



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 Fifteenth Annual General Meeting (AGM) of the members of Fresenius Kabi Oncology Limited will be held on Thursday, August 9, 2018, at 10.00 A.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 Audited Financial Statements of the Company as at March 31, 2018, together with the reports of the Board and Auditors thereon.

Item No. 2 - Re-appointment of Dr. Michael Schönhofen

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

SPECIAL BUSINESS

Item No. 3 - Change in status of Directorship of Ms. Maria Gobbi

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, consent of the members of the Company be and is hereby accorded for change in status of directorship of Ms. Maria Gobbi (DIN - 07005222) from Director, not liable to retire by rotation, to Director, liable to retire by rotation, with effect from July 1, 2018."

Item No. 4 - Appointment of Mr. Arvind Kumar Sharma 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. Arvind Kumar Sharma (DIN - 08144338), who was appointed as an Additional Director with effect from July 1, 2018, pursuant to the provisions of section 161 and other applicable provisions of the Companies Act, 2013, who holds office till the conclusion of this 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, proposing

himself as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

Item No. 5 - Appointment of Mr. Arvind Kumar Sharma as the Managing Director

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 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) or any other law and subject to such conditions 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 authorised by the Board in this behalf), consent of the members be and is hereby accorded for the appointment of Mr. Arvind Kumar Sharma (DIN - 08144338) as the Managing Director of the Company for a period of three years w.e.f. July 1, 2018, 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. 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. 6 - Change in status of Directorship of Mr. Nikhil Kulshreshtha

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, consent of the members of the

Company be and is hereby accorded for change in status of directorship of Mr. Nikhil Kulshreshtha (DIN - 07178027) from Director, not liable to retire by rotation, to Director, liable to retire by rotation, with effect from July 1, 2018."

Item No. 7 - Re-appointment of Mr. Nikhil Kulshreshtha as a Whole-time Director of the Company, with the designation of "Director & Secretary"

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 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) or any other law and subject to such conditions 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 re-appointment of Mr. Nikhil Kulshreshtha (DIN - 07178027) as the Whole-time Director of the Company with the designation of "Director & Secretary" for a period of three years w.e.f. July 1, 2018, 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 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."

Item No. 8 - Re-appointment of Mr. Dilip G. Shah as an Independent Non-Executive Director

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 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, consent of the members be and is hereby accorded for appointment of Mr. Dilip G. Shah (DIN-01989812), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is otherwise eligible for re-appointment, to hold the office as an Independent Non-Executive Director of the Company, for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024."

Item No. 9 - Re-appointment of Mr. Rajiv Lochan Jain as an Independent Non-Executive Director

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 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, consent of the members be and is hereby accorded for appointment of Mr. Rajiv Lochan Jain (DIN-00161022), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is otherwise eligible for re-appointment, to hold the office as an Independent Non-Executive Director of the Company, for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024."

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

Sd/-

Place: Gurugram
Date: June 5, 2018

Nikhil Kulshreshtha
Director & Secretary
DIN - 07178027

NOTES:

- 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.**
- The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 3, 2018 to Thursday, August 9, 2018 (both days inclusive), in terms of the provisions of the Companies Act, 2013.
- 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.
- 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 transfers, transmissions, subdivision, consolidation of share certificate(s) or any other share related matters and/or change in address, to Company's Registrar and 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 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 15th Annual Report for financial year 2017-18 has been 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 15th Annual Report for financial year 2017-18 has been sent through the permitted mode.

Electronic copy of the Notice of the 15th 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 has been 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 15th 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 has been 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 venue of 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 Monday, August 6, 2018 (09:00 a.m.) and ends on Wednesday, August 8, 2018 (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 2, 2018, 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.
- 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 electronically.
- 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 2, 2018 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 her 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.evotingindia.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 OF THE SPECIAL BUSINESS(ES) TO BE TRANSACTED DURING THE MEETING

Item No. 3 - Change in status of Directorship of Ms. Maria Gobbi

Ms. Maria Gobbi was appointed as a Director of the Company in November, 2014 and thereafter as the Managing Director of the Company with effect from July 1, 2015, for a term of 3 (three) years. Accordingly, her present tenure as Managing Director is scheduled to complete on June 30, 2018. Ms. Gobbi had informed that she was desirous of devoting her complete focus and time on her new global role and thus did not seek extension of her position of Managing Director of the Company on completion of her present tenure on June 30, 2018. However, she will continue as a Non-Executive Director on the Board of the Company.

Pursuant to Articles of Association of the Company, the Managing Director of the Company is not liable to retire by rotation. Therefore, during her term as Managing Director, Ms. Maria Gobbi was not liable to retire by rotation.

However, as iterated above, since Ms. Gobbi ceases to be the Managing Director w.e.f. close of business hours on June 30, 2018 and continues on the Board as a Non-Executive Director, thus, her status of directorship is also required to change from Director, not liable to retire by rotation, to Director, liable to retire by rotation.

The Board of Directors of the Company and the Nomination and Remuneration Committee of the Board had approved this change in status of Directorship of Ms. Gobbi.

Brief profile and justification for continuing Ms. Maria Gobbi as a Director (Non-Executive) on the Board of the Company

Ms. Maria Gobbi was born on April 10, 1961 in Piacenza Italy. She obtained her degree in “Chemical Engineering” from the University of Politecnico, Milan, Italy in year 1984. In the beginning of 1980s, she started her professional career with Montedison Group, a well-recognized company in the global market for Anti-Infectives and Oncology APIs.

In her professional career, she has handled many critical assignments related to accessing new markets, diversifying the customer’s portfolio, optimizing the manufacturing set-up, driving the company to the FDA approved status etc.

She has been instrumental in setting up and strengthening processes across the Company’s plants and related operations. She has also been leading the implementation of industry best practices in the Company. In view of her vast operational experience and industry expertise, it will be in the interest of the Company to continue her as the Non-Executive Director of the Company, liable to retire by rotation.

Item No. 4 & 5 - Appointment of Mr. Arvind Kumar Sharma as the Director & Managing Director

The Board of Directors of the Company had appointed Mr. Arvind Kumar Sharma, as an Additional Director effective from July 1, 2018, pursuant to the provisions of Section 161 & other applicable provisions of the Companies Act, 2013 read with Article 117 of the Article of Association of the Company. Mr. Arvind Kumar Sharma holds office only upto the date of the ensuing Annual General Meeting.

Since, Ms. Maria Gobbi had communicated her decision for non-renewal of her term as Managing Director of the Company after completion of her tenure on June 30, 2018, the Board of Directors have identified Mr. Arvind Kumar Sharma, currently working as the Chief Operating Officer of the Company, as her successor for the position of Managing Director of the Company w.e.f. July 1, 2018 for a tenure of 3 years, subject to approval of shareholders. The proposal has also been reviewed and recommended by the Nomination and Remuneration Committee of the Board of Directors.

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

Mr. Arvind Kumar Sharma has over 30 years of experience in the manufacturing of Bulk Pharmaceutical Chemicals (APIs) & 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. Mr. Sharma, presently the Chief Operating Officer of the Company has been associated with the Company since June, 2013 and has been efficiently leading the Kalyani plant operations since then. He has also been leading operations of the Baddi plant since July, 2017.

During his rich experience, he has worked in leadership positions with specialist pharmaceutical companies such as Arch Pharmed Labs 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.

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 view of losses suffered/ inadequate profits generated by the Company

Post the Kalyani US FDA issue in 2013, the Company has strongly focussed on improving its operations, processes and technology, so as to bring them in conformity with USFDA and GMP requirements. With this objective, the Company has incurred huge amount of capital expenditure, to ensure that anomalies, as observed by USFDA, are remediated.

In view of the inadequate profits of the Company during the FY 2017-18 and in terms of the provisions of Section 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 to Mr. Arvind Kumar Sharma as minimum remuneration during his tenure with the Company as Managing Director, with effect from July 1, 2018, until the Company is able to earn adequate profits. This proposal has already been approved by the Board of Directors and the Nomination and Remuneration Committee of the Board.

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 ₹ 64,632 lakhs in FY 2016-17 to ₹ 73,437 lakhs in FY 2017-18. ➤ Profit before tax (after giving effect to exceptional item), stands at ₹ 1,842 lakhs during FY 2017-18. ➤ Total Export Earning is ₹ 57,541 lakhs during FY 2017-18
5.	Foreign investments or collaborations, if any	More than 97.05% 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 was born on July 15, 1962 in India. He completed his 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 optimization of the manufacturing and operational set-up. He has been also playing a key role in the remediation activities undertaken at Kalyani Plant of the Company.</p>
2.	Past Remuneration	₹ 108.76 lakhs
3.	Recognition or awards	NIL
4.	Job Profile and his suitability	<p>Job Profile:</p> <ul style="list-style-type: none"> • Responsible for overall management of the Company, • Driving force for the growth of the Company. <p>Suitability:</p> <p>He has adequate qualification 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>A. Basic Salary</p> <p>In the scale of ₹ 60,00,000 to ₹ 1,20,00,000/- 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. 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 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 with driver 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. Arvind Kumar Sharma, in the event of absence or inadequacy of profits 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	None
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OTHER INFORMATION

1.	Reasons of loss or inadequate profits	Post the Kalyani US FDA issue in 2013, the Company has strongly focussed in improving its operations, processes and technology, so as to bring them in conformity with USFDA and GMP requirements. With this objective, the Company has invested huge amount of money at its plants, to ensure that anomalies, as observed by USFDA, are remediated.
2.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> • The Company has taken effective steps towards remediation of observations noted and informed by USFDA. The management is hopeful that on completion of all the planned remediation steps, the Company will be able to maximize its revenue to the full potential. • Additionally, the Company now functions as the Contract Research Organisation (“CRO”) and Contract Manufacturing Organisation (“CMO”) for Fresenius Kabi, which may, going ahead, result in steady revenue.
3.	Expected increase in productivity and profits in measurable terms	Being a CRO & CMO for Fresenius Kabi, fixed revenue may be earned by the Company on its I&D related projects and production volumes.

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 share 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. 4 & 5 of the accompanying Notice.

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.

Item No. 6 & 7 - Re-appointment of Mr. Nikhil Kulshreshtha as a Whole-time Director of the Company, with the designation of “Director & Secretary”

Pursuant to Sections 196, 197, 203, 204 and other provisions of the Companies Act, 2013, read with rules notified thereunder, Mr. Nikhil Kulshreshtha, 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 has been efficiently leading the Governance, Risk, Compliance, HR and Administrative functions of the Company since then. His present term is due for completion on June 30, 2018.

During his appointment for the first term of 3 years, effective July 1, 2015, Mr. Nikhil Kulshreshtha was, vide Special Resolution passed by the shareholders, appointed as a Whole-time Director, not liable to retire by rotation. However, in terms of the Articles of Association of the Company, the status of Directorship of Mr. Nikhil Kulshreshtha is required to be changed to Director, liable to retire by rotation.

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, 2018 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 is responsible for Legal, Compliances, Secretarial, Internal Audit, HR and Administrative functions of the Company. He has been associated with the Company since July, 2007.

Mr. Nikhil Kulshreshtha has overall professional experience of approx. 28 years and during this period, he has worked

in different capacities with large Indian conglomerates like Bharti Airtel, HCL and DLF wherein he handled 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 Chief Administrative Officer (CAO), 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 view of losses suffered/ inadequate profits generated by the Company

Post the Kalyani US FDA issue in 2013, the Company has

strongly focussed on improving its operations, processes and technology, so as to bring them in conformity with US FDA and GMP requirements. With this objective, the Company has incurred huge amount of capital expenditure, to ensure that anomalies, as observed by US FDA, are remediated.

In view of the inadequate profits of the Company during the FY 2017-18 and in terms of the provisions of Section 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 to Mr. Nikhil Kulshreshtha as minimum remuneration during his tenure with the Company as Whole-time Director, with the designation "Director & Secretary" with effect from July 1, 2018, until the Company is able to earn adequate profits. This proposal has already been approved by the Board of Directors and the Nomination and Remuneration Committee of the Board.

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 ₹ 64,632 lakhs in FY 2016-17 to ₹ 73,437 lakhs in FY 2017-18. ➤ Profit before tax (after giving effect to exceptional item), stands at ₹ 1,842 lakhs during FY 2017-18. ➤ Total Export Earning is ₹ 57,541 lakhs during FY 2017-18
5.	Foreign investments or collaborations, if any	More than 97.05% 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 was 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 leadership programs from national and international management institutions like IIM (Ahmedabad) and NUS, Singapore. He has been associated with the Company since 2007. Presently, he is holding the position of "Director & Secretary" and is responsible for Legal, Compliances, Secretarial, HR, Internal Audit, Special Audit and Administration functions of the Company.</p> <p>Mr. Kulshreshtha has overall professional experience of approx. 28 years and during this period, he has worked in different capacities with large Indian conglomerates like Bharti Airtel, HCL and DLF wherein he handled Secretarial, Legal, Commercial, Accounts and Administrative functions.</p>
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2.	Past Remuneration	₹ 201.09 lakhs
3.	Recognition or awards	None
4.	Job Profile and his suitability	<p>Job Profile:</p> <ul style="list-style-type: none"> Responsible for Legal, Secretarial, Internal Audit and Administration departments of the Company and Special Audits, as mandated from time to time Will act as CAO and will be responsible for overall legal administration of the Company. <p>Suitability:</p> <p>Has adequate educational and industrial exposure for discharging the assigned responsibility. Already served the Company at Sr. Management level and is well versed with its business, operations and management.</p>
5.	Remuneration proposed	<p>A. Basic Salary</p> <p>In the scale of ₹ 60,00,000/- to ₹ 100,00,000/- 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. 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 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 with driver 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. Nikhil Kulshreshtha, in the event of absence or inadequacy of profits in any year during his tenure. The terms and conditions of re-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	Post the Kalyani US FDA issue in 2013, the Company has strongly focussed in improving its operations, processes and technology, so as to bring them in conformity with US FDA and GMP requirements. With this objective, the Company has invested huge amount of money at its plants, to ensure that anomalies, as observed by US FDA, are remediated.
2.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> The Company has taken effective steps towards remediation of observations noted and informed by USFDA. The management is hopeful that on completion of all the planned remediation steps, the Company will be able to maximize its revenue to the full potential. Additionally, the Company now functions as the Contract Research Organisation (“CRO”) and Contract Manufacturing Organisation (“CMO”) for Fresenius Kabi, which may, going ahead, result in steady revenue.
3.	Expected increase in productivity and profits in measurable terms	Being a CRO & CMO for Fresenius Kabi, fixed revenue may be earned by the Company on its I&D related projects and production volumes.

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. Nikhil Kulshreshtha does not hold any share 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.

Taking into account his qualification, vast experience and long association with the Company, the Board of Directors recommends the Ordinary Resolution set out at Item no. 6 and Special Resolution set out at Item no. 7 of the notice for approval by the members.

Item No. 8 - Re-appointment of Mr. Dilip G. Shah as an Independent Director

Mr. Dilip G. Shah is an Independent Non-Executive Director of the Company, Chairman of the Audit Committee and member of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee of the Board of Directors of the Company.

Mr. Dilip G. Shah was appointed as an Independent Director in the year 2008, under provisions of the Companies Act, 1956. However, post notification and enforcement of the Companies Act, 2013, the Independent Directors were provided a window of maximum 10 years for continued appointment (effective April 1, 2014, irrespective of the term of appointment under the Companies Act, 1956), bifurcated into two terms of maximum 5 years each.

Accordingly, Mr. Shah was appointed as an Independent Director of the Company, for a term of 5 years, effective April 1, 2014, by operation of law. The said term is scheduled to end on March 31, 2019 and vide provisions of Sections 149 & 152 of the Companies Act, 2013, he can be re-appointed for the second term of maximum 5 years, subject to approval of the shareholders at their next annual general meeting, by passing of a Special Resolution.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have recommended Mr. Dilip G. Shah for re-appointment, as an Independent Non-Executive Director, pursuant to the provisions of section 149 & other applicable provisions of the Companies Act, 2013 read with Article 118 of the Article of Association of the Company for the second term starting from April 1, 2019. The members are requested to re-appoint Mr. Shah as an Independent Non-executive Director of the Company, not liable to retire by rotation for a period of five years from April 1, 2019 upto March 31, 2024.

Justification for selecting Mr. Dilip G. Shah as the Independent Director

Mr. Dilip G. Shah has been associated with the Company from August, 2008 and has been providing his valuable inputs on various policies, discussions and decisions from time-to-time. He has over 50 years of rich experience in the pharmaceutical industry. He is a member of many industry associations and reputed organizations, in addition to being the Secretary-General of the Indian Pharmaceutical Alliance (IPA) (an Association of 15 large research based national companies) and the Co-chairman of the FICCI’s Committee on Pharmaceuticals. He is also an Editor, Asia and India, Journal of Generic Medicines, U.K.

Mr. Dilip G Shah does not hold any share in the Company.

Except Mr. Dilip G. Shah, 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 Special Resolution set out at Item No. 8.

Taking into account his qualification, experience and his current association with the Company, the Board recommends re-appointment of Mr. Dilip G. Shah as a Director (under Independent Category) not liable to retire by rotation for a period of five years w.e.f. April 1, 2019, by passing a Special Resolution as set out in Item No. 8.

Item No. 9 - Re-appointment of Mr. Rajiv Lochan Jain as an Independent Director

Mr. Rajiv Lochan Jain is an Independent Non-Executive Director of the Company and member of the Audit Committee, the Nomination and Remuneration Committee and the Corporate Social Responsibility Committee of the Board of Directors of the Company. He joined the Board in October 2013. Pursuant to the provisions of the Companies Act, 2013, Mr. Jain was appointed as an Independent Non-Executive Director, to hold office effective April 1, 2014 for a term of five years upto March 31, 2019.

As per Sections 149 & 152 of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of Special Resolution by the Company for another term of upto five consecutive years.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have recommended re-appointment of Mr. Rajiv Lochan Jain as an Independent Non-Executive Director, pursuant to the provisions of section 149 & other applicable provisions of the Companies Act, 2013 read with Article 118 of the Article of Association of the Company for the second term starting from April 1, 2019. The members are requested to re-appoint Mr. Jain as an Independent Non-executive Director of the Company, not liable to retire by rotation, for a period of five years from April 1, 2019 upto March 31, 2024.

Justification for Selecting Mr. Rajiv Lochan Jain as the Independent Director

Mr. Rajiv Lochan Jain is a Chemical Engineer from IIT Kharagpur and an MBA from Whittemore School of Business and Economics, UNH, USA.

Mr. Jain was a member on the Board of ICI India Limited for over 12 years and the Managing Director of the Company from April, 2003 to May, 2009. Mr. Jain successfully led the portfolio reshaping of ICI India from a diversified chemical Company to a focused and fastest growing player in the paints business. Mr. Jain was also the Chairman of both ICI's Research Company in India and the Joint-Venture Company of ICI and Orica, Australia.

Currently, he advises global and local companies on their entry and growth strategies for India. He also serves on the Board of Goodyear India Limited and Gujarat Alkalies and Chemicals Limited. He has also been recently appointed to the Board of Governors of GSFC University.

The diversified and enriched experience and knowledge of Mr. Jain will support the Company in achieving its goals in a more focused manner.

Mr. Rajiv Lochan Jain does not hold any share in the Company.

Except Mr. Rajiv Lochan Jain, 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 Special Resolution set out at Item No. 9.

Taking into account his qualification, experience and his current association with the Company, the Board recommends re-appointment of Mr. Rajiv Lochan Jain as a Director (under Independent Category) not liable to retire by rotation, for a period of five years w.e.f. April 1, 2019, by passing a Special Resolution as set out in Item No. 9.

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

Sd/-

Nikhil Kulshreshtha
Director & Secretary

DIN - 07178027

Place: Gurugram

Date: June 5, 2018