


FRESENIUS KABI ONCOLOGY LIMITED

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

NOTICE is hereby given that the Seventh Annual General Meeting (AGM) of the members of Fresenius Kabi Oncology Limited will be held on Thursday, 29th July 2010, at 4.00 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110 010 to transact the following business:

ORDINARY BUSINESS
Item No. 1 : Adoption of accounts

To receive, consider and adopt the Balance Sheet as at 31st March 2010, the Profit and Loss Account for the year ended on that date and the report of the Directors and Auditors thereon.

Item No. 2 : Re-appointment of Mr. Rakesh Bhargava

To appoint a Director in place of Mr. Rakesh Bhargava, who retires by rotation and being eligible, seeks re-appointment.

Item No. 3 : Re-appointment of Dr. Anand Chand Burman

To appoint a Director in place of Dr. Anand Chand Burman, who retires by rotation and being eligible, seeks re-appointment.

Item No. 4 : Re-appointment of Mr. Dilip G. Shah

To appoint a Director in place of Mr. Dilip G. Shah, who retires by rotation and being eligible, seeks re-appointment.

Item No. 5 : Appointment of Statutory Auditors

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

M/s. G. Basu & Company, Chartered Accountants, Statutory Auditors of the Company, retire at this

Annual General Meeting and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS
Item No. 6 : Appointment of Branch Auditors

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

"RESOLVED THAT M/s HLB Vantis Audit Plc. London, a firm of auditors qualified to be appointed as the Branch Auditors as per laws of England, be and are hereby re-appointed as the Branch Auditors of the London Branch of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting, to carry out the audit of the accounts of the London Branch of the Company for the financial year 2010-11, on such remuneration as may be determined by the Board of Directors or any Committee thereof."

Item No. 7 : Payment of commission to Non-Executive Directors

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

"RESOLVED THAT subject to the provisions of Sections 198 and 309 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto for the time being in force) and all other applicable laws for the time being in force, consent of shareholders be and is hereby accorded for the payment of Commission to the Non-Executive Independent Directors of the Company, as may be decided by the Board from time to time, but not exceeding 1% (one per cent) per annum of the net profits of

the Company calculated in accordance with the provisions of the Companies Act, 1956 and such commission be divisible amongst the Directors in such proportion and in such manner as may be decided by the Board of Directors of the Company for the period of five years commencing from 1st April 2010."

Item No. 8 : Revision of remuneration to Dr. Satish B. Kulkarni, Managing Director & CEO of the Company

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 198, 269, 309, 310, 311, read with Schedule XIII and other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and 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 payment of remuneration to Dr. Satish B. Kulkarni, Managing Director & CEO of the Company w.e.f. 01st July 2010, for remaining term of his tenure i.e. up to 10th August 2013, on the remuneration 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 condition of remuneration/ remuneration structure of Dr. Satish B. Kulkarni as the Managing Director & CEO 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 the above resolution."

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

Sd/-
Nikhil Kulshreshtha
Company Secretary & Head-Legal

New Delhi
28th May 2010

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, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**
2. The Register of Members and Share Transfer Books of the company will remain closed from Monday, 19th July 2010 to Thursday, 29th July 2010 (both days inclusive), in terms of the provisions of the Companies Act, 1956 and the Listing Agreement with the Stock Exchanges, where the shares of the company are listed.
3. Information regarding particulars of the directors seeking appointment/ re-appointment requiring disclosure in terms of the listing agreement and the explanatory statement pursuant to Section 173 of the Companies Act, 1956, is annexed hereto.

4. Corporate members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorising their representative to attend and vote at the Annual General Meeting.
5. Members/Proxies are requested to bring duly filled admission/attendance slips sent herewith along with the copies of Annual Report to the meeting.
6. For the security and safety of the shareholders, no article/baggage including water bottles and tiffins will be allowed at the venue of the meeting. The members/ attendees are strictly requested to not to bring any article/baggage etc. at the venue of the meeting.
7. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other share related matters and/or change in address, to Company's Registrars at **MCS Limited, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020.**
8. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to write to the Company's Registrar for the prescribed form.
9. 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.
10. Members having any questions with regard to accounts are requested to write to the Company Secretary at least ten days in advance, to enable the Company to keep the information ready.

EXPLANATORY STATEMENT (PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956)

Item No. 6 : Appointment of Branch Auditors

The shareholders of the Company at the last Annual General Meeting held on 29th July 2009, had appointed M/s HLB Vantis Audit Plc. London, a firm of professionals, qualified for their appointment as the Branch Auditors of the London Branch of the Company, as per the Laws of England. Their term of appointment expires at the conclusion of this Annual General Meeting.

Consequent upon the recommendation of the Audit Committee, the Board of Directors at its meeting held on 28th May 2010 has proposed the re-appointment of M/s HLB Vantis Audit Plc. London as the Branch Auditors of the Company to carry out audit of the accounts relating to London Branch of the Company for the financial year 2010-11.

The Board of Directors recommends passing of the proposed resolution as an **Ordinary Resolution.**

None of the Directors of the Company is deemed to be concerned or interested in the resolution proposed at item No. 6 of the accompanying Notice.

Item No. 7 : Payment of commission to Non-Executive Independent Directors

At present, the Company is not paying any remuneration to its Non - Executive Independent Directors. However, in view of the time spent during various meetings & discussions and professional

advice & contribution given to the Company by the Non-Executive Independent Directors from time to time, it is recommended that in terms of Section 309(4) of the Companies Act, 1956 and Clause 49 of the Listing Agreement, the commission as envisaged in the resolution be paid to the Non-Executive Independent Directors for a period of five (5) years with effect from 1st April 2010.

This is also in line with the recommendation of the Committee on Corporate Governance constituted by 'Securities and Exchange Board of India' that compensation be paid to Non-Executive Directors of Companies, so as to encourage active participation in the deliberations at the meetings of the Board and Committees and also to attract independent professionals to take up these positions. This practice of payment of remuneration to Non-Executive Directors has been adopted by many leading Companies in India.

In view of the aforesaid, the Board recommends the payment of remuneration to Non-Executive Independent Directors of the Company as contained in the **Special Resolution** at item no. 7.

All the Non-Executive Independent Directors of the Company may be deemed to be concerned or interested in the said resolution.

Item No. 8 - Revision of remuneration to Dr. Satish B. Kulkarni, Managing Director & CEO of the Company

Dr. Satish B. Kulkarni had been appointed as the Managing Director & CEO of the Company for a period of five years w.e.f. 11th August 2008 by the Board of Directors of the Company, on the agreed terms and conditions and subject to the approval of shareholders and Central Government.

The Company fixed and paid Dr. Kulkarni's remuneration within the overall limits set out by the shareholders and subsequently approved by the Central Government during f.y. 2008-09 and f.y. 2009-10.

As per the existing remuneration structure fixed by the Board and shareholders, the basic salary component of Dr. Kulkarni's remuneration has reached the upper ceiling limit. Therefore, in the absence of any head room available in the existing basic structure, it is not possible to increase his remuneration during the remaining period of his current tenure.

Taking into account the knowledge, experience and leadership skills shown during his services with the Company and in order to keep him focused and motivated during his remaining tenure, it would be considered appropriate on part of the Company to reward him suitably with a decent increment in his current remuneration from time to time.

Therefore, in order to increase his remuneration in future from time to time, it is considered desirable to create the sufficient head room and revise the overall remuneration structure as earlier approved by the shareholders of the Company.

Accordingly, the shareholders of the Company are requested to approve the below mentioned remuneration to Dr. Satish B. Kulkarni w.e.f. 01st July 2010 till the remaining term of his appointment i.e. up to 10th August 2013:

A. Basic Salary

In the scale of Rs. 1,05,00,000 to Rs. 2,50,00,000 per annum with authority to the Board to fix his salary within the scale from time to time. The annual or other increment will be merit based and take into account his performance.

B. Performance linked incentive

As per rules of the Company and as determined by the Board of Directors from time to time.

C. Perquisites & Allowances

In addition to the prescribed salary and performance linked incentives, Dr. Satish B. Kulkarni will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement, coverage under keyman insurance scheme, coverage under medical/accident insurance policy for self & family, club fees, leave travel concession for himself and his family, contribution to PF, Superannuation fund and payment of Gratuity and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by Board with Dr. Satish B. Kulkarni; such perquisites and allowances will be subject to 200% of the basic salary.

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.

Provisions for use of the Company's car for official duties and telephone at residence and mobile (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

- D.** In addition to the above, Dr. Satish B. Kulkarni will also be entitled for Stock Options as may be decided from time to time by the Board of Directors/Compensation Committee in terms of Employees Stock Option Scheme of the Company.

Minimum Remuneration

The above remuneration shall be paid as minimum remuneration to Dr. Satish B. Kulkarni, in the event of absence or inadequacy of profit in any year during the tenure of his appointment.

The terms and conditions of appointment and remuneration given herein can 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, 1956 and schedule XIII (including any statutory modification or re-enactment thereof for the time being in force), or any amendments made thereto from time to time.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of variation in terms of appointment pursuant to Section 302 of the Companies Act, 1956.

The Board of Directors recommends passing of the proposed resolution as a **Special Resolution**.

None of the Directors except Dr. Satish B. Kulkarni is deemed to be concerned or interested in the resolution proposed at item No. 8 of the accompanying Notice.

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

Sd/-

Nikhil Kulshreshtha
Company Secretary & Head-Legal

New Delhi
28th May 2010

Information on directors seeking appointment/re-appointment at the forthcoming Annual General Meeting convened on 29th July 2010 (pursuant to clause 49 of the Listing Agreement).

Name of Director	Date of Birth	Date of Appointment	Qualifications	Expertise in specific functional area	Shareholding in Fresenius Kabi Oncology Limited	Directorships held in other companies	Membership/ Chairmanship of Committees
Mr. Rakesh Bhargava	09.07.1952	11.08.2008	MBA (IIM, Ahmedabad), B.Tech (IIT Kanpur)	Mr. Bhargava has been the Managing Director & CEO of Fresenius Kabi India Pvt. Ltd. since March 1998. He is the driving force for marketing.	NIL	Fresenius Kabi India Pvt. Ltd.	NIL
Mr. D.G. Shah	25.04.1941	11.08.2008	B.A. (Hons.), MBA (IIM, Ahmedabad)	Mr. Shah has 42 years of varied experience in the pharmaceutical industry, Mr. Shah is the CEO of Vision Consulting Group (a firm specialized in strategic planning).	NIL	Anuh Pharma Limited	Anuh Pharma Limited Member - Audit Committee
Dr. Anand C. Burman	05.05.1952	11.08.2008	M.Sc. (USA), Ph.D. (USA)	Dr. Anand C. Burman is an eminent Industrialist with particular interests in the areas of Research and Development in the Pharmaceutical Sciences as well as Biotechnology and Technology issues. He is currently the Chairman of Dabur India Ltd.	NIL	Dabur India Ltd., Dabur Pharmaceuticals Ltd., Dabur Overseas Ltd., Hindustan Motors Ltd., H&B Stores Ltd., Aviva Life Insurance Company India Ltd., Althea Lifesciences Ltd., Hero Honda Motors Ltd.	Dabur India Limited Member - Remuneration cum Compensation Committee, Chairman - Nomination Committee

There are no inter-se relationships between the Board Members.

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

Sd/-

New Delhi
28th May 2010

Nikhil Kulshreshtha
Company Secretary & Head-Legal



ATTENDANCE SLIP / PROXY FORM



Fresenius Kabi Oncology Limited

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

Attendance Slip

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP ID		Client ID	
Regd. Folio No.*		No. of Shares	

Name(s) in Full	Father/ Husband's Name	Address as Regd. with the Company
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

I/we hereby record my/our presence at the seventh Annual General Meeting of the Company being held on Thursday, 29th July 2010, at 4.00 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110010

Please (✓) in the box

☐ MEMBER

☐ PROXY

Member's Signature

Proxy's Signature

*Applicable for investor holding shares in physical form.



Fresenius Kabi Oncology Limited

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

Proxy Form

DP ID		Client ID	
Regd. Folio No.*		No. of Shares	

I/We

Name(s) in Full	Father/ Husband's Name	Address as Regd. with the Company
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

being a member of Fresenius Kabi Oncology Limited, hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my/our Proxy to attend and vote for me/us on my/our behalf at the Seventh Annual General Meeting of the Company scheduled to be held on Thursday, 29th July 2010 at 4.00 p.m. at Air Force Auditorium, Subroto Park, New Delhi - 110010 or /and at any adjournment thereof.

Signed by the said

Affix Re.1/-
Revenue
Stamp

*Applicable for investor holding shares in physical form.

Note : The Proxy form duly completed and signed should be deposited at the Registered Office of the Company situated at B-310, Som Datt Chambers-I, Bhikaji Cama Place, New Delhi-110066 not later than 48 hours before the commencement of the Annual General Meeting.



