



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 Sixteenth Annual General Meeting (AGM) of the members of Fresenius Kabi Oncology Limited will be held on Thursday, August 29, 2019 at 4:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010 to transact the following businesses:

ORDINARY BUSINESS

Item No. 1 - Adoption of accounts

To receive, consider and adopt the Balance Sheet as at March 31, 2019, the statement of Profit and Loss for the year ended on that date together with the reports of the Auditors and Directors 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 - Re-appointment of Mr. Steffen Georg Roser

To appoint a Director in place of Mr. Steffen Georg Roser (DIN - 07239624), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4 - Appointment of Dr. Uday Chandrashekhar Shetty (DIN - 02924182) as an Independent Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("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 read with Schedule IV of the Act, Dr. Uday Chandrashekhar Shetty (DIN - 02924182), who was appointed as an Additional Director on May 10, 2019, pursuant to the provisions of Section 161 of the Act, holds office till the conclusion of this Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation for a period of five years effective from May 10, 2019 to May 9, 2024."

Item No. 5 - Maintenance of Register of Members and Index of Members at a place other than Registered Office

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

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, the Register of Members and Index of Members/any other registers/records to be maintained under section 88 of the Act, in respect of shares issued by the Company, be kept at the office of the Registrar and Share Transfer Agents of the Company or such other place as the Board may decide from time to time."

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

Sd/-

Nikhil Kulshreshtha
Director & Secretary
DIN - 07178027

Place: Geneva, Switzerland
Date: May 10, 2019

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 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from August 23, 2019 to August 29, 2019 (both days inclusive), in terms of the provisions of the Companies Act, 2013 ("Act").
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.
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 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 Noble Heights, 1st floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058. 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 16th Annual Report for financial year 2018-19 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 16th Annual Report for financial year 2018-19 is being sent through the permitted mode.

Electronic copy of the Notice of the 16th 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 16th 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. 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 August 26, 2019 (09:00 a.m.) and ends on August 28, 2019 (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. Thursday, August 22, 2019, 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 shareholders as well as physical shareholders) 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.

- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) 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.
- xvii) 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.
- xviii) 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 corporatesecretarial.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 Thursday, August 22, 2019 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 Chairperson 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 declared by the Chairperson or by a person authorized by her 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 TO THE SPECIAL BUSINESS(ES) TO BE TRANSACTED DURING THE MEETING**Item No. 4 - Appointment of Dr. Uday Chandrashekhar Shetty (DIN - 02924182) as an Independent Non-Executive Director**

The Board of Directors of the Company had appointed Dr. Uday Chandrashekhar Shetty, as Additional Director at its meeting held on May 10, 2019 pursuant to the provisions of section 149, 152 & other applicable provisions of the Companies Act, 2013 read with article 118 of the Article of Association of the Company, Dr. Uday Chandrashekhar Shetty holds office only upto the date of the ensuing Annual General Meeting.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have recommended appointment of Dr. Uday Chandrashekhar Shetty as an Independent Non-Executive Director, pursuant to the provisions of section 149, 152 & other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act and Article 118 of the Articles of Association of the Company. The members are requested to approve the appointment of Dr. Shetty as an Independent Non-executive Director of the Company, not liable to retire by rotation for a period of five years effective from May 10, 2019 to May 9, 2024.

Justification for selecting Dr. Uday Chandrashekhar Shetty as the Independent Director

Dr. Shetty holds a Ph.D (Tech) from the Mumbai University. He is a Pharmaceutical Professional with over 30 years of experience in quality management, product development, technology transfers and manufacturing operations.

He has supervisory experience in EHS, Engineering, Purchase, Finance and Marketing / Sales for CRO's. Previously, he has served as the co-founder Director of a Contract Research Organization. He has also gained unparallel experience while working with leading pharmaceutical companies like Janssen, Burroughs Wellcome and American Cyanamid.

He supervised large teams of Quality Assurance, Quality Control, Product Development and Manufacturing personnel. As site head with Janssen, he also supervised general management functions like Finance, Purchase, Imports, Engineering, EHS and Project Management.

Dr. Shetty has set-up, nurtured and developed a number of organizations to deliver superior business results in the field of Pharmaceutical Manufacturing, Quality management, Contract Research and Manufacturing. Presently, Dr. Shetty serves as the Director of a non-profit organization "GMP Education" which imparts

free online Pharmaceutical Education. Additionally, he also serves as the Chairman of the International Society of Pharmaceutical Engineering, India affiliate and as a member of the Technical Committee of Indian Drug Manufacturer's Association.

Taking into account his qualification and rich industry experience, the Board is of the opinion that Dr. Shetty fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for such an appointment and further Dr. Shetty is independent of the Company management and therefore, recommends appointment of Dr. Shetty as an Independent Non-executive Director, not liable to retire by rotation, for a period of five years effective May 10, 2019, by passing an Ordinary Resolution as set out in Item No. 4.

Dr. Shetty does not hold any share in the Company.

Except Dr. Shetty, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4.

Item No. 5 - Maintenance of Register of Members and Index of Members at a place other than Registered Office

The Company has appointed M/s Link Intime India Private Limited as its Registrar and Share Transfer Agents for carrying out requisite activities pertaining to share transfer/transmission, dematerialization/rematerialization etc. with respect to the outstanding equity shares of the Company.

Such share related activities require maintenance of the Register of Members, Index of Members and other associated documentation to be maintained at the office premises of the Registrar and Share Transfer Agent.

The approval of shareholders, vide passing of a Special Resolution, is required to be obtained for maintenance/keeping of the Register of Members and Index of Members at a place other than the Registered Office of the Company or such other place as may be permitted for administrative convenience.

The Board thus recommends passing of the Special Resolution set out at item no. 5. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5.

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

Sd/-
Nikhil Kulshreshtha
Director & Secretary
DIN: 07178027

Place: Geneva, Switzerland
Date: May 10, 2019