K. S. OILS LIMITED

Regd. Office: K.S. Oils Limited, Jiwaji Ganj, Morena (M.P.) – 476 001
Tel: +91-7532-300000 Fax: +91-7532-405060
E-mail: investors@ksoils.com Website: www.ksoils.com

NOTICE FOR POSTAL BALLOT

Pursuant to section 192A of the Companies Act, 1956

Dear Member(s),

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 and Companies (Passing of resolution by Postal Ballot) Rules, 2011, for the consent of the Members of K. S. Oils Limited (herein after referred to as "KSO" or "Company") for the proposed resolutions set out below, which is sought to be obtained by means of Postal Ballot. The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration. The company has appointed a scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours on 05th September, 2013. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Company has appointed Mr. Mayank Dubey, Practicing Company Secretary, as Scrutinizer to scrutinize the Postal Ballots in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman & Managing Director or any one of the Whole-time Directors of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be declared on 07th September, 2013 at Factory Office of the Company at A. B. Road, Industrial Area, Morena (M.P.), India – 476 001. The shareholders are invited at A. B. Road, Industrial Area, Morena (M.P.), India – 476 001 at the time of declaration of result.

Members may please note that a resolution will be deemed to have been passed as special resolution if the votes cast in favour are at least three times than the votes cast against and in case of ordinary resolution the votes cast in favour should be more than the votes cast against and would be deemed to have been passed at the Annual General Meeting referred to above.

The date of declaration of result shall be deemed to be date of passing of the said resolution.

Approval of the members of the Company is sought by way of Postal Ballot in respect of the following businesses:

SPECIAL BUSINESSES:

ITEM NO. 1

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

ORDINARY RESOLUTION

"RESOLVED THAT in terms of Sections 293(1)(a) and Section 192A and other applicable provisions, if any, of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, including any statutory modifications or re-enactments thereof for the time being in force, in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the stock exchange(s) and subject to the approvals, consents, permissions and sanctions as may be required under applicable laws, consent of the member of the Company be and is hereby accorded for the sale of the whole or part of the Indian edible oil business/assets of the Company carried out under various brands through five manufacturing units located in Morena, Ratlam and Guna in Madhya Pradesh, Kota in Rajasthan and a port based refinery in Haldia, West Bengal (along with all rights, title and interests in the equipments, land, buildings, property leases and movable assets pertaining to the said edible oil business / assets and may include intangible and current assets pertaining thereto) **("Edible Oil Assets")** to a buyer identified **("Edible Oil Assets Buyer")** in accordance with the sale process **("Edible Oil Assets Sale Process")** undertaken / being undertaken by SBI (itself or through advisors appointed by SBI) acting on behalf of the secured lenders of the Edible Oil Assets **("EOA Lenders")**, for and on behalf of

and at the risk, cost and expense of the Company, for the repayment of the outstanding debt (along with interest etc,) of the Company due to the said EOA Lenders.

RESOLVED FURTHER THAT all necessary power(s) and authority are hereby granted to SBI (itself or through advisors appointed by SBI) acting on behalf of the EOA Lenders, appointed by the board, inter-alia, to (i) to evaluate the proposals received from potential purchasers for the sale of the whole or part of the Edible Oil Assets and to conclude the Edible Oil Assets Sale Process (as may be arrived at by SBI / EOA Lenders in consultation with the advisors appointed for the said purpose) for the purpose of selecting the Edible Oil Assets Buyer; (ii) complete the aforementioned process being conducted/ conducted by the EOA Lenders; and (iii) select the Edible Oil Asset Buyer basis the Edible Oil Asset Sale Process as adopted; for and on behalf of and at the risk, cost and expense of the Company.

RESOLVED FURTHER THAT the shareholders of the Company also hereby consent to the sale of the whole or any part of the Edible Oil Assets of the Company through any other process available under applicable laws (including but not limited to sale by relevant EOA Lenders by way of a private treaty or obtaining quotations from the persons dealing with similar secured assets or otherwise interested in buying such assets under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 **("SARFAESI")** and the rules made thereunder) for the repayment of the outstanding debt (along with interest etc.) of the Company due to the EOA Lenders and in furtherance of such alternate sale of the Edible Oil Assets, the shareholders of the Company hereby consent to the Company entering into any agreement / arrangement in writing with the lenders and the prospective purchaser(s) of the Edible Oil Assets to give effect to such sale of the Edible Oil Assets, as may be required, for the repayment of the outstanding debt (along with interest etc.) of the Company due to the EOA Lenders.

RESOLVED FURTHER THAT the Managing Director of the Company or any other Director of the Company or any designated authorized officer appointed by SBI in this regard, be and are hereby severally authorized for and on behalf of the Company, to take such steps as may be necessary for obtaining all statutory approvals in relation to the above resolutions and to negotiate, finalize, settle terms of sale, settle all questions and matters arising out of and / or incidental thereto (including but not limited to approving the minimum / reserve price for the sale of the Edible Oil Assets as well as approving the sale at such minimum / reserve price or price arrived at under the Edible Oil Assets Sale Process) and to enter into and sign and execute, file, submit and withdraw, any or all deeds, applications, forms, documents, agreements, indemnities, warranties, undertakings and writings that may be required on behalf of the Company for the purpose of implementation of this resolution."

ITEM NO. 2

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

ORDINARY RESOLUTION

"RESOLVED THAT in terms of Sections 293(1)(a) and Section 192A and other applicable provisions, if any, of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, including any statutory modifications or re-enactments thereof for the time being in force, in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the stock exchange(s) and subject to the approvals, consents, permissions and sanctions as may be required under applicable laws, consent of the member of the Company be and is hereby accorded for the sale of the whole or part of the Indian wind turbine business/assets of the Company comprising of 92 wind turbine generators of Suzlon, Enercon and Vestas make with an aggregate power generating capacity of 78 MW and spreading across the states of Tamil Nadu, Rajasthan, Gujarat and Madhya Pradesh (along with all rights, title and interests in the equipments, land, buildings, property leases and movable assets pertaining to the said wind energy business / assets and may include intangible and current assets pertaining thereto) **("Wind Energy Assets")** to a buyer identified **("Wind Energy Assets Buyer")** in accordance with the sale process **("Wind Energy Assets Sale Process")** undertaken / being undertaken by State Bank of India (acting on behalf of the lenders of the Wind Energy Assets **("WTG Lenders")**, in accordance with the authorization obtained/to be obtained from relevant WTG Lender) **("SBI")**) for and on behalf of and at the risk, cost and expense of the Company, for the repayment of the outstanding debt (along with interest etc.) of the Company due to the said WTG Lenders.

RESOLVED FURTHER THAT all necessary power(s) and authority are hereby granted to State Bank of India (acting on behalf of the WTG Lenders, in accordance with the authorization obtained/to be obtained from relevant WTG Lender) appointed by the board, inter-alia, to (i) to evaluate the proposals received from potential purchasers for the sale of the whole or part of the Wind Energy Assets and to conclude the Wind Energy Assets Sale Process (as may be arrived at by the WTG Lenders jointly

or through SBI in consultation with the advisors appointed for the said purpose) for the purpose of selecting the Wind Energy Assets Buyer; (ii) complete the aforementioned process being conducted/conducted by State Bank of India (acting on behalf of the WTG Lenders, in accordance with the authorization obtained/to be obtained from relevant WTG Lender); and (iii) select the Wind Energy Asset Buyer basis the Wind Energy Asset Sale Process as adopted; for and on behalf of and at the risk, cost and expense of the Company.

RESOLVED FURTHER THAT the shareholders of the Company also hereby consent to the sale of the whole or any part of the Wind Energy Assets of the Company through any other process available under applicable laws (including but not limited to sale by relevant WTG Lenders by way of a private treaty or obtaining quotations from the persons dealing with similar secured assets or otherwise interested in buying such assets under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 **("SARFAESI")** and the rules made thereunder) for the repayment of the outstanding debt (along with interest etc.) of the Company due to the WTG Lenders and in furtherance of such alternate sale of the Wind Energy Assets, the shareholders of the Company hereby consent to the Company entering into any agreement / arrangement in writing with the lenders and the prospective purchaser(s) of the Wind Energy Assets to give effect to such sale of the Wind Energy Assets, as may be required, for the repayment of the outstanding debt (along with interest etc.) of the Company due to the WTG Lenders.

RESOLVED FURTHER THAT the Managing Director of the Company or any other Director of the Company or any WTG Lenders' designated authorized officer appointed in this regard, be and are hereby severally authorized for and on behalf of the Company, to take such steps as may be necessary for obtaining all statutory approvals in relation to the above resolutions and to negotiate, finalize, settle terms of sale, settle all questions and matters arising out of and / or incidental thereto (including but not limited to approving the minimum / reserve price for the sale of the Wind Energy Assets as well as approving the sale at such minimum / reserve price or price arrived at under the Wind Energy Assets Sale Process) and to enter into and sign and execute, file, submit and withdraw, any or all deeds, applications, forms, documents, agreements, indemnities, warranties, undertakings and writings that may be required on behalf of the Company for the purpose of implementation of this resolution."

By Order of the Board of Directors of
K.S. Oils Limited

Sd/-
Sandeep Kumar
Company Secretary

Date: August 06th, 2013
Place: Morena

NOTES:

1. The Consent of the Shareholder is solicited by passing an Ordinary Resolution.
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. Notice is being sent to all the Members, whose name would appear in the Register of Members as on August 2nd, 2013.
4. The resolution, if assented to by requisite majority, shall be taken as passed on.
5. The Board has appointed Mr. Mayank Dubey, a Practising Company Secretary as the Scrutiniser for conducting the Postal Ballot voting process.
6. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer **e-voting facility** as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for e-voting are as under:

a. In case of Shareholders' receiving e-mail from NSDL

(i) Open e-mail and open PDF file viz. "KSOILS e-voting.Pdf" with your Client ID or Folio No. as password containing your user ID and Password for e-voting. Please note that the password is an initial password.
(ii) Launch internet browser by typing the following URL : https://www.evoting.nsdl.com/
(iii) Click on Shareholder-Login
(iv) Put user ID and Password as initial password noted in step (i) above. Click Login.
(v) Password change menu appears, Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
(vi) Home page of e-Voting opens. Click on e-voting: Active Voting Cycles.
(vii) Select Electronic Voting Event Number (EVEN) of K.S.Oils Limited
(viii) Now you are ready for e-voting as Cast Vote page opens.
(ix) Cast your vote by selecting appropriate option and click on "Submit" and "Confirm" when prompted.
(x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: mayank4567.dubey@gmail.com with a copy marked to evoting@nsdl.co.in

b. In Case of Members receiving Postal Ballot Form by Post:

(i) Initial password is provided at the bottom of the Postal Ballot Form.
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (6)(a) above, to cast vote.

c. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

d. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholder, available at the downloads section of www.evoting.nsdl.com.

e. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

7. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or www.ksoils.com or seek duplicate Postal Ballot Form from M/s Ankit Consultany Private Limited, Registrar & Transfer Agent, 60, Electronic Complex, Pardeshipura, Indore (M.P) 452 010 or K.S.Oils Limited, Jiwaji Ganj, Morena (M.P)-476 001, fill in the details and send the same to the Scrutinizer.

8. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

9. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

10. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 02nd August 2013.

11. The voting period ends on the close of Thursday, 5th September, 2013. The e-voting module shall also be disabled by NSDL for voting thereafter.

K. S. OILS LIMITED

Regd. Office: K.S. Oils Limited, Jiwaji Ganj, Morena (M.P.) – 476 001
Tel: +91-7532-300000 Fax: +91-7532-405060
E-mail: investors@ksoils.com Website: www.ksoils.com

Postal Ballot Form
(To be returned to Scrutinizer appointed by the Company)

Serial No. SPECIMEN

Name(s) of Shareholder(s) .....
(In BLOCK LETTER, including joint holders, if any)

Registered address of the sole/first Named shareholder: .....

Registered Folio No./ Demat A/c No.* .....
(*Applicable to investors holding Shares in the dematerialized form)

Number of Shares held .....

I/We hereby exercise my/our vote in respect of the following RESOLUTIONS to be passed through Postal Ballot for the businesses stated in the Notice dated August 06th, 2013 of the Company, by sending my/our assent or dissent to the said resolutions by placing tick (√) marks at the appropriate boxes below:

Item No.	Brief Description of Resolutions	No. of Shares	Please place tick (√) at the appropriate places	
			Assent	Dissent
1.	Ordinary Resolution under section 293(1)(a) of the Companies Act, 1956 for sale of the whole or part of the Indian edible oil business/ assets of the Company.			
2.	Ordinary Resolution under section 293(1)(a) of the Companies Act, 1956 for sale of the whole or part of the Indian Wind turbine business/ assets of the Company.			

Place:

Date:

(Signature of the Shareholder)

For E-Voting

Electronic Voting Event Number (EVEN)	User ID	Password

Email ID (Optional): .....

Note: Please read the instructions printed overleaf before exercising your vote.

Last date for receipt of Postal Ballot Forms by Scrutinizer is Thursday, 5th September, 2013.

INSTRUCTIONS

1. A members desiring to exercise vote by Postal Ballot has to complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed business reply envelope. Members need not affix postal stamps since the postage will be paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post at the expense of the registered shareholders will also be accepted.

2. The self addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

3. This form should be completed and signed by the shareholder (as per the specimen signature registered with the Company / Depository Participant). In case of joint holding this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.

4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 5th September, 2013. Postal Ballot Form received after this date will be treated as if the reply from the members has not been received.

5. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the shareholders on August 2nd, 2013.

6. In case the shares held by the body corporate or by persons authorised under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the concerned body corporate or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with a specimen signature of the said authorised representative or power of attorney holder. If the same is / are already registered with the Company / Depository Participant, please quote the Registration No. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.

7. Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope in as much as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

8. Incomplete and unsigned Postal Ballot Form will be rejected.

9. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e, Thursday, 5th September, 2013.

10. A shareholder need not use all the votes nor need to cast all the votes in the same way.

11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

12. The result of the Postal Ballot will also be posted on the website of the Company www.ksoils.com and also in the newspaper(s) for the information of the Shareholders.

13. **The Company is pleased to offer e-voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The detailed procedure is enumerated in the notes to the Postal Ballot.**

Tear Here

Tear Here

Tear Here

Tear Here

Company, any other advisors and consultants, to advise on all aspects of sale of the Edible Oil Assets; and (ii) the State Bank of India (acting on behalf of the WTG Lenders, in accordance with the authorization obtained/to be obtained from relevant WTG Lenders) to conduct the process for sale / transfer, of whole or part of the Wind Energy Assets of the Company (along with all rights, title and interests in the equipments, land, buildings, property leases and movable assets pertaining to the said wind energy business and may include intangible and current assets pertaining thereto) to a buyer identified **("Wind Energy Assets Buyer")** in accordance with a sale process **("Wind Energy Assets Sale Process")** to be undertaken by State Bank of India (acting on behalf of the lenders of the WTG Lenders, in accordance with the authorization obtained/to be obtained from relevant WTG Lenders) **("SBI")**) on behalf of and at the cost of the Company, subject to obtaining of all requisite approvals (regulatory and corporate) including but not limited to the approval of the shareholders and creditors of the Company, to the satisfaction of the WTG Lenders and further authorised the State Bank of India (acting on behalf of the WTG Lenders, in accordance with the authorization obtained/to be obtained from relevant WTG Lenders), to authorize and mandate, on behalf of the Company, advisors and consultants, to advise on all aspects of sale of the Wind Energy Assets.

Since the sale of whole or part of the Edible Oil Assets and the Wind Energy Assets, amounts to sale/ disposal of an undertaking of the Company in terms of Sections 293(1)(a) of the Companies Act, 1956 and / or sale by private treaty or obtaining quotations from the persons dealing with similar secured assets or otherwise interested in buying such assets under the securitization laws, consent / authorization of the shareholders is being sought, pursuant to the provisions of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956 and SARFAESI, in accordance with the Memorandum and Articles of Association of the Company, the listing agreement entered into by the Company with the stock exchange(s) and subject to the approvals, consents, permissions and sanctions as may be necessary from concerned authorities to sell the whole or part of the Edible Oil Assets and Wind Energy Assets as stated in the aforesaid Ordinary Resolution, the approval is sought to be obtained under the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, through postal ballot as set out in the accompanying notice.

The Board of Directors is of the opinion that the aforesaid resolutions are in the best interest of the Company and hence recommends the resolutions for your approval.

By Order of the Board of Directors of
K.S. Oils Limited

Sd/-
Sandeep Kumar
Company Secretary

Date: August 06th, 2013
Place: Morena

12. The result of the Postal Ballot shall be announced by the Chairman & Managing director or any one whole time director on September 07th, 2013 at the Factory Office of the Company i.e., A. B. Road, Industrial Area, Morena (M.P.), India–476 001 and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman & Managing director or any of the whole time director, if the result of the Postal Ballot indicates that the requisite majority of the shareholders had assented to the resolutions.

13. As required by Rule 3 (c) of the Companies (Passing of resolution by Postal Ballot) Rules, 2011, details of despatch of Notice and Postal Ballot paper to the Shareholders will be published in 1 (One) English and 1 (One) Vernacular Language newspaper circulating in Madhya Pradesh.

14. The Board of Directors has appointed Mr. Davesh Agarwal, Whole Time Director and CFO, and Mr. Sandeep Kumar, Company Secretary as the persons responsible for the entire postal ballot process.

15. 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, Sundays and Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of the announcement of the result of the Postal Ballot.

ANNEXURE TO THE NOTICE

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

ITEM NO. 1 and 2

K.S. Oils Limited **("Company")** is one of the largest processor of mustard in India with presence in soya bean and palm. The Indian edible oil business/assets of the Company carried out under various brands through five manufacturing units located in Morena, Ratlam and Guna in Madhya Pradesh, Kota in Rajasthan and a port based refinery in Haldia, West Bengal (along with all rights, title and interests in the equipments, land, buildings, property leases and movable assets pertaining to the said edible oil business / assets and may include intangible and current assets pertaining thereto) **("Edible Oil Assets")**

The Company is also engaged in the business of generation of wind energy in India comprising of 92 wind turbine generators of Suzlon, Enercon and Vestas make with an aggregate power generating capacity of 78 MW and spreading across the states of Tamil Nadu, Rajasthan, Gujarat and Madhya Pradesh (along with all rights, title and interests in the equipments, land, buildings, property leases and movable assets pertaining to the said wind energy business and may include intangible and current assets pertaining thereto) **("Wind Energy Assets").**

Due to financial problems faced by the Company, the Company was admitted into CDR as per the decision of CDR-EG in its meeting held on September 19th, 2011. Subsequently, Letter of Approval dated January 12th, 2012 was issued by CDR Cell and Master Restructuring Agreement was signed on March 14th, 2012 and subsequently other restructuring documents were also executed (together "**CDR Package**"). However, the Company has not been able to perform as per the CDR Package, inter-alia, due to adverse market conditions, as a result of which the ability of the Company to service the debt has deteriorated substantially.

The Edible Oil Assets and the Wind Energy Assets of the Company are respectively charged to the secured creditors of the Edible Oil Assets **("EOA Lenders")** and secured creditors of the Wind Energy Assets **("WTG Lenders")** as security for the loans advanced to the Company, and if the Company does not service the debts, then the EOA Lenders and the WTG Lenders have the right to enforce the security under the loan documentation / CDR Package and / or under the securitization laws of India.

In this regard, and with a view to reduce the unmanageable debt liability, the Board of Directors have, vide resolution dated July 26th, 2013, authorized (i) the State Bank of India (as the monitoring institution) (for and on behalf of the EOA Lenders) to conduct the process for sale / transfer, of whole or part of the Edible Oil Assets of the Company (along with all rights, title and interests in the equipments, land, buildings, property leases and movable assets pertaining to the said edible oil business / assets and may include intangible and current assets pertaining thereto) to a buyer identified **("Edible Oil Assets Buyer")** in accordance with a sale process **("Edible Oil Assets Sale Process")** to be undertaken by SBI (acting on behalf of EOA Lenders) and/or the advisors appointed by SBI, on behalf of and at the risk, cost and expense of the Company, subject to obtaining of all requisite approvals (regulatory and corporate) including but not limited to the approval of the shareholders and creditors of the Company, to the satisfaction of the EOA Lenders and further authorised SBI, to authorize and mandate, on behalf of the