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TEL.: 91-11-30295000, FAX : 91-11-23711493, CIN No. : L15141MP1985PLC003171

Annexure II

**Quarterly Compliance Report on Corporate Governance**

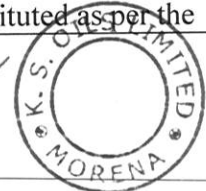
Name of the Company : K.S.Oils Limited  
Quarter ending on : June 30, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	-----
(B) Independent Directors	49 (IIB)	Yes	-----
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	- Non-Executive Director are being paid only sitting fees within the limit as prescribed under the Companies Act, 2013.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	- Board meeting held on 13/06/2015
(E) Code of Conduct	49 (IIE)	Yes	- Revised COC adopted by the BOD and the same are Displayed on Co's website. - Will be disclosed in the Annual report of 2014-15
(F) Whistle Blower Policy	49 (IIF)	Yes	- Revised WBP adopted by the BOD and the same are Displayed on Co's website. - Will be disclosed in the Annual report of 2014-15
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-----
(B) Meeting of Audit Committee	49 (IIIB)	Yes	- Previous Audit Committee Meeting Held on 13/06/2015
(C) Powers of Audit Committee	49 (IIIC)	Yes	-----
(D) Role of Audit Committee	49 (IIID)	Yes	-----
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-----
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	No	- Due to Removal of Independent Directors on 03/09/2014 the Committee Consist of ~2(Two Director till 12/06/2015 - On 13/06/2015 the Committee Constituted as per the

K S OILS LTD

REGD. OFFICE: JIWAJI GANJ, MORENA (MP)-476 001, INDIA TEL.: 91-7532-300000, FAX: 91-7532-405060, www.ksoils.com, Email : investors@ksoils.com

MUMBAI : 91-22-26879772, DELHI : 91-11-30295000, GWALIOR : 91-751-2320658. GANDHIDHAM : 91-2836-236617, 236618, GUWAHATI : 91-361-2603177

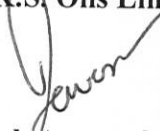



			Applicable Provisions
<b>V. Subsidiary Companies</b>	49 (V)	Yes	- Company does not have Non-listed Indian Subsidiary Company.
<b>VI. Risk Management</b>	49 (VI)	Yes	- Revised RMP adopted by the BOD and the same are Displayed on Co's website. - Will be disclosed in the Annual report of 2014-15
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-----
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	- Policy on Related party displayed on the Co.'s Website, the link will be disclosed in the Annual Report for 2014-2015
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	- Disclosure related to FY 2014-15 will be part of the Annual Report of 2014-15
(C) Remuneration of Directors	49 (VIII C)	Yes	- Disclosure related to FY 2014-15 will be part of the Annual Report of 2014-15
(D) Management	49 (VIII D)	Yes	- Disclosure related to FY 2014-15 will be part of the Annual Report of 2014-15
(E) Shareholders	49 (VIII E)	Yes	- Disclosure related to FY 2014-15 will be part of the Annual Report of 2014-15 - Quarterly Results are displayed on the Company's Website, however Company have not submitted Audited/Unaudited results of the Quarter ended March, 2015
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A	- No Public Issue, right Issue, preferential issue, etc. during the Quarter
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	- Quarterly Compliance Certificate for the Quarter ended June 30, 2015 received from the MD/CFO. - MD/CFO Certificate related to FY 2014-15 will be part of the Annual Report 2014-15



<b>X. Report on Corporate Governance</b>	49 (X)	Yes	- Report on Corporate Governance related to FY 2014-15 will be a part of the Annual Report 2014-15
<b>XI. Compliance</b>	49 (XI)	Yes	- Certificate pursuant to compliance of conditions of corporate governance related to FY 2014-15 will be a part of the Annual Report 2014-15

For K.S. Oils Limited

  
  
**Davesh Agarwal**  
**Executive Director & CFO**  
**DIN : 01102237**

**Date : - 14/07/2015**

**Place: - New Delhi**