K. S. Oils Limited

Registered Office: Jiwaji Ganj, Morena – 476 001 (M.P.)
Tel. : +91-7532-300000, **Fax :** +91-7532-405060, **E-mail :** investors@ksoils.com

NOTICE

Dear Member(s),

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of K.S. Oils Limited will be held at the Factory Office at A.B. Road, Industrial Area, Morena, Madhya Pradesh – 476 001 on Friday, October 05, 2012 at 03:00 p.m. to transact the following businesses:-

SPECIAL BUSINESSES:

1. To consider and, if thought fit, to pass with or without modifications, the following as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to section 94 and other applicable provisions of the Companies Act, 1956, the authorised share capital of the Company be increased from Rs. 90,00,00,000 (Rupees Ninety Crores Only) divided into 90,00,00,000 (Ninety Crores) Equity Shares of Re. 1/- each (Rupee one only) to Rs. 3,88,50,00,000 (Rupees Three Hundred Eighty Eight Crores Fifty Lacs Only) divided into 90,00,00,000 (Ninety Crores) Equity Shares of Re.1/- each (Rupee one only) and 29,85,00,000 (Twenty Nine Crores Eighty Five Lacs Only) Cumulative Redeemable Preference Shares (CPRS) of Re. 10/- each (Rupees Ten only)."

   "RESOLVED FURTHER THAT the clause V of the Memorandum of Association of the Company be and is hereby altered as under:

   In Clause **V of the Memorandum of Association, for the words and figures** *"The Authorised Share Capital of the Company is Rs. 3,88,50,00,000 (Rupees Three Hundred Eighty Eight Crores Fifty Lacs Only) divided into 90,00,00,000 (Ninety Crores) Equity Shares of Re. 1/- (Rupees one only) each and 29,85,00,000 (Twenty Nine Crores Eighty Five Lacs) 1% Cumulative Redeemable Preference Shares of Re. 10/- (Rupees Ten Only) each." be substituted."*

2. To consider and, if thought fit, to pass with or without modifications, the following as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of section 31 and other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company, be and is hereby altered by deleting the existing Article 3 and substituting in its place and instead thereof, the following new Article 3.

   "3. The Authorised Share Capital of the Company is Rs. 3,88,50,00,000 (Rupees Three Hundred Eighty Eight Crores Fifty Lacs Only) divided into 90,00,00,000 (Ninety Crores) Equity Shares of Re. 1/- (Rupees one only) each and 29,85,00,000 (Twenty Nine Crore Eighty Five Lacs) 1% Cumulative Redeemable Preference Shares of Re. 10/- (Rupees Ten Only) each, with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively, such preferential, deferred qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956, or by the Articles of Association of the company for the time being."

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

   "RESOLVED THAT pursuant to Section 80, 81 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the respective Stock Exchanges where the shares of the Company are listed and subject to the consent/approval/permission/sanction of all appropriate statutory and other authorities, including the Government of India, SEBI, RBI to the extent necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company and/or a duly authorized committee thereof, the consent and approvals of the members be and is hereby accorded to the offer/issue up to 29,84,70,000 (Twenty Nine Crores Eighty Four Lacs Seventy Thousand Only) of 1% Cumulative Redeemable Preference Shares of Rs. 10 /- each aggregating to a nominal amount not exceeding Rs. 2,98,47,00,000/- (Rupees Two Hundred Ninety Eight Crores Forty Seven Lacs Only) to the respective banks as specified in the Explanatory Statement or the Master Restructuring Agreement ("MRA") in one or more tranches on such terms and conditions as the Board of Directors thereof may in its absolute discretion determine and finalise."

   "RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to do all such acts, deeds, matter and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds and to finalise and execute all documents and writings as may be necessary proper, desirable or expedite."

By Order of the Board

Sd/-
Ankit Jain
Company Secretary

Date: September 08, 2012
Place: Morena

Registered Office:
Jiwaji Ganj, Morena (M.P)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 24 HOURS BEFORE THE COMMENCEMENT OF THE EXTRAORINARY GENERAL MEETING.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts in respect of the Special Business to be transacted at the meeting is annexed hereto.
3. Proxy forms (duly completed, signed and stamped) must be deposited at the registered office of the Company not less than 48 (forty eight) hours before the commencement of the extraordinary general meeting to which this Notice relates, in order to be valid/ effective.

4. All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Extra-ordinary General Meeting and the same will be available for inspection at the Extra-ordinary General Meeting.

5. Members /Proxies should bring the attendance slip duly filled in for attending the meeting. They should invariably write their Folio No./DP Identity No. and Client Identity No. in such slip.

6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of section 173(2) of the Companies Act, 1956

Item no. 1 & 2

The Present authorized share capital of the Company is Rs. 90,00,00,000 Crores (Rupees Ninety Crores Only). It is proposed to increase the authorized share capital of the Company from Rs. 90,00,00,000 Crores (Rupees Ninety Crores only) divided into 90,00,00,000 Crores (Ninety Crores) equity shares of Re.1/- each to Rs. 3,88,50,00,000 (Rupees Three Hundred Eighty Eight Crores Fifty Lacs Only) divided into 90,00,00,000 (Ninety Crores) Equity Shares of Re. 1/- each (Rupee one only) and 29,85,00,000 (Twenty Nine Crores Eighty Five Lacs) 1% Cumulative Redeemable Preference Shares (CPRS) of Re. 10/- (Rupee Ten only) each.

The Board of Directors at their meeting held on September 08, 2012 approved the proposal for increase in Authorized Share Capital of the Company and consequent amendments to the Memorandum and Articles of Association of the Company.

Increase in Authorized Share Capital would necessitate amendment to the Clause V of the Memorandum of Association and Clause 3 of Articles of Association of company and would require member's approval by passing special resolution. The draft amended copies of the Memorandum and Articles of Association have been placed at the Registered Office of the Company for the purpose of inspection.

None of the Director of the company is interested or concerned in the resolution except as a member of the Company.

The Board recommends the resolution set forth in item No.1 as Ordinary Resolution and Item No. 2 as the **Special Resolution** for the approval of the members.

Item No. 3

Article 14 of the Articles of Association of the Company authorizes the Company to issue the 1% Cumulative Redeemable Preference Shares of the Company. As the Corporate Debt Restructuring Cell had approved the CDR package so, in pursuance of the CDR package the Company is required to issue the 1% Cumulative Redeemable Preference Shares (CRPS) to the following Concerned Banks in their proportions of the loans as specified in table below:

Lender	CRPS arising out of (Amount Rs. In Crores)				
	Edible Oil TL	Haldia TL	Unsecured TL	WCTL	Total
State Bank of India	17.26	-	-	48.44	65.70
Axis Bank Ltd.	29.87	-	-	25.43	55.30
State Bank of Mysore	18.00	-	-	-	18.00
Federal Bank Limited	10.00	-	-	-	10.00
J&K Bank Limited	20.00	-	-	-	20.00
Central Bank of India	-	6.42	-	20.20	26.62
ICICI Bank Ltd.	-	7.20	-	2.00	9.20
Andhra Bank	-	-	-	21.88	21.88
IDBI Bank Ltd.	-	-	-	18.77	18.77
Punjab National Bank	-	-	-	8.40	8.40
Bank of India	-	-	6.00	-	6.00
LIC of India	-	-	18.19	-	18.19
SREI Infrastructure Finance Limited	-	-	20.42	-	20.42
Total Amount	**95.13**	**13.62**	**44.61**	**145.10**	**298.47**

Terms and Conditions of issue of CPRS are as follows:

- The CRPS arising out of conversion of 20% of all term loans (except the Wind Mill Term Loan) aggregating to Rs. 298.47 crore shall carry a dividend of 1% p.a. Dividend shall be payable at the end of each year from the date of allotment of the CRPS till the date of redemption.
- The CRPS shall be redeemable after completion of 7 (seven) years from the date of allotment of the same with a redemption premium of 64% on Face Value.
- Payment of redemption premium is subject to the condition that the same being paid out of the cash balance available with the Company and is in excess of Rs. 75 crore

None of the Director of the company is interested or concerned in the resolution except as a member of the Company.

The Board recommends the resolution set forth in item No. 3 as the Special Resolution for the approval of the members.

By Order of the Board

Sd/-
Ankit Jain
Company Secretary

Date: September 08, 2012
Place: Morena

Registered Office:
Jiwaji Ganj, Morena (M.P)

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ATTENDANCE SLIP

Name and Address of Member

I, hereby record my presence at the Extraordinary General Meeting held on Friday, October 05, 2012 at 03:00 p.m. at Factory office at A.B. Road, Industrial Area, Morena – 476 001(MP)

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

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

No. of Shares held…….....

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

Signature of the attending Member/ Proxy: ……

*Delete whichever is not applicable

NOTE:

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

K. S. Oils Limited

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PROXY FORM

Folio No. ..... No. of Shares held.....

DP ID No. ..... Client ID No. .....

I/We.....of.....in the district of .....being a Member/Members of K. S. Oils Limited, hereby appoint Mr./Ms. ..... of ..... in the district of.....or failing him/her ..... Mr./Mrs..... of.....in the district of .....as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting held on Friday, October 05, 2012 at 03:00 p.m. at Factory office at A. B. Road, Industrial Area, Morena - 476001 (M.P.) and at any adjournment thereof.

Signed this ..... day of 2012

Affix Revenue Stamp of Re. 1/-

Signature of Shareholder

Note:

This Proxy form, in order to be effective should be duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 24 hours before the aforesaid Meeting.