



FRESENIUS KABI ONCOLOGY LIMITED

(CIN: U24231DL2003PLC119441)

Regd. Office: B-310, Som Datt Chambers-I, Bhikaji Cama Place, New Delhi - 110 066

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NOTICE is hereby given that the Fourteenth Annual General Meeting (AGM) of the members of Fresenius Kabi Oncology Limited will be held on Monday, August 21, 2017, at 04:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010 to transact the following businesses:

ORDINARY BUSINESS(ES)

Item No. 1 - Adoption of financial statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, together with reports of the Board and Auditors thereon.

Item No. 2 - Re-appointment of Mr. Rakesh Bhargava

To appoint a Director in place of Mr. Rakesh Bhargava (DIN - 00019822), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 - Appointment of Statutory Auditors

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s.VMT&Co.LLP, Chartered Accountants (ICAI Registration No.: N500048), be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. G. Basu & Co., Chartered Accountants (ICAI Registration No.: 301174E), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company, subject to ratification of their appointment by the members at every Annual General Meeting held during their tenure of appointment, at such remuneration (including fees for certifications) and reimbursement of out of pocket expenses as may be recommended by the Audit Committee and approved by the Board of Directors of the Company from time to time."

SPECIAL BUSINESS(ES)

Item No. 4 - Appointment of Mr. Karsten Peter Lerch as a Director

To consider and if thought fit, to pass with or without

modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Karsten Peter Lerch (DIN - 07433486), who was appointed as an Additional Director on February 21, 2017, pursuant to the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013, who holds office only upto the date of ensuing Annual General Meeting of the Company and in respect of whom notice in writing under Section 160 of the Companies Act, 2013 has been received from a member, proposing him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 5 - Appointment of Mr. Karsten Peter Lerch as a Whole Time Director with the designation of "Director & CFO"

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

"RESOLVED THAT pursuant to the provision of Sections 196, 197, 198 and all other applicable provisions read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) or any other law and subject to such consent(s), approval(s) and permission(s), if any, as may be necessary in this regard and subject to such conditions as may be imposed by the Central Government or any other authority while granting such consent(s) / approval(s) and permission(s) as are agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded for the appointment of Mr. Karsten Peter Lerch (DIN - 07433486) as the Whole Time Director of the Company with the designation of "Director & CFO" for a period of three years w.e.f. February 21, 2017, on the terms and conditions as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify the terms and conditions of the appointment including remuneration/ remuneration structure, if any, of Mr. Karsten Peter Lerch as the Whole Time Director within the limits prescribed in the Explanatory Statement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

By Order of the Board of Directors
For **Fresenius Kabi Oncology Limited**

Venice, Italy
May 30, 2017

Sd/-
Nikhil Kulshreshtha
Director & Secretary
DIN 07178027

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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HERETO.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 17, 2017 to Monday, August 21, 2017 (both days inclusive), in terms of the provisions of the Companies Act, 2013.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be conducted at the meeting, is annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified copy of the relevant Board Resolution/ Power of Attorney together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
5. A person can act as a proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 proxy for any other person or member.
6. Members/ Proxies are requested to bring duly filled admission/attendance slips sent along with the Notice of the meeting.
7. For the security and safety of the members, no article / baggage including water bottles and tiffins will be allowed at the venue of the meeting. The members /

attendees are requested not to bring any article / baggage etc. at the venue of the meeting.

8. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of share certificate(s) or any other share related matters and/or change in address, to Company's Registrar and Share Transfer Agent Link Intime India Private Limited at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi - 110028. Ph +91 11 41410592/93/94 Fax +91 11 41410591 E-mail - delhi@linkintime.co.in.
9. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to the Company's Registrar and Share Transfer Agent for the prescribed form.
10. The documents referred to in the accompanying notice and explanatory statement along with Statutory Registers are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting and will also be available for inspection at the meeting.
11. Members having any questions with regard to financials are requested to write to the Company Secretary at least ten days in advance, to enable the Company to keep the information ready.
12. Electronic copy of the 14th Annual Report for financial year 2016-17 is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the 14th Annual Report for financial year 2016-17 is being sent through the permitted mode.

Electronic copy of the Notice of the 14th Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 14th Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance/ Admission Slip, Proxy Form and Route Map is being sent through the permitted mode.
13. In accordance with Section 139 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof), M/s G. Basu & Co., the retiring Statutory Auditors hold office until conclusion of

this Annual General Meeting and consequent to completion of their term as prescribed, are not eligible for re-appointment.

Pursuant to the above stated provisions, the Board of Directors have, on recommendation of the Audit Committee, recommended the appointment of M/s VMT & Co. LLP, Chartered Accountants (ICAI Registration Number N500048) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the 19th Annual General Meeting in the year 2022, subject to ratification of their appointment by members at every Annual General Meeting with authority to Board to fix their remuneration for the financial year ending March 31, 2018.

Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from M/s. VMT & Co. LLP, Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

14. Voting through electronic means:

- A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules made thereunder, a member of the Company holding shares either in physical form or in dematerialized form, may exercise his/her right to vote by electronic means in respect of the resolution(s) contained in the notice.
- B. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of Annual General Meeting).
- C. The Company shall also provide facility for voting through ballot or polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- D. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- E. The voting period begins on Friday, August 18, 2017 (09:00 a.m.) and ends on Sunday, August 20, 2017 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the close of business hours on the cut-off date i.e. Wednesday,

August 16, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- F. The procedure and instructions for remote e-voting are as follows:
 - i) The members should log on to the e-voting website www.evotingindia.com.
 - ii) Click on “Shareholders / Members” tab to cast your votes.
 - iii) Now enter your User ID:
 - a) For CDSL : 16 digits beneficiary ID
 - b) For NSDL : 8 characters DPID followed by 8 digits Client ID
 - c) Members holding shares in physical form should enter Folio Number registered with the Company.
 - iv) Next enter the image verification as displayed and click on login.
 - v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for Electronic Voting Sequence Number (EVSN) of any company, then your existing Login ID and Password are to be used.
 - vi) 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 members as well as physical members) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Address slip of Annual Report or as provided in the email if Annual Report is sent through electronic mode.
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. In case, if either of 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).*
- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then reach directly the EVSN 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 on 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.

- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for Fresenius Kabi Oncology Limited.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take the print out of the voting done by you by clicking on "Click here to print" option on the voting page.
- xvi) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- xvii) Members can also cast their vote using CDSL's mobile app m-Voting available for Android, IOS and Windows devices. The m-Voting app can be downloaded from Google Play Store, Apple Store and Windows app store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii) Note for Non - Individual Members and Custodians:
 - Non - Individual members (i.e. other than Individuals, HUF, and NRI etc.) and Custodians 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.
- xix) 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 e-mail to helpdesk.evoting@cdslindia.com or complianceofficer.india@fresenius-kabi.com.
- G. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository participant(s) or requesting physical copy]: Please follow all steps from sl. no. (i) to sl. no. (xiv) above, to cast vote.
- H. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member cast his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- I. The voting rights of Members shall be in proportion to the shares held by them on the paid-up equity share capital of the company as on Wednesday, August 16, 2017 and as per the Register of Members of the Company.
- J. The Company has appointed M/s. Surender Kumar Jain & Associates, Chartered Accountants (FRN-004766N) as Scrutinizer for conducting the remote e- voting and voting process at the AGM in a fair and transparent manner.
- K. The Scrutinizer shall immediately after counting the votes cast in the Annual General Meeting, unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same forthwith to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- L. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the consolidated Scrutinizer's Report shall be placed on the Company's website www.fresenius-kabi-oncology.com

and on the CDSL website www.cdslindia.com immediately after the result is declared by the Chairman or by a person authorized by him in writing.

- M. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS(ES) TO BE TRANSACTED DURING THE MEETING

ITEM NO. 4 & 5 - Appointment of Mr. Karsten Peter Lerch as a Director and Whole Time Director with the designation of "Director & CFO"

The Board of Directors of the Company had appointed Mr. Karsten Peter Lerch as an Additional Director w.e.f. February 21, 2017, at its meeting held on February 21, 2017 pursuant to the provisions of Section 161(1) & other applicable provisions of the Companies Act, 2013, read with Article 117 of the Articles of Association of the Company. Accordingly, Mr. Karsten Peter Lerch holds office only up to the date of the ensuing Annual General Meeting.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Karsten Peter Lerch as a Director of the Company liable to retire by rotation.

The Board of Directors, in its meeting held on February 21, 2017, also appointed Mr. Karsten Peter Lerch as a Whole Time Director with the designation of "Director & CFO" liable to retire by rotation w.e.f. February 21, 2017, for a tenure of 3 years, subject to the approval of members and Central Government. The proposal has also been reviewed and recommended by the Nomination and Remuneration Committee of the Company in its meeting held on February 21, 2017.

Brief profile and justification for proposing the candidature of Mr. Karsten Peter Lerch as Whole Time Director

Mr. Karsten Peter Lerch was born on June 14, 1973 in Saarbrücken, Germany. He obtained his degree in Economics from Eberhard-Karls-University of Tübingen, Germany in the year 2000. He has experience of around sixteen years at international level. In his professional career, he has handled many critical assignments and obtained extensive hands on experience in handling finance and treasury department.

He has worked with many internationally reputed companies in finance, accounts, controlling and compliance functions. He joined Fresenius Group in March 2014 and until December, 2015 was working as the Director Compliance & Process Excellence at Fresenius Kabi Deutschland GmbH, Pharmaceuticals Division and thereafter joined Fresenius Kabi Oncology Limited as Chief Financial Officer from January, 2016 and was appointed as "Director & CFO" from February 25, 2016,

prior to vacating office in December, 2016 due to personal exigencies in his home country.

In his professional career he has, *inter - alia*, handled many critical assignments with regard to implementation of new organizational structures, improving business processes and leading efficiency gain initiatives etc.

He is well versed with the business and also aware about the functioning and internal management of the Company. He has also served in the Fresenius Group at different positions. The Company is expected to immensely gain from his professional knowledge, skills and rich experience.

Central Government Approval

Since Mr. Karsten Peter Lerch is not resident of India in terms of Clause (e), Part - I, Schedule - V of the Companies Act, 2013, the Company is also required to obtain the approval of Central Government for his appointment.

Payment of remuneration in view of losses suffered by the Company

The Company has been incurring losses due to disruption of production at Company's API plant at Kalyani (West Bengal) post an inspection conducted by the U.S. Food and Drug Administration (US-FDA) and adverse observations regarding GMP non-conformities in relation to manufacturing, documentation practices and product testing.

The Company has taken several remedial measures at Kalyani for again making it compliant with the US FDA requirements. The cost incurred in implementing remediation measures at Kalyani contributed in increased losses for the Company over the past few years. Moreover, due to disruption of production at Kalyani, the Company was forced to procure raw material from external sources, resulting in increased cost of inputs. It also led to disruption in supply to the customers, these factors led to losses for the Company during FY 2016-17 also.

In view of the losses incurred by the Company during financial year 2016-17 and in terms of the provisions of Sections 196, 197, 198, any other applicable provisions, read with Schedule V of the Companies Act, 2013 and the rules made thereunder, a Special Resolution is required to be passed at General Meeting of the members for payment of managerial remuneration. Therefore, consent of members by way of a Special Resolution is sought for approval of remuneration paid/payable to Mr. Karsten Peter Lerch as minimum remuneration during his tenure with the Company as a Whole Time Director until the Company is able to earn adequate profits. This proposal has already been approved by the Nomination and Remuneration Committee and Board of Directors, at their meetings held on February 21, 2017.

In terms of the provisions of Section - II of Part - II of Schedule - V of the Companies Act, 2013, read with applicable rules made thereunder, a statement of information is given below:

GENERAL INFORMATION

1.	Nature of Industry	Pharmaceuticals
2.	Date of commencement of commercial production	March 26, 2003
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	<ul style="list-style-type: none"> • Total revenue for the FY 2016-17 is ₹ 64,280.48 Lakhs. • Profit before Exceptional & Extraordinary items and tax during the FY 2016-17 is ₹ 1,068.99 Lakhs. • Loss after tax during the FY 2016-17 is ₹ 241.58 Lakhs.
5.	Foreign investments or collaborations, if any	The promoters, i.e. Fresenius Kabi (Singapore) Pte. Ltd. hold 97.05% of the total paid-up share capital of the Company.

INFORMATION ABOUT THE APPOINTEE:

1.	Background Details	<p>Mr. Karsten Peter Lerch was born on June 14, 1973 in Saarbrücken, Germany. He has obtained his degree in Economics from Eberhard-Karls-University of Tübingen, Germany in the year 2000. He has overall professional experience of around 16 years.</p> <p>He has worked with many internationally reputed companies in finance, accounts, controlling and compliance functions. He joined Fresenius Group in March, 2014 and until December, 2015 was working as the Director Compliance & Process Excellence at Fresenius Kabi Deutschland GmbH, Pharmaceuticals Division, post which was appointed as the Director & CFO of the Company.</p> <p>In his professional career he has, <i>inter-alia</i>, handled many critical assignments related to implementation of new organizational structures, improving business processes, leading efficiency gain initiatives etc.</p>
2.	Past Remuneration	₹ 185.45 Lakhs per annum
3.	Recognition or awards	Nil
4.	Job Profile and his suitability	<p>Job Profile:</p> <p>Responsible for overall finance & accounts department of the Company. Working towards better fund management and process improvement in finance & accounts function of the Company.</p> <p>Suitability:</p> <p>Has adequate educational and industrial exposure for discharging the assigned responsibility. Already served the Company as the "Director & CFO" and well versed with its business, operations and management.</p>
5.	Remuneration proposed	<p>A. Basic Salary</p> <p>In the scale of ₹ 80,00,000/- to ₹ 1,50,00,000/- per annum with authority to the Board to fix his salary within the scale from time to time. The annual or other increment will be merit based taking into account his performance.</p> <p>B. Performance linked incentive</p> <p>As per rules of the Company and approved by the Board of Directors from time to time.</p> <p>C. Perquisites & Allowances</p> <p>In addition to the prescribed salary and performance linked incentives, Mr. Karsten Peter Lerch will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, including electricity, water, gas etc., home location travel for himself and his immediate family, contribution to PF, payment of gratuity and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board with Mr. Karsten Peter Lerch, such perquisites and allowances will be subject to 200% of the basic salary.</p>

		<p>For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.</p> <p>Provisions for use of the Company's car for official duties and telephone at residence and mobile (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.</p> <p>Minimum Remuneration</p> <p>The above remuneration shall be paid as minimum remuneration to Mr. Karsten Peter Lerch, in the event of absence or inadequacy of profit in any year during the tenure of his appointment.</p> <p>The terms and conditions of appointment and remuneration given herein be altered, varied and increased from time to time by the Board of Directors of the Company as it may, at its discretion deem fit, in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013, read with schedule V (including any statutory modification or re-enactment thereof for the time being in force), or any amendments made thereto from time to time.</p>
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is comparable and competitive, considering the industry, the managerial position and the credentials of the Director.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	None

OTHER INFORMATION:

1.	Reasons of loss or inadequate profits	<p>During a routine inspection conducted by the U.S. Food and Drug Administration at the Company's API plant located at Kalyani, West Bengal the U.S. Food and Drug Administration (US FDA) made certain observations relating to GMP non-conformities in relation to manufacturing, documentation practices and product testing. The Company took immediate steps to implement remedial measures and had voluntarily put the production on hold in February, 2013 on temporary basis. The production at Kalyani was restarted in a phased manner in the month of July, 2013.</p> <p>However, due to disruption of production and as a result of substantial cost incurred during the implementation of the aforementioned remedial measures at Kalyani, the Company has been incurring losses since FY 2013-14.</p>
2.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> • The Company has already taken necessary steps to ensure compliance with all the FDA norms in the future. • The Company is making sure that we not only satisfy the immediate actions agreed with FDA but also ensuring that such situations do not arise in future. • For the Company, immediate priority work is to get the Kalyani, West Bengal site reapproved for manufacturing by US FDA.
3.	Expected increase in productivity and profits in measurable terms	<ul style="list-style-type: none"> • The Company is scaling its processes for re-commencement of its exports to the US market. Once requisite regulatory clearances are in place, the Company can again start exporting to the US market and increase in turnover and margins can be expected. • As per the future plans of the Company, the productivity has been increasing gradually and expected to normalize by next year, subject to regulatory approvals and contingencies. • The Company has started to function as Contract Research Organization (CRO) & Contract Manufacturing Organization (CMO) which will make the business profitable.

DISCLOSURES

1.	Remuneration package of the managerial person	Please refer clause 5 of "Information about the appointee" section above.
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Mr. Karsten Peter Lerch does not hold any share in the Company.

Except Mr. Karsten Peter Lerch, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Taking into account his qualification, vast experience and current association with the Company, the Board of Directors recommends the Ordinary Resolution set out at item no. 4 and Special Resolution set out at item no. 5 of the notice for approval by the members.

By Order of the Board of Directors
For **Fresenius Kabi Oncology Limited**

Sd/-
Nikhil Kulshreshtha
Director & Secretary
DIN 07178027

Venice, Italy
May 30, 2017