

**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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*Website:* [www.fresenius-kabi-oncology.com](http://www.fresenius-kabi-oncology.com)

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**NOTICE** is hereby given that Twentieth Annual General Meeting (AGM) of the members of Fresenius Kabi Oncology Limited will be held on Tuesday, August 29, 2023 at 09:30 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 31<sup>st</sup> March 2023, 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**

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 Ms. Sylwia Malinowska (DIN 10183279) 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. Sylwia Malinowska (DIN – 10183279), who was appointed as an Additional Director on June 6, 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 her 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: 14<sup>th</sup> August, 2023

**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. 3 of the accompanying Notice dated August 14, 2023.**

**Appointment of Ms. Sylwia Malinowska as Non-Executive Director of the Company**

The Board of Directors of the Company had appointed Ms. Sylwia Malinowska, as an Additional Director under the Category of Non Executive Director at its meeting held on June 6, 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, Ms. Sylwia Malinowska 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. Sylwia Malinowska's 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. Sylwia Malinowska as Director***

Ms. Sylwia Malinowska was born on September 1, 1967 in Gdansk, Poland. She obtained her Master's degree in Organic Chemistry and Chemical Engineering in 1992 from Gdansk University of Technology and a degree of Master of Business Administration in 2001 from Uniwersytet Gdanski, Copenhagen Business School, Universiteit Antwerpen RUCA, Fachhochschule fur Technik und Wirtschaft Berlin.

She started her professional career in 1992 as Research and Development Technologist in M/s Polpharma. She was worked with M/s Polpharma from 1992 to 2007 in different roles and locations.

Ms. Malinowska is associated with Fresenius Kabi group since 2009 and currently working as Senior VP Portfolio Management and Strategic Management BU API.

Taking into account her qualification(s), international experience and association with Fresenius Kabi, the Board, based on the recommendations of Nomination & Remuneration Committee, recommends the appointment of Ms. Malinowska 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.

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

Except Ms. Malinowska, 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.

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

**Nikhil Kulshreshtha**  
**Director & Secretary**  
**DIN – 07178027**

Place: Gurugram  
Date: 14<sup>th</sup> August 2023