of the Company		
5.	To appoint Mr. Arvind Pandalai (DIN: 00352809), as an Independent Director for a term of five year upto March 31, 2019		
6.	To appoint Mr. Boda Venkat Ram (DIN: 03476912), as an Independent Director for a term of five year upto March 31, 2019		

Signed this ……day of ……..2014

Signature of the Member
.....

Affix Revenue Stamp of

....

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

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 28th Annual 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.

.....Cut from here.....

K.S. OILS LIMITED

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ATTENDANCE SLIP

28th Annual General Meeting to be held on Tuesday, 30th September, 2014 at 04:00 PM

Regd. Folio No..... No. of Shareheld.....
*DP. ID. No..... *Client ID No.....
I certify that i am a member / proxy for the member of the Company.

I, hereby record my presence at the 28th Annual General Meeting of the Company to be held at A. B. Road, Industrial Area, Morena-476 001 (M.P.), on Tuesday, September 30, 2014 at 4:00 PM.

……
……
Name of the Member / Proxy (In Block Letters) Signature of the Member / Proxy

*Applicable for investors holding shares in electronic form.