

NOTICE

FRESENIUS KABI ONCOLOGY LIMITED (CIN: U24231DL2003PLC119441)

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

E-mail: corporatesecretarial.india@fresenius-kabi.com

Website: www.fresenius-kabi-oncology.com

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NOTICE is hereby given that Nineteenth Annual General Meeting (AGM) of the members of Fresenius Kabi Oncology Limited will be held on Thursday, August 25, 2022 at 10:30 AM, at Registered Office of the Company at B-310, Som Datt Chambers-I, Bhikaji Cama Place, New Delhi – 110 066 India, to transact the following businesses:

ORDINARY BUSINESS

Item No. 1 – Adoption of accounts

To receive, consider and adopt the Balance Sheet as at 31st March 2022, 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 Dr. Michael Schoenhofen

To appoint a Director in place of Dr. Michael Schoenhofen (DIN – 02285726), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 – Re-appointment of Statutory Auditors and fix their remuneration for a second term of five years.

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 Section 139 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) having offered themselves for re-appointment be and are hereby re-appointed as the Statutory Auditors of the Company for second term of 5 (five) years to hold office from the conclusion of this 19th Annual General Meeting of the Company till the conclusion of the 24th Annual General Meeting at such remuneration plus reimbursement of out of pocket, travelling and lodging expenses etc. as recommended by the Audit Committee and approved by the Board of Directors from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

Item No. 4 - Appointment of Mr. Maurizio Villa (DIN 09625750) as Non-Executive Director

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

"RESOLVED THAT Mr. Maurizio Villa (DIN – 09625750), who was appointed as an Additional Director on June 7, 2022, pursuant to the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013, and holds office only upto the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation ."

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

Place: Gurugram
Date: 07th June 2022

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 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. Members should fill the attendance slip/ sheet for attending the Meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

The following Explanatory Statement sets out all material facts relating to the Item No. 4 of the accompanying Notice dated June 7, 2022.

Appointment of Mr. Maurizio Villa as Non-Executive Director of the Company

The Board of Directors of the Company had appointed Mr. Maurizio Villa, as an Additional Director under the Category of Non Executive Director at its meeting held on June 7, 2022 pursuant to the provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 read with Article 117 of the Article of Association of the Company. Accordingly, Mr. Maurizio Villa holds office only upto the date of ensuing Annual General Meeting.

The Company has received a Notice from a Member in writing under Section 160 (1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Villa consent in writing to act as Director in Form DIR-2 pursuant to rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act.

Justification for selecting Mr. Maurizio Villa as Director

Mr. Maurizio Villa was born on November 18, 1973 in Cantu (CO), Italy. He obtained his degree in Business Administration in 1998 from Cattolica University in Milan and a certification in Advanced Business Administration obtained in 2001 from Bocconi University.

He started his professional career in 1999 as financial analyst & reporting supervisor in M/s Bolton Alimentari till 2005. Thereafter, since 2006 to 2017 he was worked with M/s Coca Cola in different roles and locations.

Mr. Villa is associated with Fresenius Kabi group since 2017 and currently working as CFO of Fresenius Kabi Ipsum s.r.l., Italy.

Taking into account his qualification(s), international experience and association with Fresenius Kabi, the Board, based on the recommendations of Nomination & Remuneration Committee, recommends the appointment of Mr. Villa as a Non-executive Director, liable to retire by rotation to the members, by passing this Ordinary Resolution as set out in Item No. 4.

Mr. Villa does not hold any share(s) in the Company.

Except Mr. Villa, 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 as set out at Item No. 4.

The Board recommends the Ordinary Resolution at Item no. 4 of the Notice for the approval of the members.

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

Place: Gurugram
Date: 07th June 2022

**Sd/-
Nikhil Kulshreshtha
Director & Secretary
DIN – 07178027**