



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

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POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]**

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution setout below for reduction of capital of Fresenius Kabi Oncology Limited (the “**Company**”) is proposed to be considered and if thought fit, to be passed by the members through Postal Ballot/ Electronic Voting (e-voting) as Special Resolution.

The Resolution, the Statement pursuant to Section 102 of the Act containing all material facts and a Postal Ballot Form with instructions are enclosed with this Notice.

The Board of Directors of the Company (“**Board**”) at its meeting held on Friday, October 12, 2018 has appointed Mr. Yogesh Aggarwal, Chartered Accountant (Membership No.: 093716), Partner, Surender Kumar Jain & Associates, Chartered Accountants (FRN: 004766N) as the scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner. The Board has appointed Mr. Nikhil Kulshreshtha, Director & Secretary (DIN 07178027) to be responsible for the entire postal ballot process and to take all the steps and to do all the acts, deeds and things etc., as may be necessary or expedient in connection with or in relation to the Postal Ballot process.

You are requested to carefully read the instructions printed in the Postal Ballot Notice and return the Postal Ballot Form (no other form or photocopy is permitted except for printout of Form received on email) duly completed in the enclosed self-addressed Business Reply Envelope (BRE) so as to reach the Scrutinizer by 5.00 P.M. on or before Thursday, November 22, 2018. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned member has not been received. The postage will be borne and paid by the Company. It is, however, clarified that members desiring to exercise their vote from outside India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions mentioned therein. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairperson of the Company or in her absence to any other Director /Officer authorized by her, upon completion of scrutiny of Postal Ballots in a fair and transparent manner. The report shall be countersigned by the Chairperson of the Company or in her absence by any other Director /Officer authorized by her and the results of the Postal Ballot (with details of the number of votes cast for and against the resolution, invalid votes and whether the resolution has been carried or not)

will be announced on Friday, November 23, 2018 at 5.00 P.M at the Company’s Registered Office situated at B-310, Som Datt Chambers-I, Bhikaji Cama Place, New Delhi – 110 066. The results of the Postal Ballot with details of the number of votes cast for and against the resolution, invalid votes and whether the resolution has been carried or not, along with the Scrutinizer’s report will be displayed for at least three days on the notice board of the Company at its Registered Office as well as the Corporate Office and also be placed on the Company’s website www.fresenius-kabi-oncology.com and on website of CDSL i.e. www.evotingindia.com.

The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting (i.e. Thursday, November 22, 2018) .

Approving Capital Reduction of the Company

To consider and if thought fit, to give assent/ dissent, to the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to Section 66 and other applicable provisions of the Companies Act, 2013 (“**Act**”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, approval of the Board of Directors of the Company and subject to confirmation of the National Company Law Tribunal, Principal Bench at New Delhi (“**NCLT**”) and such other approvals, consents, permissions and sanctions, as may be required to be obtained from appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/ or third parties, and further subject to such terms and conditions as may be prescribed while granting of such approvals, consents, permissions and sanctions by the NCLT and/ or any other appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/ or third parties, and which may be agreed to by the Board of Directors of the Company (“**Board**”) (which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board), consent of the members of the Company be and is hereby accorded, to reduce the issued, subscribed and paid-up capital of the Company from INR 17,02,47,857 (Indian rupees seventeen crores two lakh forty seven thousand eight hundred and fifty seven) consisting of 17,02,47,857 (Seventeen crores two lakh forty seven thousand eight hundred and fifty seven) equity shares of INR 1 (Indian rupee one) each to INR 16,52,32,882 (Indian rupees sixteen crores fifty two lakh thirty two thousand eight hundred and eighty two) consisting of 16,52,32,882 (Sixteen crores fifty two lakh thirty two thousand eight hundred and eighty two) equity shares of INR 1 (Indian rupee one) each by cancelling and extinguishing in the aggregate, approximately 2.95% (two point nine five per cent) of the total issued, subscribed and paid-up share capital of the Company, consisting of 50,14,975 (Fifty lakh fourteen thousand nine hundred

and seventy five) equity shares of INR 1 (Indian rupee one) each aggregating to INR 50,14,975 (Indian rupees fifty lakh fourteen thousand nine hundred and seventy five) held by the public/minority shareholders of the Company ("**Minority Shareholders**") ("**Capital Reduction**") in lieu of the Reduction Consideration.

RESOLVED FURTHER THAT subject to the Capital Reduction being confirmed by the NCLT and becoming effective and operative, and/or the receipt of necessary approvals (including such approvals as may be required with respect to payment to non-resident shareholders of the Company, if any), the Minority Shareholders of the Company, as on the 'Record Date' to be determined by the Board for the purposes of determining the names of the registered holders of the equity shares of the Company, shall be paid, for the equity shares held by them and which are cancelled and extinguished, a sum of INR 48.50 (Indian rupees forty eight and paise fifty) per equity share of the Company or such other higher price per share as may be determined by the Board ("**Reduction Consideration**").

RESOLVED FURTHER THAT subject to the Capital Reduction being confirmed by the NCLT and becoming effective and operative and/or the receipt of necessary approvals, 50,14,975 (Fifty lakh fourteen thousand nine hundred and seventy five) equity shares of INR 1 (Indian rupee one) each of the Company held by the Minority Shareholders shall stand cancelled and extinguished and rendered invalid, without any further act or deed by the Minority Shareholders (including but not limited to surrendering of share certificates with transfer forms and/ or sending appropriate instructions to the depository participants).

RESOLVED FURTHER THAT upon cancellation and extinguishment of the equity shares held by the Minority Shareholders pursuant to the Capital Reduction being confirmed by the NCLT and becoming effective and operative, the issued, subscribed and paid-up capital of the Company would get reduced to INR 16,52,32,882 (Indian rupees sixteen crores fifty two lakh thirty two thousand eight hundred and eighty two) consisting of 16,52,32,882 (Sixteen crores fifty two lakh thirty two thousand eight hundred and eighty two) equity shares of INR 1 (Indian rupee one) each.

RESOLVED FURTHER THAT upon the Capital Reduction becoming effective and operative, the payment of the Reduction Consideration to the Minority Shareholders shall be made in accordance with applicable law(s) and subject to such approvals (including any approvals that may be required with respect to payment of Reduction Consideration to non-resident shareholders of the Company), if any, as may be required under the applicable law(s). All such payments will be made by electronic transfer of funds, cheque, pay order/ warrant, demand draft, NEFT/RTGS/IMPS, after payment of appropriate taxes by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, usual, proper or desirable in the best interest of the Company and its members in connection with and relating to the Capital Reduction, for the purpose of giving effect to the Capital Reduction and this resolution, without being required to seek any further consent or approval of the members or otherwise (including but not limited to):

(i) verifying, signing, dealing, swearing, affirming, declaring, delivering, executing, making, entering into, acknowledging, recording and perfecting all deeds, declarations, instruments, affidavits, applications, petitions, objections, notices, forms, reports and writings whatsoever as may be usual, necessary,

proper or expedite, and all types of documents, petitions, affidavits and applications in relation to the matter aforesaid;

- (ii) settling, finalizing, preparing, making, executing, submitting and filing all necessary documents including petitions, applications, affidavits, pleadings, appeals, deeds, declarations, instruments, affidavits, applications, petitions, objections, notices, reports and writings and such other documents as may be required to be filed with the NCLT / National Company Law Appellate Tribunal ("**NCLAT**")/ the Supreme Court of India/ the Registrar of Companies and/ or any other appropriate court, tribunal or regulatory authority, for purposes of seeking confirmation of the Capital Reduction and/ or for obtaining approval in this regard; and responding to the NCLT and/ or such appropriate authorities;
- (iii) making applications to the relevant authorities and/ or other persons seeking their approval to the Capital Reduction, and for payment of the Reduction Consideration, as may be required;
- (iv) withdrawing or making any alterations, changes, modifications or amendments in the petitions, applications, affidavits, pleadings, appeals and such other documents filed with the NCLT/ NCLAT/ the Supreme Court of India and/ or any other appropriate court, tribunal or regulatory authority, as may be expedient or necessary, including any alteration, modification or amendment required to be made for complying with the requirements or conditions imposed by the NCLT and/ or any other appropriate authorities, if any;
- (v) accepting services of notices or other processes which may from time to time be issued in connection with the matters aforesaid;
- (vi) complying with all the necessary formalities in this regard and making the relevant disclosures to the appropriate governmental and/ or regulatory agencies as may be required, including the Registrar of Companies;
- (vii) authenticating all the necessary documents as 'certified copies' or in any other manner, as may be required, including affixing the Common Seal of the Company in accordance with the Articles of Association of the Company on documents in connection with the above resolutions;
- (viii) representing the Company in general before the NCLT/NCLAT/ the Supreme Court of India and/ or any other court, tribunal and/ or authority, in relation to any matter pertaining to the Capital Reduction and to exercise requisite powers on behalf of the Company to settle, as it may in its absolute discretion deem fit, any questions, difficulties or doubts that may arise, in connection with the Capital Reduction, as deemed fit;
- (ix) depositing the Reduction Consideration to be paid to the Minority Shareholders in lieu of the cancellation and extinguishment of the equity shares of the Company held by such Minority Shareholders pursuant to Capital Reduction in a special bank account to be opened with a bank in this regard;
- (x) discharging the payment due to the Minority Shareholders of the Company in lieu of the cancellation and extinguishment of the equity shares of the Company held by such Minority Shareholders, subject to the confirmation of the Capital Reduction by the NCLT and/ or any other appropriate authority and the Capital Reduction becoming effective and operative, in accordance with applicable laws, by making such payment

through cheque, pay order/ warrant or demand draft, NEFT/ RTGS/IMPS, after payment of appropriate taxes by the Company;

- (xi) calling for the bank account details of the Minority Shareholders of the Company for discharging the consideration pursuant to the Capital Reduction becoming effective and operative;
- (xii) providing necessary declarations/ certificates in relation to Capital Reduction capturing the true and factual aspects of the Company;
- (xiii) engaging and appointing advocates, counsels, advisors and/ or any other consultants to advice, submit recommendations and provide inputs on the Capital Reduction, declare and file all pleadings, petitions, applications and reports before the NCLT/NCLAT/ the Supreme Court of India and/ or any other appropriate authority, facilitate the process before such courts/ tribunals and/ or authorities, sign and execute vakalatnama, wherever necessary, and sign and issue public advertisements and notices in connection with the matters aforesaid; and
- (xiv) delegating any or all of the powers conferred upon it by this resolution to any Committee of Directors, any other Director(s), and/ or Officer(s) of the Company.

RESOLVED FURTHER THAT a certified true copy of this resolution be issued as and when necessary under the signature of any of the Director(s) of the Company or the Company Secretary.”

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

Sd/-
Nikhil Kulshreshtha
Director & Secretary
DIN – 07178027

Place: Gurugram

Date: October 12, 2018

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts is appended herein below.
2. The Postal Ballot Notice along with a self-addressed Business Reply Envelope is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners, as on Friday, October 12, 2018. A person, who was not a member as on the cut-off date of Friday, October 12, 2018 should treat this Notice for information purpose only. The Postal Ballot Notice will also be available on the website of the Company www.fresenius-kabi-oncology.com and website of CDSL i.e. www.evotingindia.com. The Postal Ballot Notice is being sent to the members in electronic mode to the email addresses registered with their Depository Participant/ Company's Registrar and Share Transfer Agent. Physical copy of the Postal Ballot Notice is being sent to such shareholders, by permitted modes, along with a pre-paid postage, self-addressed Business Reply Envelope, whose email address is not registered with the Depository Participant/ Company's Registrar and Share Transfer Agent. Such shareholders who wish to receive physical copy of the Postal Ballot Notice, in addition to e-mail, may write an e-mail to the Company at corporatesecretarial.india@fresenius-kabi.com. The Company will also send physical copy of the Postal Ballot Notice to such shareholders who have registered their e-mail address with their Depository

- Participant/ Company's Registrar and Share Transfer Agent, but delivery of the Postal Ballot Notice through e-mail will be reported to be undelivered by CDSL.
3. The Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, October 12, 2018 will be considered for the purpose of voting. Members' voting rights shall be in proportion to his/her/its share of the paid-up equity share capital of the Company.
 4. The Board of Directors at its meeting held on Friday, October 12, 2018, has appointed Mr. Yogesh Aggarwal, Chartered Accountant (Membership No.: 093716), Partner, M/s Surender Kumar Jain & Associates, Chartered Accountants (FRN: 004766N) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Board has appointed Mr. Nikhil Kulshreshtha, Director & Secretary (DIN 07178027) to be responsible for the entire Postal Ballot process and to take all the steps and to do all the acts, deeds and things etc., as may be necessary or expedient in connection with or in relation to the Postal Ballot process.
 5. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company will be offering e-voting facility to the members to cast their votes (FOR or AGAINST) electronically on business set forth in this Notice.
 6. The Company has appointed Central Depository Services (India) Limited to provide the e-voting facility to the members of the Company to vote electronically. Please read carefully the e-voting instructions for casting your vote electronically.
 7. Members have an option to vote either through e-voting or through physical mode by submitting the Postal Ballot Form. If a shareholder has voted through e-voting facility, he/she/it is not required to send the Postal Ballot Form. If a shareholder votes through e-voting facility as well as sends his/her/its vote through the Postal Ballot Form, then voting done through e-voting shall prevail and voting done through Postal Ballot Form will be treated as invalid by the Scrutinizer.
 8. Please see the instructions for voting by Postal Ballot (including e-voting) which have been printed herein.
 9. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favor are not less than three times the number of votes cast, if any, against the said Resolution.
- Process and manner for members opting for voting by Postal Ballot**
1. A member desiring to exercise his/her/its vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted except for printout of Form received on email) and send it to the Scrutinizer, in the attached self-addressed Business Reply Envelope, **on or before close of working hours, i.e. 5.00 P.M. on Thursday, November 22, 2018**. All postal ballot forms received after this date will be strictly treated as if reply from such member has not been received. The postage within India will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/ speed post as may be convenient to the member will also be accepted. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of Directors of the Company.

2. The Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Depository Participant/ Company's Registrar and Share Transfer Agent). In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence by the next named member. In case Postal Ballot Form is signed through a delegate, a copy of Power of Attorney attested by the member shall be annexed to the Postal Ballot.
3. The consent must be accorded by recording the ASSENT in the Column "FOR" or refusal by recording DISSENT in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column.
4. There will be only one Postal Ballot Form for every folio/DP & Client ID irrespective of the number of Joint Member(s).
5. Corporate members (companies, trusts, societies etc.) are requested to send to the Company, a duly certified copy of the relevant Board Resolution/ Power of Attorney along with the duly completed Postal Ballot Form authorizing their representative(s) to vote on their behalf on the matter.
6. A member may request for duplicate Postal Ballot Form, if so required. An email in respect of such request may be sent to corporatesecretarial.india@fresenius-kabi.com. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., 5.00 P.M. on Thursday, November 22, 2018.
7. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
9. Incomplete, unsigned, defaced, mutilated or incorrect Postal Ballot Forms will be rejected.
10. The result of the Postal Ballot will also be posted on the website of the Company www.fresenius-kabi-oncology.com and on the website of CDSL, i.e. www.evotingindia.com, for the information of the Members.
11. The vote on Postal Ballot cannot be exercised through proxy
12. The shareholders are requested to fill the Postal Ballot Form in indelible ink and not any erasable writing mode.

Procedure and instructions for e-voting

- 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/its right to vote by electronic means in respect of the resolution 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 CDSL as the Authorised Agency to provide e-voting facility.
- C. The voting period begins on Wednesday, October 24, 2018 (09:00 A.M.) and ends on Thursday, November 22, 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. Friday, October 12, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- D. The procedure and instructions for 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 please 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 Postal Ballot Form or as provided in the email if Notice 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 such 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 resolution 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 "RESOLUTION 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) 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 verification of the Scrutinizer.
 - xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com or corporatesecretarial.india@fresenius-kabi.com.
- E. In case of members receiving the physical copy of Notice [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.
12. The Scrutinizer will, on the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and will prepare and submit his report to the Chairperson of the Company or in her absence, to any other Director / Officer authorized by her, upon closure of the e-voting window and completion of scrutiny of Postal Ballots in a fair and transparent manner. The report shall be countersigned by the Chairperson of the Company or in her absence by any other Director /Officer authorized by her and the results of the Postal Ballot (with details of the number of votes cast for and against the resolution, invalid votes and whether the resolution has been carried or not) will be announced on Friday, November 23, 2018 at 5.00 P.M at the Company's Registered Office at B-310, Som Datt Chambers – I, Bhikaji Cama Place, New Delhi - 110066. The results of the Postal Ballot with details of the number of votes cast for and against the resolution, invalid votes and whether the resolution has been carried or not, along with the Scrutinizer's report will be displayed for at least three days on the notice board of the Company at its Registered Office as well as the Corporate Office and also be placed on the Company's website www.fresenius-kabi-oncology.com and on website of CDSL, i.e. www.evotingindia.com.
13. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting (i.e. Thursday, November 22, 2018).

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

Sd/-
Nikhil Kulshreshtha
Director & Secretary
 DIN – 07178027

Place: Gurugram
 Date: October 12, 2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Approving Capital Reduction of the Company

Background:

Fresenius Kabi (Singapore) Pte. Ltd. ("FKSL") holds 16,52,32,882 (Sixteen crores fifty two lakh thirty two thousand eight hundred and eighty two) equity shares of the Company amounting to approximately 97.05% of its paid up share capital. The remaining 50,14,975 (Fifty lakh fourteen thousand nine hundred and seventy five) shares constituting approximately 2.95% of the Company's paid up share capital are held by 30,741 public shareholders (as on October 12, 2018). The Company was delisted from the stock exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited with effect from January 10, 2014 and an exit offer was given to the remaining public shareholders of the Company for a period of one year thereafter.

Though the delisting of the Company by FKSL was undertaken with the key objective of complete integration of the Company into the Fresenius global operations, it could not be achieved due to the remnant public shareholding in the Company. 100% integration of the Company into the Fresenius group structure is imperative to enable further investments in the Company. The presence of minority shareholders who have not exited the Company despite the statutory exit offer provided to them, substantially increases the compliance burden of the Company. Management time and effort is being spent on compliance matters rather than focusing on the needs of the business and customers. Though approximately 97.05% of the Company's equity shares are held by FKSL, the presence of minority shareholders restricts its ability to take quick decisions as decisions are required to be routed through various committees and approvals are required for related party transactions, appointment and remuneration of senior management etc.

In order to fully integrate the Company with the Fresenius group and ease routine decision making to facilitate swift implementation of business decisions and to have maximum operational flexibility, it is proposed that the Company should become a closely held 100% subsidiary of FKSL. This could be achieved through a selective reduction of minority share capital of the Company represented by Minority Shareholders.

Moreover, pursuant to the delisting of the shares of the Company, the shares of the Company are no longer traded on the stock exchanges. Since there is no trading platform available to the shareholders, the shares of the Company have lost marketability and liquidity. As the minority shareholders do not have any exit option, the selective reduction of share capital will also provide an exit opportunity to the remaining Minority Shareholders, at fair value.

The issued, subscribed and paid-up equity share capital and shareholding pattern of the Company, as of Friday, October 12, 2018, is as under:

S. No.	Category of Shareholder	Number of Shares Held	Issued, Subscribed and Paid-up Share Capital (in INR)	% Holding
1.	Promoter (i.e. FKSL)	16,52,32,882	16,52,32,882	97.05
2.	All shareholders of the Company except the promoter (including shares held in suspense account) ("Minority Shareholders")	50,14,975	50,14,975	2.95

As on Friday, October 12, 2018, out of 30,741 Minority Shareholders (holding, in aggregate, approximately 2.95% of the total paid-up equity

share capital of the Company), nearly 22,154 Minority Shareholders currently hold less than or equal to 100 equity shares and 7,642 Minority Shareholders currently hold more than 100 but less than or equal to 500 equity shares as enumerated in the table below:

S. No.	No. of Shares held by Minority Shareholders	No. of Minority Shareholders	% of Total Number of Minority Shareholders	% of Total Value of Minority Shareholding
1.	1 - 5	9906	32.22	0.30
2.	6 - 10	1044	3.40	0.19
3.	11 - 20	1035	3.37	0.32
4.	21 - 30	2043	6.65	1.04
5.	31 - 50	4032	13.12	3.93
6.	51 - 100	4094	13.32	7.69
7.	101 - 500	7642	24.86	54.05
8.	501 - 10,000	938	3.05	24.97
9.	10001 and above	7	0.02	7.50
	TOTAL	30741	100.00	100.00

As per Section 66 of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, subject to confirmation of the National Company Law Tribunal and other applicable provisions of the Act, the share capital of a Company may be reduced in any manner, after a resolution approving the proposed capital reduction is passed by the members of the Company as a Special Resolution.

In view of the above, subject to the receipt of the requisite approval of the shareholders of the Company by way of a Special Resolution and confirmation by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi ("NCLT") and/ or such other approvals as may be required, it is proposed to reduce the issued, subscribed and paid-up capital of the Company from INR 17,02,47,857 (Indian rupees seventeen crores two lakh forty seven thousand eight hundred and fifty seven) consisting of 17,02,47,857 (Seventeen crores two lakh forty seven thousand eight hundred and fifty seven) equity shares of INR 1 (Indian rupee one) each to INR 16,52,32,882 (Indian rupees sixteen crores fifty two lakh thirty two thousand eight hundred and eighty two) consisting of 16,52,32,882 (Sixteen crores fifty two lakh thirty two thousand eight hundred and eighty two) equity shares of INR 1 (Indian rupee one) each by cancelling and extinguishing in the aggregate, approximately 2.95% of the total issued, subscribed and paid up share capital of the Company, consisting of 50,14,975 (Fifty lakh fourteen thousand nine hundred and seventy five) equity shares of INR 1 (Indian rupee one) each aggregating to INR 50,14,975 (Indian rupees fifty lakh fourteen thousand nine hundred and seventy five) held by the Minority Shareholders of the Company ("**Capital Reduction**").

The proposed Capital Reduction would be undertaken in accordance with the provisions of Section 66 of the Act and specifically the National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 ("**Reduction Rules**"), which permit a company to undertake a reduction of its share capital in any manner.

Consideration:

To maintain fairness and transparency, the Company had appointed Ernst & Young Merchant Banking Services Private Limited (Registration No. INM000010700) ("**EY**") and Deloitte Haskins & Sells, Chartered Accountants (Registration No. 117365W) ("**Deloitte**") (collectively the "**Independent Valuers**") to undertake separate valuation of the equity shares of the Company and had appointed VB Desai Financial Services Private Limited (Registration No. INM000002731) ("**VB Desai**") to provide a fairness opinion on the valuation methodologies and processes adopted by the Independent Valuers. EY and Deloitte both submitted their valuation reports to the Company on August 2, 2018.

In terms of the valuation report issued by EY, the fair value of the equity shares of the Company is computed at INR 48.46 (Indian rupees forty eight and paise forty six) per share. For arriving at this valuation, EY has in equal weightage adopted the Comparable Companies Quoted Multiple Method (“**CCQM**”) and the Discounted Cash Flow (“**DCF**”) method due to the unique nature of the business model of the Company (i.e. fixed margin model) as opposed to other comparable companies. Further, for plausibility check purposes, EY has also considered the fair value of the Company’s equity shares based on the Net Asset Value (NAV) method, though no weightage has been assigned to this method in comparing fair market value of the shares.

In terms of the valuation report issued by Deloitte, the fair value of the equity shares of the Company is computed in the range of INR 53.40 (Indian rupees fifty three and paise forty) per share to INR 58.49 (Indian rupees fifty eight and paise forty nine) per share. For arriving at this valuation, Deloitte has, in the weightage of 2:1, adopted the Discounted Cash Flow (“**DCF**”) method and the Comparable Companies’ Multiples Method respectively.

The fairness opinion issued by VB Desai, has confirmed that the valuation methodologies and processes adopted by both the Independent Valuers are acceptable, fair and reasonable.

The Audit Committee and the Board of Directors of the Company (“**Board**”) at their respective meetings held on Friday, October 12, 2018, considered the valuation reports of the Independent Valuers and the fairness opinion issued by VB Desai. The Audit Committee and the Board had extensive deliberation on the two valuations provided by the Independent Valuers and on certain risks faced by the Company viz. the ongoing investigations of the United States Department of Justice (“**DoJ**”), in respect of the Company’s facility in Kalyani, initiated in 2014 and the warning letters issued in 2017 pursuant to United States Food and Drugs Administration (“**FDA**”) inspections at the Kalyani and Baddi facilities of the Company, details of which have been provided in the Company’s Annual Report for the financial year ended March 31, 2018 and have also been stated hereinafter. After a detailed discussion, the Audit Committee and the Board came to the conclusion that keeping in mind the aforesaid risks as well as the interests of the Minority Shareholders, the fair value of INR 48.46 (Indian rupees forty eight and paise forty six) per share arrived at by EY represents a judicious parameter for determining the consideration payable to the Minority Shareholders.

The DoJ investigation referred to above pertains to alleged misconduct in the manufacturing of active pharmaceutical ingredients at the Company’s Kalyani facility. This matter has been disclosed in the Company’s Annual Report for the financial year ended March 31, 2018. DoJ investigations of such nature are typically conducted under both, the civil and criminal laws of the United States and companies involved in such investigations are at the risk of facing financial consequences, potentially including criminal penalties, civil fines and disgorgement of profits. Since the investigations are currently ongoing and the outcome thereof not known, the risks could not be quantified or estimated at this stage.

The Audit Committee and the Board also discussed the potential risks and costs linked to the warning letters issued by the FDA to the Company in 2017, which were disclosed in the Company’s Annual Report for the financial year ended March 31, 2018. The warning letters issued by the FDA did not restrict production or shipment of the Company’s products from these facilities or stipulate the import alert. Therefore, the supplies of the approved products are continuing to the US market. However, regulatory approvals pertaining to new products had been put on hold due to the pendency in the clearance of the GMP status of the Baddi facility. Further, subsequent to the issuance of the warning letters, the Company instituted corrective actions and is undertaking robust remediation measures at its

facilities in India. A qualified third party current good manufacturing practices (“**cGMP**”) expert has also been appointed based on the recommendations in the warning letters. The Company has submitted a comprehensive remediation response to the said letters to the FDA, followed by periodic written updates and regular meetings with the FDA. It was noted that since the engagement of the cGMP expert and the remediation process is presently continuing, the resulting costs of the same could not be fully quantified at this point of time.

Accordingly, the Board, based on the recommendations of its Audit Committee, proposed that the selective reduction of share capital held by the Minority Shareholders be undertaken in a manner such that the Minority Shareholders are paid INR 48.50 (Indian rupees forty eight and paise fifty) for each equity share held by them (“**Reduction Consideration**”) which will be extinguished/ cancelled pursuant to the Capital Reduction.

Effective Date of Reduction of Equity Share Capital:

After the shareholders have passed the requisite Special Resolution as proposed in this Notice, the Company will file the petition/ application for the Capital Reduction with the NCLT, in accordance with the provisions of Section 66 and other applicable provisions of the Act read with the Reduction Rules, seeking confirmation of the Capital Reduction. Pursuant to section 66(5) of the Act, the Capital Reduction will be effective on the date when the Registrar of Companies, Delhi registers the order of confirmation of the Capital Reduction issued by the NCLT and issues a certificate to that effect.

Payment to Minority Shareholders:

The Company shall, upon the receipt of confirmation by NCLT to the Capital Reduction and upon the Capital Reduction becoming effective and operative, intimate the same to the Minority Shareholders by way of a publication (in leading English and vernacular newspaper, both having wide circulation in the State in which the Registered Office of the Company is situated) and deposit the whole of the consideration of INR 24,32,26,288 (Indian rupees twenty four crores thirty two lakhs twenty six thousand two hundred and eighty eight) in a special bank account.

Subject to the ensuing paragraphs, the Reduction Consideration to be paid to the Minority Shareholders in lieu of the Capital Reduction shall be discharged by issue of cheque/ draft/ pay order/ warrant/ NEFT/ RTGS/ IMPS to the Minority Shareholders whose name appears as a member of the Company as on the ‘Record Date’ (as determined by the Board of Directors or a Committee thereof).

In this regard, the Minority Shareholders of the Company are requested to provide to the Company and/or the Registrar and Share Transfer Agent, their bank account details (including IFSC code) along with their addresses and self-attested proofs thereof, no later than 15 (fifteen) days from the publication by the Company confirming that the Capital Reduction has become effective, failing which the monies will be paid by the Company to the last known address/ bank details of the Minority Shareholders of the Company.

In case of transfer requests pending as on the ‘Record Date’, the Company shall immediately after the ‘Record Date’, dispatch to such shareholders (“**Transferor**”) and to such person (“**Transferee**”) from whom the Company has received any communication with respect to pending transfer of shares, a form to be duly filled in by the Transferor and the Transferee confirming such transfer and payment of Reduction Consideration to the Transferee. Upon receipt of the duly filled in form, the Company shall pay the monies due to the Transferee or to the Transferor as the case may be. Pending receipt of the duly filled in form the monies to be paid-out with respect to such shares shall be dealt in a manner provided for in the below paragraph. Additionally, post receipt of confirmation from NCLT towards reduction of share capital, the Company will, from the Record

Date for payment of 'Reduction Consideration', close its Register of Members until completion of the payment process or such timeline as may be permitted under provisions of the Act. During such period, no transfer of equity shares will be effectuated by the Company.

Where the monies to be paid-out have not been claimed by or paid to the Minority Shareholders, on account of cheques returned and/ or undelivered, cheques not deposited, missing/incomplete bank account details, pending shares transfer as on the 'Record Date', non-receipt of regulatory approvals, if any, or for any other reason, the Company shall retain such monies in the special bank account, for a period of 7 (seven) years on behalf of the Minority Shareholders. The amount outstanding in the special bank account after the said period shall be dealt with or utilized in such manner as may be approved by NCLT.

Taxation:

For such amount being paid by the Company to the Minority Shareholders which is over and above the paid up value per share of the Company, the said may be construed as dividend as per Section 2(22)(d) of the Income-tax Act, 1961. The Company may be liable to pay dividend distribution tax at the applicable rate. The Minority Shareholders should consider their own tax position and pay appropriate tax (as may be applicable) on the amount received from the Company upon reduction of equity share capital.

Payment to non-resident Minority Shareholders:

Non-resident Minority Shareholders shall provide to the Company and/or the Registrar and Share Transfer Agent, a copy of the permission received by them from Reserve Bank of India ("RBI") at the time of acquisition of the equity shares of the Company, if applicable. If the Shares are held under the general permission of the RBI, the non-resident Minority Shareholder shall furnish a copy of the relevant notification /circular pursuant to which the equity shares are held and state whether the shares are held on repatriable or non-repatriable basis.

In case a non-resident Minority Shareholder had acquired the equity shares on repatriation basis, such non-resident Minority Shareholder shall obtain and enclose a letter from his/her authorized dealer/ bank/ custodian or such other necessary documents confirming that at the time of acquiring the said equity shares, payment for the same was made by such non-resident Minority Shareholder from the appropriate account/ in the manner as specified by RBI. In case a non-resident Minority Shareholder is not in a position to produce such documents, the equity shares would be deemed to have been acquired on non-repatriation basis and in that case the non-resident Minority Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the equity shares held by him/her/it which is subject to the Capital Reduction.

If any of the above stated documents, as applicable, are not submitted to the Company or to the Registrar and Share Transfer Agent on or before 15 (fifteen) days from date of publication by the Company confirming that the Capital Reduction has become effective, the Company shall subject to applicable law, have the discretion to retain the Reduction Consideration in respect of the equity shares held by such non-resident Minority Shareholder in the special bank account and the same will be dealt with in accordance with the procedure specified in the aforementioned paragraphs.

All documents to be delivered by the non-resident Minority Shareholders to the Company and/or the Registrar and Share Transfer Agent should be addressed to the following addresses:

Registrar and Share Transfer Agent
Link Intime India Private Limited,
Noble Heights, 1st Floor, Plot NH 2,
C-1 Block LSC, Near Savitri Market, Janakpuri,
New Delhi – 110058,
Tel: +91 11 41410592 – 94,
Fax: +91 11 41410591
Email: delhi@linkintime.co.in,
Website: www.linkintime.com

Fresenius Kabi Oncology Limited
B-310, Som Datt Chambers–I,
Bhikaji Cama Place,
New Delhi – 110 066
Tel: +91 11 26105570,
Fax: +91 11 26195965,
E-mail: corporatesecretarial.india@fresenius-kabi.com,
Website: www.fresenius-kabi-oncology.com

Payments to non-resident Minority Shareholders in lieu of extinguishment of the shares held by them in the Company, shall be made subject to receipt of all necessary approvals, as may be required under applicable laws.

General:

Article 8 of the Articles of Association of the Company provides for the reduction of capital of the Company in any way authorized by the applicable law. The Board at its meeting held on Friday, October 12, 2018 has approved the Capital Reduction. In terms of the Articles of Association of the Company and Section 66 of the Act, it would be necessary to obtain the approval of the shareholders of the Company by passing a Special Resolution for approving the Capital Reduction and such Capital Reduction would have to be confirmed by the NCLT.

The Capital Reduction, upon becoming effective and operative, will not cause any prejudice to the creditors of the Company. The creditors of the Company are in no way affected by the Capital Reduction, as there is no reduction in the amount payable to any of the creditors. Further, the Capital Reduction will not have any adverse impact on the operations of the Company or the ability of the Company to honour its commitment or to pay its debts in the ordinary course of business.

A copy of the Memorandum of Association and Articles of Association of the Company as amended from time to time, copies of the valuation reports issued by the Independent Valuers (i.e. EY and Deloitte) and the fairness opinion issued by VB Desai are available for inspection at the Registered Office of the Company B-310, Som Datt Chambers–I, Bhikaji Cama Place, New Delhi-110066 and at the Corporate Office of the Company situated at Echelon Institutional Area, Plot No. 11, Sector-32, Gurugram-122001, Haryana, India, during 1100 hours to 1300 hours, on any working day till Thursday, November 22, 2018.

The Board considers that this resolution is in the best interests of the Company, its shareholders and therefore, recommends the passing of the Special Resolution as set out in the Notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are, in any way, deemed to be concerned or interested in the said Special Resolution.

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

Sd/-
Nikhil Kulshreshtha
Director & Secretary
DIN – 07178027

Place: Gurugram
Date: October 12, 2018



FRESENIUS KABI ONCOLOGY LIMITED
(CIN: U24231DL2003PLC119441)

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

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

Website: www.fresenius-kabi-oncology.com

Phone: +91 11 26105570 Fax: +91 11 26195965

POSTAL BALLOT FORM

Serial No.:

- Name and registered address of the sole/ first named shareholder:
- Name(s) of the joint shareholder(s), if any, registered with the Company:
- Registered Folio No./ DP ID No. and Client ID No.*:
*(Applicable to shareholders holding shares in dematerialized form)
- Number of equity shares held:
- I/ We hereby exercise my/ our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/ our ASSENT/ DISSENT to the said resolution by marking tick (✓) in the appropriate box below:

S. No.	Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special resolution regarding “reduction of share capital of the Company” under Section 66 of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016			

Date: _____
Place: _____
(Signature of the Shareholder)

Note: Please read the notes/ instructions carefully before exercising the vote and return this form to the Scrutinizer by using the self-addressed postage pre-paid Business Reply Envelope. If the voting rights are exercised electronically, there is no need to use this form.

Last date/ time for receipt of this Postal Ballot Form is Thursday, November 22, 2018 at 5:00 P.M. (i.e. 1700 hours) Indian Standard Time.

Electronic Voting Particulars

EVSN (Electronic Voting Sequence No.)	User ID	PAN/ Sequence No. (Password)
181015005		