

NOTICE

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 Twenty First Annual General Meeting (AGM) of the members of Fresenius Kabi Oncology Limited will be held on Tuesday, August 27, 2024 at 10:00 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 2024, 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. Nikhil Kulshreshtha (DIN 07178027)

To appoint a Director in place of Mr. Nikhil Kulshreshtha (DIN – 07178027), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3 - Appointment of Dr. Marc-Alexander Mahl (DIN 10279843) 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 Dr. Marc-Alexander Mahl (DIN – 10279843), who was appointed as an Additional Director on August 29, 2023, 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.”

Item No. 4 - Appointment of Mr. Maximilian Alexander Boehmer (DIN 10279854) 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. Maximilian Alexander Boehmer (DIN – 10279854), who was appointed as an Additional Director on August 29, 2023, 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.”

Item No. 5 - Appointment of Ms. Heike Susanne Van Dawen (DIN 10645045) 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 Ms. Heike Susanne Van Dawen (DIN – 10645045), who was appointed as an Additional Director on June 4, 2024, 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 6 - Re-Appointment of Mr. Arvind Kumar Sharma as the Managing Director w.e.f. July 01, 2024

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 provisions of sections 196, 197, 198, 203 and all other applicable provisions of the companies act, 2013, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013, the approval of the shareholders of the company be and is hereby accorded for re-appointment of Mr. Arvind Kumar Sharma (DIN - 08144338) as Managing Director of the Company for another term of three consecutive years effective from 1st July 2024 until 30th June, 2027 on the terms and conditions of re-appointment and remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify the terms and conditions of the re-appointment including remuneration/remuneration structure, if any, of Mr. Arvind Kumar Sharma as the Managing Director with in 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."

Item No. 7 – Re-appointment of Mr. Nikhil Kulshreshtha as a Whole-time Director of the Company, with the designation of "Director & Secretary", w.e.f. July 01, 2024

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 provisions of sections 196, 197, 198, 203 and all other applicable provisions of the companies act, 2013, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013, the approval of the shareholders of the company be and is hereby accorded for re-appointment of Mr. Nikhil Kulshreshtha (DIN - 07178027) as Whole-time Director of the Company for another term of three consecutive years effective from 1st July 2024 until 30th June, 2027 on the terms and conditions of re-appointment and remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify the terms and conditions of the re-appointment including remuneration/ remuneration structure, if any, of Mr. Nikhil Kulshreshtha 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

Place: Gurugram
Date: 4th June, 2024

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 member intending to send its authorized representative(s) 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. 3 to 7 of the accompanying Notice dated June 4, 2024.

Item No. 3 - Appointment of Dr. Marc-Alexander Mahl (DIN 10279843) as Non-Executive Director of the Company

The Board of Directors of the Company had appointed Dr. Marc-Alexander Mahl (DIN 10279843), as an Additional Director under the Category of Non Executive Director at its meeting held on August 29, 2023 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, Dr. Marc-Alexander Mahl 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 Dr. Marc-Alexander Mahl 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 Dr. Marc-Alexander Mahl as Director

Dr. Marc Alexander Mahl, born on June 20, 1968 in Heidelberg, Germany. He holds an eMBA from INSEAD, a MD degree from University Essen, a medical doctorate from University Bochum and a specialization degree in Transfusion medicine.

Presently, Dr. Mahl is the President of Pharma and Nutrition business of Fresenius Kabi and a member of the Fresenius Kabi Management Board.

Dr. Mahl has broad experience in the pharmaceutical and nutrition industry with a focus on strategy, development, production, M&A and reorganization management.

In his previous position, Dr. Mahl served as Head of BU Generics and IV Fluids of Fresenius Kabi. Prior to that, he was Chief Operating Officer (COO) with DMK Group, Bremen, to manage the turn-around of the global Baby food business. Between 2011-2020, he managed the Global Generics portfolio of Fresenius Kabi as BU Head. Dr. Mahl was the President of the European Generics Industry Association in Brussels from 2017-2019 and Member of the Executive committee of the German Industry Association for Specialty Food Producers from 2021-2022.

Taking into account his qualification(s), international experience and long association with Fresenius Kabi, the Board, based on the recommendations of Nomination & Remuneration Committee, recommends the appointment of Dr. Mahl as a Non-executive Director, liable to retire by rotation to the members, by passing this Ordinary Resolution as set out in Item No. 3.

Dr. Mahl does not hold any share(s) in the Company.

Except Dr. Mahl, 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. 3.

The Board recommends the Ordinary Resolution at Item no. 3 of the Notice for the approval of the members.

Item No. 4 - Appointment of Mr. Maximilian Alexander Boehmer (DIN – 10279854) as Non-Executive Director of the Company

The Board of Directors of the Company had appointed Mr. Maximilian Alexander Boehmer, DIN – 10279854, as an Additional Director under the Category of Non Executive Director at its meeting held on August 29, 2023 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. Maximilian Alexander Boehmer 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. Maximilian Alexander Boehmer 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. Maximilian Alexander Boehmer as Director

Mr. Maximilian Alexander Boehmer, born on May 10, 1975 in Hamburg, Germany. He obtained a Degree in Business Administration and Management General. Presently, he is working as CFO, BU-Pharma, Fresenius Kabi.

Mr. Boehmer has extensive international experience of more than 20 years in the Healthcare Industry - Pharma, OTC and Animal Health.

He started his professional journey in 2001 from Bayer AG. He was associated with the Bayer group from 2001 to 2020 and handled various roles and responsibilities. In his previous organization, Mr. Boehmer served as CFO-Europe & Managing Director of Elanco Animal Health GmbH.

Mr. Boehmer is associated with Fresenius Kabi since 2023 as CFO for BU - Pharma.

Taking into account his qualification, international experience and association with Fresenius Kabi, the Board, based on the recommendations of the Nomination & Remuneration Committee, recommends the appointment of Mr. Boehmer 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. Boehmer does not hold any share(s) in the Company.

Except Mr. Boehmer, 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.

Item No. 5 - Appointment of Ms. Heike Susanne Van Dawen (DIN – 10645045) as Non-Executive Woman Director of the Company

The Board of Directors of the Company had appointed Ms. Heike Susanne Van Dawen, DIN – 10645045, as an Additional Director under the Category of Non Executive Woman Director at its meeting held on June 4, 2024 pursuant to the provisions of section 149, 161(1) and other applicable provisions of the Companies Act, 2013 read with Article 117

of the Article of Association of the Company. Accordingly, Ms. Heike Susanne Van Dawen 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 her candidature for the office of Director. The Company has also received from Ms. Heike Susanne Van Dawen 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 she is not disqualified under Section 164 (2) of the Act.

Justification for selecting Ms. Heike Susanne Van Dawen as Director

Ms. Heike Susanne Van Dawen, born on October 10, 1970 in Frankfurt, Germany, has obtained her Commercial College Degree in 1988 from Saalburg-School, Usingen and a Degree in Business Economist (VWA) in 1998 from Hessian Academy for Administration and Economy, Frankfurt and a General management Diploma in 2014 from St. Galler Business School, Switzerland.

She started her professional career in 1990 with Fresenius Kabi Deutschland GmbH, Bad Homburg, Germany. She has more than three-decade association with the Fresenius Kabi in different roles and handled various responsibilities in different geographies. Currently, she is acting as Senior Vice President - Commercial Operations Pharma, Region Europe.

Taking into account her qualification(s), vast experience and long association with Fresenius Kabi, the Board, based on the recommendations of Nomination & Remuneration Committee, recommends the appointment of Ms. Heike as a Non-executive Woman Director, liable to retire by rotation to the members, by passing this Ordinary Resolution as set out in Item No. 5.

Ms. Heike does not hold any share(s) in the Company.

Except Ms. Heike, 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. 5.

The Board recommends the Ordinary Resolution at Item no. 5 of the Notice for the approval of the members.

Item No. 6 – Re-Appointment of Mr. Arvind Kumar Sharma (DIN - 08144338) as Managing Director w.e.f. July 01, 2024

In terms of the Companies Act, 2013 and rules made thereunder, the re-appointment of Mr. Arvind Kumar Sharma (DIN - 08144338) as Managing Director of the company for a period of three consecutive years with effect from 1st July 2021 until 30th June, 2024 was approved by the shareholders on August 23, 2021. Pursuant to the provisions of the Companies Act, 2013, on the recommendation of the nomination and remuneration committee and subject to approval of the Shareholders, the board of directors of the company, at its meeting held on 4th June 2024, approved the re-appointment of Mr. Arvind Kumar Sharma as Managing Director of the Company for another term of three consecutive years effective from 1st July 2024 until 30th June, 2027.

Brief profile and justification for choosing Mr. Arvind Kumar Sharma as the Managing Director

Mr. Arvind Kumar Sharma has over 35 years of rich and exhaustive experience in the manufacturing of Bulk Pharmaceutical Chemicals (API) & Biopharmaceuticals. Mr. Sharma completed his B.Tech in Biochemical Engineering from H.B.T.I., Kanpur and M.Tech in

Biotechnology from Jadavpur University, Calcutta. Before his appointment as Managing Director of the Company, Mr. Sharma, was the Chief Operating Officer of the Company responsible for both Baddi and Kalyani Plants.

During his rich experience, he has worked in leadership positions with specialist pharmaceutical companies such as Arch Pharmalabs Limited, Vitalife Laboratories, Concord Biotech Limited and KDL Biotech Limited. His area of expertise spans across manufacturing excellence, operations improvement, planning and systems development and workflow planning.

Since FKOL is a production and I&D unit for Fresenius Kabi, contributing both to the API and Formulations product portfolio, it is imperative that its operations are managed by experts having specialization in the domain.

The Board of Directors believe that being an expert of this domain, Mr. Sharma will be able to efficiently lead the Company towards new heights.

Payment of remuneration

In terms of the provisions of Section 196, 197, 198, 203 and 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 the General Meeting of the members for payment of managerial remuneration in the event of losses/ inadequate profits generated by the company. Therefore, consent of members by way of a Special Resolution is sought for approval of remuneration paid to Mr. Arvind Kumar Sharma as an abundant caution as minimum remuneration during his tenure with the company as Managing Director, with effect from July 1, 2024, in case, the company is unable to earn adequate profits. This proposal has already been approved by the Nomination and Remuneration Committee and Board of Directors.

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 increased from INR 75,702.12 lacs in FY 2022-23 to INR 81,491.31 lacs in FY 2023-24. ➤ Profit/(Loss) before tax (after giving effect to extraordinary item), stands at INR 7,240.70 lacs during FY 2023-24. ➤ Total Export Earning is INR 65,515.03 lacs during FY 2023-24.
5.	Foreign investments or collaborations, if any	100% of the total paid-up share capital is held by Fresenius Kabi (Singapore) Pte. Ltd.

INFORMATION ABOUT THE APPOINTEE:

1.	Background Details	<p>Mr. Arvind Kumar Sharma, born on July 15, 1962 in India. He obtained his degree in B.Tech in Biochemical Engineering from H.B.T.I., Kanpur and M.Tech in Biotechnology from Jadavpur University, Calcutta.</p> <p>During his rich experience, he has worked in leadership positions with specialized pharmaceutical companies. He has handled many critical assignments related to optimizing the manufacturing set-up, driving the company. He has been also playing a key role in the restart plan at Kalyani Plant of the Company.</p>
2.	Past Remuneration	INR 215.67 lakh
3.	Recognition or awards	NIL
4.	Job Profile and his suitability	<p><u>Job Profile:</u></p> <ul style="list-style-type: none">• Responsible for overall management of the Company,• Driving force for the growth of the Company. <p><u>Suitability:</u></p> <p>He has adequate qualifications and experience in the pharmaceutical industry. Considering his technical & professional experience and long association with Company, he will be a fit person to lead the Company efficiently.</p> <p>Mr. Sharma has also undergone workshops and trainings on Good Manufacturing Practices, i.e. training on ICH Guidelines as per ICHQ7A and continuous training on basic GMP Guidelines, DMF Operations and Validations, Industrial Safety and Intellectual Property protection on contract manufacturing.</p>
5	Remuneration proposed	<p><u>A. Basic Salary</u></p> <p>In the scale of INR 1,10,00,000/- to INR 1,60,00,000/- per annum with authority to the Board of Directors to fix his salary within the scale from time to time. The annual or other increment will be merit based and take into account his performance.</p> <p><u>B. Performance linked incentive</u></p> <p>As per rules of the Company and approved by the Board of Directors from time to time.</p> <p><u>C. Perquisites & Allowances</u></p> <p>In addition to the prescribed salary and performance linked incentives, Mr. Arvind Kumar Sharma 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., contribution to PF, payment of gratuity and such other perquisites and allowances in accordance</p>

		<p>with the rules of the Company or as may be agreed to by the Board with Mr. Arvind Kumar Sharma, 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><u>Minimum Remuneration</u></p> <p>The above remuneration shall be paid as minimum remuneration to Mr. Arvind Kumar Sharma, in the event of absence or inadequacy of profit in any year during the tenure of his appointment. 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 Managing Director.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Not applicable

OTHER INFORMATION

1.	Reasons of loss or inadequate profits	Not applicable
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	As per the revised transfer pricing mechanism, fixed margins will be earned by it on its production volume.

DISCLOSURES

1.	The shareholders of the company shall be informed of the remuneration package of the managerial person	Please refer clause 5 of "Information about the appointee" section above.
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Mr. Arvind Kumar Sharma does not hold any shares in the company.

Except Mr. Arvind Kumar Sharma, 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 resolutions set out at Item No. 6 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7 – Re-appointment of Mr. Nikhil Kulshreshtha (DIN 07178027) as a Whole-time Director of the Company, with the designation of "Director & Secretary", w.e.f. July 01, 2024

Pursuant to Sections 196, 197, 203, 204 and other provisions of the Companies Act, 2013, read with rules notified thereunder, Mr. Nikhil Kulshreshtha, DIN - 07178027, was appointed as a Whole-time Director of the Company w.e.f. July 1, 2015, with the designation of "Director & Secretary", for a term of 3 years and was subsequently re-appointed as a whole-time Director of the Company w.e.f. July 1, 2018 and July 1, 2021 for further period of 3 years each and has been efficiently leading the Governance, Risk, Compliance, and Administrative functions of the Company since then. His present term is due for completion on June 30, 2024.

In view of Mr. Nikhil Kulshreshtha's long association with the Company, his experience, expertise and understanding of Indian legal systems, the Board of Directors of the Company, basis the recommendations of the Nomination and Remuneration Committee, had re-appointed him as a Whole-time Director, with the designation of "Director & Secretary" with effect from July 1, 2024, for another term of 3 (three) years.

Brief profile and justification for selecting Mr. Nikhil Kulshreshtha as a Whole-time Director

Mr. Nikhil Kulshreshtha is a member of the Institute of Company Secretaries of India (ICSI). Currently, he is holding the position of Director & Secretary and responsible for Legal, Compliances, Secretarial, Internal Audit, and Administrative functions of the Company. He has been associated with the Company since July, 2007.

Mr. Nikhil Kulshreshtha has overall professional experience of 34 years and during this period, he has worked in different capacities with large Indian conglomerates like Bharti Airtel, HCL and DLF group companies handling Secretarial, Legal, Commercial, Accounts and Administrative functions.

FKOL operates in a highly regulated sector, having presence in multiple states. Moreover, majority production of the Company is exported. All these factors subject the Company to a plethora of laws, with a responsibility on the Board of Directors to ensure compliance of the same, under Section 134 of the Companies Act, 2013.

Mr. Kulshreshtha has been functioning as the head of Governance, Risk and Compliance functions, in addition to efficiently discharging the responsibilities as Company Secretary of FKOL, under Section 203 read with Section 204 of the Companies Act, 2013. His experience and expertise in managing legal & statutory matters of the Company ensure adequate assurance to the Board and executive management.

Hence, it is proposed to renew his tenure as Whole-time Director of the Company, so as to ensure effective governance and compliance of applicable regulations and statutes.

Payment of remuneration

In terms of the provisions of Section 196, 197, 198, 203 and 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 the General Meeting of the members for payment of managerial remuneration in the event of losses/ inadequate profits generated by the company. Therefore, consent of members by way of a Special Resolution is sought for approval of remuneration paid to Mr. Nikhil Kulshreshtha as an abundant caution as minimum remuneration during his tenure with the company as Whole-time Director, with the designation "Director & Secretary" with effect from July 1, 2024, in case, the Company is unable to earn adequate profits. This proposal has already been approved by the Nomination and Remuneration Committee and Board of Directors.

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 increased from INR 75,702.12 lacs in FY 2022-23 to INR 81,491.31 lacs in FY 2023-24. ➤ Profit/(Loss) before tax (after giving effect to extraordinary item), stands at INR 7,240.70 lacs during FY 2023-24. ➤ Total Export Earning is INR 65,515.03 lacs during FY 2023-24.
5.	Foreign investments or collaborations, if any	100% of the total paid-up share capital is held by Fresenius Kabi (Singapore) Pte. Ltd.

INFORMATION ABOUT THE APPOINTEE

1.	Background Details	<p>Mr. Nikhil Kulshreshtha, born on April 16, 1967 in New Delhi, India.</p> <p>He is a member of the Institute of Company Secretaries of India (ICSI). He has also attended management and</p>
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		<p>leadership programs from national and international management institutions like IIM (Ahmadabad) and NUS, Singapore. He has been associated with the Company since year 2007. Presently, he is holding the position of Director & Secretary and responsible for Legal, Compliances, Secretarial, Internal Audit, and Administration functions of the Company besides being the Company Secretary and Chief Administrative Officer of the Company.</p> <p>Mr. Kulshreshtha has overall professional experience of 34 years and during this period, he has worked in different capacities with large Indian conglomerates like Bharti Airtel, HCL and DLF group companies handling Secretarial, legal, commercial, Accounts and Administrative functions.</p>
2.	Past Remuneration	INR 207.83 lakh
3.	Recognition or awards	None
4.	Job Profile and his suitability	<p><u>Job Profile:</u></p> <ul style="list-style-type: none"> • Responsible for Legal, Corporate Governance & Compliances, Secretarial, Internal Audit and Administration department of the Company, • Responsible for overall legal and administration of the Company besides being the Company Secretary and Chief Administrative Officer of the Company. <p><u>Suitability:</u></p> <p>Has adequate educational and industrial exposure for discharging the assigned responsibility. Already served the Company at Sr. Management level and well versed with its business, operations and management.</p>
5	Remuneration proposed	<p>A. <u>Basic Salary</u></p> <p>In the scale of INR 1,00,00,000/- to INR 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 and take into account his performance.</p> <p>B. <u>Performance linked incentive</u></p> <p>As per rules of the Company and approved by the Board of Directors from time to time.</p> <p>C. <u>Perquisites & Allowances</u></p> <p>In addition to the prescribed salary and performance linked incentives, Mr. Nikhil Kulshreshtha 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., 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</p>

		<p>by the Board with Mr. Nikhil Kulshreshtha, 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><u>Minimum Remuneration</u></p> <p>The above remuneration shall be paid as minimum remuneration to Mr. Nikhil Kulshreshtha, in the event of absence or inadequacy of profit in any year during the tenure of his appointment. 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	Not applicable

OTHER INFORMATION

1.	Reasons of loss or inadequate profits	Not applicable
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	As per the revised transfer pricing mechanism, fixed margins will be earned by it on its production volume.

DISCLOSURES

1.	The shareholders of the company shall be informed of the remuneration package of the managerial person	Please refer clause 5 of "Information about the appointee" section above.
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Taking into account his qualification, vast experience and long association with the company, the Board of Directors recommends the Special Resolution set out at Item no. 7 of the notice for approval by the members.

Mr. Nikhil Kulshreshtha does not hold any shares in the Company.

Except Mr. Nikhil Kulshreshtha, 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.

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

Place: Gurugram
Date: 4th June 2024

Nikhil Kulshreshtha
Director & Secretary
DIN – 07178027

Form No. MGT-11
PROXY FORM
FRESENIUS KABI ONCOLOGY LIMITED

CIN: U24231DL2003PLC119441

Registered Office: B-310, Som Datt Chambers-I, Bhikaji Cama Place, New Delhi - 110066

E-mail: corporatesecretarial.india@fresenius-kabi.com | Website: www.fresenius-kabi-oncology.com

Tel.: +91 11 26105570 | Fax: +91 11 26195965

21st Annual General Meeting – 27th August, 2024

Name of the Member(s): Registered Address: E-mail ID: DP & Client ID:	
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I/We, being the member(s) ofholding Shares of the above named company, hereby appoint:

1. Name Address
E-mail ID Signature or failing him/ her
2. Name Address
E-mail ID Signature or failing him/ her
3. Name Address
E-mail ID Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Tuesday, August 27, 2024 at 10:00 A.M. at Registered Office of the Company situated at B-310, Som Datt Chambers-I, Bhikaji Cama Place, New Delhi - 110066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. RESOLUTION

No. ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with reports of the Board and Auditors' thereon.
2. To appoint a Director in place of Mr. Nikhil Kulshreshtha (DIN: 07178027), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS(ES)

3. To appoint Dr. Marc-Alexander Mahl (DIN 10279843) as Non-Executive Director.
4. To appoint Mr. Maximilian Alexander Boehmer (DIN 10279854) as Non-Executive Director.
5. To appoint Ms. Heike Susanne Van Dawen (DIN 10645045) as Non-Executive Woman Director.
6. To re-appoint Mr. Arvind Kumar Sharma (DIN 08144338) as Managing Director.
7. To re-appoint Mr. Nikhil Kulshreshtha (DIN 07178027) as Director & Secretary.

Affix Re.
1/- Revenue
Stamp

Signed thisDay of 2024 Signature of Member(s).....

.....
Signature of 1st Proxy holder

.....
Signature of 2nd Proxy holder

.....
Signature of 3rd Proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. Signature of Member(s) should be as per specimen registered/ recorded with the Depository Participant.