

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This letter of offer ("**Letter of Offer**") is being sent to you as a public shareholder of Fresenius Kabi Oncology Limited ("**Company**") under Regulation 12 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**"). If you require any clarifications about the action to be taken, you may consult your stock broker, investment consultant or the Manager to the Delisting Offer / Registrar to the Delisting Offer. In case you have recently sold your Shares (as defined below) in the Company, please hand over this Letter of Offer and the accompanying Bid Form to the purchaser of the Shares or the member of the stock exchange through whom the sale was effected.

LETTER OF OFFER

By

Fresenius Kabi (Singapore) Pte Ltd ("Acquirer")

Registered Office: 99, Bukit Timah Road, #05-07, Alfa Centre, Singapore, 229835,
Tel No +65 6837 2552 and Fax No: +65 6837 2442

To

The public shareholders of Fresenius Kabi Oncology Limited

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



for delisting of the fully paid up equity shares of Re. 1 each of the Company ("**Shares**"), inviting you to tender your Shares, through the reverse book building process in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

FLOOR PRICE	Rs. 116.10 per Share
BID OPENING DATE	October 15, 2013
BID CLOSING DATE	October 22, 2013

If you wish to tender your Shares to the Acquirer, you should:

- read this Letter of Offer and the terms, conditions and instructions herein;
- complete **and sign the accompanying Bid Form in accordance with the instructions therein and in this Letter of Offer**;
- ensure that, (a) in case of Shares held in dematerialized form, you have credited the same to the specified Special Depository Account (details of which are set out in this Letter of Offer in Section 13.6) and obtained a copy of your Depository Participant Instruction in relation thereto; alternately you may mark a pledge for the Manager to the Delisting Offer in favour of the said Special Depository Account (details of which are set out in this Letter of Offer in Section 13.6) and have enclosed along with the Bid Form, a copy of your Depository Participant Instructions with the due acknowledgement of such depository participant, or (b) in case of Shares held in physical form, you have duly executed the share transfer deed in respect of the Shares being tendered;
- submit your Bid Form along with a copy of your Depository Participant Instruction / physical Share certificate along with duly executed share transfer deed, as applicable, and other applicable documents **by hand delivery** to one of the Bid Centres (details of which are set out in this Letter of Offer in Section 13.3) or in case you reside in an area where no Bid Centre is located you may submit your bid by **registered post/courier (at your own cost and risk)**, clearly marking the envelope "**Fresenius Kabi Oncology Limited - Delisting Offer**", to Ms. Divya Pramod / Mr. Palash Mehta, SMC Global Securities Limited, 1st floor, Dheeraj Sagar, Opp. Goregaon Sports Club, Link Road, Malad (West), Mumbai - 400 064, Maharashtra, India such that it is received before 3 p.m. on the Bid Closing Date, i.e. October 22, 2013.

If you require any clarification in connection with this Letter of Offer, please get in touch with the Manager to the Delisting Offer or the Registrar to the Delisting Offer, details of whom are appearing below.

MANAGER TO THE DELISTING OFFER	REGISTRAR TO THE DELISTING OFFER
 <p>DSP Merrill Lynch Limited Registered Office: 8th Floor, Mafatlal Centre, Nariman Point, Mumbai- 400 021 New Delhi Address: 2nd Floor, DLF Centre, Sansad Marg, New Delhi – 110 001 Tel: +91 22 6632 8000 Fax: +91 22 2204 8518 Email: dg.fkol_delisting@baml.com Contact Person: Kamna Sahni</p>	 <p>Link Intime India Private Limited Address: C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400078 Tel: +91 22 2596 7878 Fax: +91 22 2596 0329 Email: fkol.delisting@linkintime.co.in Contact Person: Pravin Kasare</p>

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE DELISTING OFFER

Activity	Date**	Day
Date of publication of the Public Announcement	September 16, 2013	Monday
“Specified Date” for determining the names of Public Shareholders to whom the Letter of Offer shall be sent ⁽¹⁾	September 20, 2013	Friday
Dispatch of Letter of Offer/ Bid Forms to eligible Public Shareholders as on Specified Date	September 23, 2013	Monday
Bid Opening Date (10 a.m.)	October 15, 2013	Tuesday
Last date for revision (upwards) or withdrawal of Bids	October 21, 2013	Monday
Bid Closing Date (3 p.m.)	October 22, 2013	Tuesday
Last date for announcement of Discovered Price/ Exit Price and Acquirer’s acceptance or non-acceptance of Discovered Price/ Exit Price	October 28, 2013	Monday
Last date for payment of consideration (assuming acceptance of the Discovered Price/ Exit Price by the Acquirer)	November 5, 2013	Tuesday
Last date for return of Shares to the Public Shareholders in case of Bids not being accepted / failure of the Delisting Offer	November 5, 2013	Tuesday

(1) Specified Date is only for the purpose of determining the name of the Public Shareholders as on such date to whom the Letter of Offer is sent. However, all owners (registered or unregistered) of the Shares are eligible to participate in the Delisting Offer any time before and on the Bid Closing Date.

**The timelines specified above are indicative in nature. All the dates mentioned above are subject to change and are dependent on obtaining all the requisite statutory and regulatory approvals as stated in Section 20 of this Letter of Offer, including grant of extension of time by SEBI as indicated in Section 20.1 of this Letter of Offer. In the event there is any change in the proposed timetable, it will be announced by way of a corrigendum to the Public Announcement and this Letter of Offer, in the same newspapers in which the Public Announcement appeared.

RISK FACTORS

Given below are the risk factors relating to the Delisting Offer:

1. Pursuant to an order passed by the Hon'ble Whole Time Member of SEBI dated July 22, 2013 (Ref no: WTM/PS/16/CFD/JULY/2013) ("**Second SEBI Order**"), the Company was permitted to proceed with the Delisting Offer, subject to the direction that the percentage shareholding of the Acquirer as it existed prior to the 'offer for sale' ("**OFS**") undertaken by the Acquirer on October 12, 2012 (i.e. 90%), would be taken into account for the purposes of Regulation 17 of the Delisting Regulations. Being aggrieved by the Second SEBI Order, the Company filed an appeal (Appeal No. 133 of 2013) dated July 29, 2013 before the Hon'ble Securities Appellate Tribunal ("**SAT**") against the Second SEBI Order to the extent that it directed that the pre-OFS shareholding of the Acquirer shall be applicable for the purposes of Regulation 17 of the Delisting Regulations. On September 10, 2013, the Hon'ble SAT passed an order ("**Second SAT Order**") allowing the appeal of the Company to the extent that the Acquirer may proceed with the Delisting Offer without the condition imposed by SEBI in the Second SEBI Order regarding compliance with Regulation 17(b) of the Delisting Regulations. This Delisting Offer has therefore, been undertaken pursuant to the Second SAT order. However, the Delisting Offer is subject to the Second SAT Order not being appealed against by SEBI before the Hon'ble Supreme Court of India. In the event that SEBI files an appeal before the Hon'ble Supreme Court of India against the Second SAT Order, the Delisting Offer may be delayed beyond the schedule indicated in this Letter of Offer, and the Delisting Offer shall be subject to the outcome of such appeal before the Supreme Court of India.
2. The success of the Delisting Offer is subject to the Delisting Offer meeting the threshold prescribed under Section 11 of this Letter of Offer. In the event that the Delisting Offer does not meet the aforesaid threshold, the Acquirer will have no right or obligation to acquire any Shares tendered pursuant to the Delisting Offer and the Delisting Offer shall not be proceeded with.
3. In the event that the delisting process is delayed beyond the timelines indicated in this Letter of Offer, payment of consideration to the Public Shareholders and / or return of Shares to the Public Shareholders may be delayed. Until such time that the payment of consideration is made to the Public Shareholders and / or Shares are returned to the Public Shareholders, as the case may be, the Manager to the Delisting Offer will hold the Shares and documents (submitted by the Public Shareholders) in trust on behalf of such Public Shareholders.
4. SEBI had vide the Second SEBI Order, *inter alia*, directed that the Company shall endeavour to complete the delisting process within a period of 3 months from the date of the Second SEBI Order. The Company has filed an application dated September 12, 2013 with SEBI seeking an extension of time of 2 months beyond the 3 months timeline originally granted by SEBI in the Second SEBI Order, for completion of the Delisting Offer. If the aforesaid application made by the Company is rejected by SEBI, the Acquirer may not be able to complete the acquisition of Shares pursuant to the Delisting Offer.
5. To the best of the Acquirer's knowledge, as on the date of this Letter of Offer, there are no other statutory or regulatory approvals required to acquire the Shares under the Delisting Offer, other than those indicated above. If any other statutory or regulatory approvals become applicable, the acquisition of the Shares by the Acquirer pursuant to the Delisting Offer will also be subject to such statutory or regulatory approvals.
6. The Acquirer and the Manager to the Delisting Offer accept no responsibility for the statements made otherwise than in the Public Announcement and this Letter of Offer or in advertisements or any materials issued by or on behalf of the Acquirer and any person placing reliance on any other source of information (not released by the Acquirer or the Manager to the Delisting Offer) would be doing so at their own risk.
7. The Shares tendered in Delisting Offer will be held in trust by the Manager to the Delisting Offer till the completion of the Delisting Offer formalities, and the Public Shareholders will not be able to trade such Shares

on the Stock Exchanges. During such period there may be fluctuations in the market price of the Shares. Accordingly, the Acquirer makes no assurance with respect to the market price of the Shares both during the Delisting Offer period and upon the completion of the Delisting Offer, and disclaims any responsibility with respect to the decision by any Public Shareholder on whether to participate or not to participate in the Delisting Offer.

8. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Delisting Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would subject the Acquirer or the Manager to the Delisting Offer to any new or additional registration requirements.
9. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to the Delisting Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Delisting Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.
10. In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.
11. The Delisting Offer is subject to completion risks as would be applicable to similar transactions.
12. The risk factors set forth above are only indicative and are not intended to be a complete analysis of all risks in relation to the Delisting Offer. The risk factors set forth above, do not relate to the present or future business or operations of the Company and any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Public Shareholder in the Delisting Offer. Public Shareholders of the Company are hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for analyzing all the risks with respect to their participation in the Delisting Offer.

TABLE OF CONTENTS

S No.	Section	Page Number
1	THE DELISTING OFFER	8
2	NECESSITY AND OBJECTIVE OF THE OFFER	10
3	BACKGROUND OF THE ACQUIRER	10
4	BACKGROUND OF THE COMPANY	13
5	STOCK EXCHANGES FROM WHICH THE SHARES ARE TO BE DELISTED	14
6	MANAGER TO THE DELISTING OFFER	14
7	REGISTRAR TO THE DELISTING OFFER	14
8	DETERMINATION OF THE FLOOR PRICE	14
9	DETERMINATION OF THE EXIT PRICE	15
10	CONDITIONS TO THIS DELISTING OFFER	16
11	DISCLOSURE REGARDING THE MINIMUM ACCEPTANCE CONDITION FOR SUCCESS OF THIS DELISTING OFFER	16
12	DATES OF OPENING AND CLOSING OF BID PERIOD	16
13	DETAILS OF TRADING MEMBER, BIDDING CENTRES AND BIDDING PROCEDURE	16
14	PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID	23
15	DETAILS OF THE ESCROW ACCOUNT AND THE PROCEDURE FOR SETTLEMENT	23
16	PROPOSED SCHEDULE FOR THIS DELISTING OFFER	24
17	STOCK MARKET DATA	25
18	PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY	26
19	LIKELY POST DELISTING CAPITAL STRUCTURE	26
20	STATUTORY AND REGULATORY APPROVALS	27
21	TAX DEDUCTED AT SOURCE	27
22	CERTIFICATION BY THE BOARD OF DIRECTORS OF THE COMPANY	32
23	COMPLIANCE OFFICER	32
24	DISCLAIMER CLAUSE OF BSE	32
25	GENERAL DISCLAIMER	33
26	ENCLOSURES: BID CUM ACCEPTANCE FORM BID REVISION / WITHDRAWAL FORM	35

KEY DEFINITIONS

Term	Definition
Acquirer	Fresenius Kabi (Singapore) Pte Ltd
Bank Guarantee	means the bank guarantee dated September 13, 2013 issued by The Royal Bank of Scotland N.V., acting through its New Delhi branch presently situated at Hansalya Building, 15 Barakhamba Road, New Delhi – 110001, India, in favour of the Manager to the Delisting Offer for Rs. 3,490,343,906/- (Rupees Three Billion Four Hundred Ninety Million Three Hundred Forty Three Thousand and Nine Hundred Six Only)
Bid Centers	means the bidding centers of the Trading Member identified in Section 13 of this Letter of Offer
Bid Closing Date	October 22, 2013
Bid Form/ Bid cum Acceptance Form	means the bid form in relation to the Shares accompanying this Letter of Offer
Bid Opening Date	October 15, 2013
Bid Period	means the period during which the Public Shareholders may tender their Shares to the Acquirer in the reverse book-building process, which commences on October 15, 2013 and closes on October 22, 2013
Bids	mean the bids submitted by the Public Shareholders in the Delisting Offer with regard to the Shares held by them
BSE	BSE Limited
CDSL	Central Depository Services Limited
Company	Fresenius Kabi Oncology Limited
Delisting Offer	means the delisting offer being made by the Acquirer for the Shares under the Delisting Regulations
Delisting Regulations	Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
Depository Participant Instruction	means the instruction given by a Public Shareholder to his or her depository participant to transfer to (or mark with a pledge in favour of) the Special Depository Account, such Public Shareholder's Shares in dematerialized form
Discovered Price	means the price at which the maximum number of Shares are validly tendered under the reverse book-building process in the Delisting Offer
DTAA	Double Taxation Avoidance Agreement
Escrow Amount	means Rs. 3,490,343,905.50/- (Rupees Three Billion Four Hundred Ninety Million Three Hundred Forty Three Thousand and Nine Hundred and Five and Fifty Paise Only)
Exit Price	shall mean the price at which the Delisting Offer is accepted by the Acquirer
Exit Window	means the period of one year following the date of delisting of the Shares from the Stock Exchanges
FCNR	Foreign Currency Non Resident (Bank) Account
First SEBI Order	Order dated June 4, 2013 bearing reference no. WTM/PS/08/CFD/JUNE/2013 issued by SEBI

Term	Definition
First SAT Order	Order dated June 24, 2013 passed by SAT in relation to the First SEBI Order
FII	Foreign Institutional Investor
FIPB	Foreign Investment Promotion Board
Floor Price	Rs. 116.10 per Share as determined in accordance with the Delisting Regulations
IT Act	The Income Tax Act, 1961
Manager to the Delisting Offer	DSP Merrill Lynch Limited
NEFT	National Electronic Funds Transfer
NSE	National Stock Exchange of India Limited
NRE	Non-Resident (External) Rupee Account
NRO	Non-Resident Ordinary Rupee Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Body
Letter of Offer	means this Letter of Offer
NRI	Non-resident Indian
PAN	Permanent Account Number
Public Announcement	means the public announcement dated September 16, 2013 made by the Acquirer in relation to the Delisting Offer in accordance with the Delisting Regulations
Public Shareholders	mean the public shareholders of the Company
Purchase Consideration	means the aggregate consideration to be paid by the Acquirer to the Public Shareholders whose shares are validly acquired at the Exit Price by the Acquirer under the Delisting Offer
RBI	Reserve Bank of India
Registrar to the Delisting Offer	Link Intime India Private Limited
Relevant Date	April 17, 2013
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SEBI	Securities and Exchange Board of India
Second SEBI Order	Order dated July 22, 2013 bearing reference no. WTM/PS/16/CFD/JULY/2013 issued by SEBI
Second SAT Order	Order dated September 10, 2013 passed by SAT in relation to the Second SEBI Order
Share(s)	fully paid up equity shares of the Company with a face value of Re. 1 each
Special Depository Account	means the special depository account opened by the Trading Member on behalf of the Manager to the Delisting Offer as detailed under Section 13.6
Specified Date	September 20, 2013
Stock Exchanges	BSE and NSE collectively
TDS	means tax deduction at source
Trading Member	SMC Global Securities Limited

Dear Public Shareholder,

This is an invitation to you to offer your Shares in the Company to the Acquirer in accordance with the Delisting Regulations. The Acquirer is pleased to invite you to tender the Shares held by you in the Company, on the terms and subject to the conditions set out in the Delisting Regulations, the Public Announcement and this Letter of Offer.

1. THE DELISTING OFFER

- 1.1 The Company is a public limited company incorporated on March 18, 2003 under the Companies Act, 1956 with its registered office located at B-310, Som Datt Chambers- I, Bhikaji Cama Place, New Delhi -110066, India. As on the date of this Letter of Offer, the issued, subscribed and paid-up share capital of the Company is Rs. 158,227,655 divided into 158,227,655 Shares. The Shares are listed on the BSE and NSE.
- 1.2 The Acquirer is a company incorporated and registered under the laws of Singapore having its principal place of business at 99, Bukit Timah Road, #05-07, Alfa Centre, Singapore, 229835. As on the date of this Letter of Offer, the Acquirer holds 81% of the total share capital of the Company.
- 1.3 Through the Delisting Offer, the Acquirer seeks to acquire up to 30,063,255 Shares of the Company representing 19% of the total share capital of the Company from the Public Shareholders. If the Delisting Offer is successful in terms of Section 10 of this Letter of Offer, the Acquirer will apply for delisting of the Shares from the Stock Exchanges, where the Shares are currently listed, in accordance with the Delisting Regulations.
- 1.4 The board of directors of the Acquirer vide its resolution dated April 16, 2013 resolved to make the Delisting Offer to the Public Shareholders in accordance with the Delisting Regulations at an indicative price of up to Rs. 130 per Share, subject to the Acquirer's right under the Delisting Regulations to accept or reject any price discovered under the reverse book building process set forth therein. The Acquirer vide a letter dated April 16, 2013 notified the Company of its intention to commence the Delisting Offer and requested that the board of directors of the Company convene a meeting of the shareholders of the Company seeking the approval of the shareholders to delist the Shares from the Stock Exchanges.
- 1.5 The board of directors of the Company in its meeting held on April 17, 2013, (i) took on record the letter received from the Acquirer, (ii) approved the commencement and implementation of the Delisting Offer, subject to approval of the shareholders and other regulatory approvals, and (iii) sought the approval of the shareholders of the Company for the Delisting Offer by way of a special resolution through postal ballot, in accordance with the Delisting Regulations.
- 1.6 The shareholders of the Company passed a special resolution through postal ballot approving the Delisting Offer, the result of which was declared by the Company on May 25, 2013. The Company has notified the result of the postal ballot to the Stock Exchanges on May 25, 2013. The votes cast by the Public Shareholders in favour of the Delisting Offer were 6,482,329 which were more than two times the number of votes cast by the Public Shareholders against it, being 1,828,068.
- 1.7 The Company has, on May 30, 2013 and June 3, 2013, received in-principle approvals for the Delisting Offer from the BSE and NSE respectively.
- 1.8 On June 4, 2013, the Hon'ble Whole Time Member of the Securities and Exchange Board of India ("**SEBI**") issued an order (Ref no: WTM/PS/08/CFD/JUNE/2013) ("**First SEBI Order**") - (a) directing the freezing of voting rights and corporate benefits with respect to the excess of proportionate promoter shareholding in the Company, till such time that the Company complied with the minimum public shareholding ("**MPS**") norms; (b) prohibiting the Acquirer and directors of the Company from buying, selling or otherwise dealing in securities of the Company, either directly or indirectly, in any manner whatsoever, except for the purpose of complying with the MPS norms, till such time that the Company complied with the MPS norms; and (c) restraining the directors of the Company from holding any new position as a director in any listed company, till such time that the Company complied with the MPS norms.
- 1.9 Aggrieved by the First SEBI Order, as it prohibited the Acquirer from continuing with the Delisting Offer and forced the Company to continue to be non-compliant with the MPS norms, the Company filed an appeal

(Appeal no. 117 of 2013) before the Hon'ble Securities Appellate Tribunal ("**SAT**") on June 18, 2013 under Section 15T of the SEBI Act, 1992. The Hon'ble SAT was pleased to issue notice to SEBI to appear in the matter and make their submissions for consideration of interim relief/admission.

- 1.10 On June 24, 2013, after hearing the submissions by the Company and SEBI, the Hon'ble SAT was pleased to dispose the aforementioned appeal and directed the Company to approach SEBI by filing a reply/representation detailing therein the facts and circumstances of delisting and directed SEBI to take a reasonable decision on such representation within 4 weeks and convey the same to the Company after granting an opportunity of hearing ("**First SAT Order**").
- 1.11 In accordance with the First SAT Order, the Company submitted its detailed reply dated June 26, 2013, to the First SEBI Order, seeking modification of the First SEBI Order by way of (i) permitting the Acquirer to buy the securities of the Company from the Public Shareholders as part of the Delisting Offer; (ii) granting exemption to the independent directors of the Company from the restrictions specified in Section 1.8(b) and (c) above; and (iii) condoning the delay by the Company in complying with the MPS norms and granting an extension of 3 months to the Company to comply with the MPS norms in view of the Delisting Offer. An opportunity of personal hearing was granted by SEBI to the Company on July 5, 2013 whereby the representatives of the Company appeared before the Whole Time Member of SEBI and presented the case of the Company.
- 1.12 On July 22, 2013, the Hon'ble Whole Time Member of SEBI issued an order (Ref no: WTM/PS/16/CFD/JULY/2013) (i.e. the Second SEBI Order) – (i) modifying the First SEBI Order to the extent that the Acquirer would be permitted to buy Shares from the Public Shareholders as part of the Delisting Offer and that the Company shall endeavour to complete the delisting process within a period of 3 months from the date of the Second SEBI Order; (ii) directing that in the Delisting Offer, the percentage shareholding of the Acquirer as it existed prior to the 'offer for sale' (i.e. the OFS) undertaken by the Acquirer on October 12, 2012 (i.e. 90%) would be taken into account for the purposes of Regulation 17 of the Delisting Regulations; (iii) stating that the directions contained in paragraph 17(b) of the First SEBI Order would be re-imposed/revived immediately in case the delisting process of the Company was not successful within a period of 3 months from the date of the Second SEBI Order; and (iv) that the directions contained in paragraphs 17(a), (c) and (d) of the First SEBI Order would continue till such time that the Company was delisted or till the time the Company became compliant with the MPS norms.
- 1.13 Being aggrieved by the Second SEBI Order, the Company filed an Appeal (Appeal No. 133 of 2013) dated July 29, 2013 before the Hon'ble SAT against the Second SEBI Order to the extent that it directed that the pre-OFS shareholding of the Acquirer shall be applicable for the purposes of Regulation 17 of the Delisting Regulations. On September 10, 2013, the Hon'ble SAT passed an order (i.e. the Second SAT Order) allowing the appeal of the Company to the extent that the Acquirer may proceed with the Delisting Offer without the condition imposed by SEBI in the Second SEBI Order regarding compliance with Regulation 17(b) of the Delisting Regulations.
- 1.14 Pursuant to the Second SAT Order, the Delisting Offer shall be deemed to be successful if the threshold specified under Section 11 below is achieved.
- 1.15 The Company has filed an application dated September 12, 2013 with SEBI seeking an extension of time of 2 months beyond the 3 months timeline originally granted by SEBI in Second SEBI Order, for completion of the Delisting Offer.
- 1.16 Pursuant to the Second SAT Order, the Public Announcement has been issued in the following newspapers on September 16, 2013 in accordance with the provisions of Regulation 10(1) of the Delisting Regulations:

Newspaper	Language	Editions
The Financial Express	English	All editions
Jansatta	Hindi	All editions
Navshakti	Marathi	Mumbai

-
- 1.17 The Acquirer shall inform the Public Shareholders by way of a notice in the aforementioned newspapers in which the Public Announcement has been published, of material changes, if any, to the information set out in the Public Announcement and this Letter of Offer.
- 1.18 The Acquirer reserves the right to withdraw the Delisting Offer in certain cases as more fully set out in Section 10 of this Letter of Offer.

2. NECESSITY AND OBJECTIVE OF THE DELISTING OFFER

- 2.1 The Acquirer has initiated the Delisting Offer, as there has been a change in its strategy for India for the following reasons:
- 2.1.1 The Company is the only listed entity in the Fresenius global healthcare group, besides the two global holding entities, i.e. Fresenius SE & Co. KGaA and Fresenius Medical Care AG & Co. KGaA. On account of the Company being a listed entity, events of rather minor importance for the global group (such as the recent U.S. Food and Drug Administration observations relating to the Kalyani plant), have to be disclosed through the stock exchanges in India causing harm to the interests of the Fresenius group as a whole. In 2012, Fresenius Kabi group achieved sales of € 4,539 million and an operating profit (EBIT) of € 934 million. The revenue contribution of the Company to the Fresenius Kabi group as a whole (including the internal sales to the filling plants of the Fresenius Kabi group), is less than 2% and the revenue contribution of the Company to the Fresenius group as a whole is less than 0.5%.
- 2.1.2 During a routine inspection conducted by the U.S. Food and Drug Administration at the Company's API plant located at Kalyani, the U.S. Food and Drug Administration made certain observations relating to GMP non-conformities in relation to manufacturing, documentation practices and product testing. The Company took immediate steps to implement remedial measures and had voluntarily put the production on hold in February, 2013 on temporary basis. Given the GMP non-conformity issues observed at the Kalyani plant, the Acquirer needs to focus on the operations of the Company as opposed to maintaining investor relations.
- 2.1.3 Delisting of the Company will be a step towards the Acquirer obtaining full ownership of the Company and enable integration of the Company into the Fresenius global operations.
- 2.1.4 Delisting of the Company will enable the Fresenius group to increase its investments in the Company and provide greater operational control and flexibility to support its business and meet the needs of its customers.
- 2.2 In view of the above, the Acquirer's management is of the opinion that delisting of the Shares from the Stock Exchanges will provide existing Public Shareholders an opportunity to exit the Company at an attractive price and at the same time, enhance the flexibility of the Fresenius group in managing the operations of the Company.
- 2.3 Accordingly, the Acquirer is making the Delisting Offer to acquire the entire public shareholding of the Company constituting 19% of the total share capital of the Company and to voluntarily delist the Shares from the Stock Exchanges in accordance with the Delisting Regulations.

3. BACKGROUND OF THE ACQUIRER

- 3.1 The Acquirer is a company incorporated and registered under the laws of Singapore having its principal place of business at 99, Bukit Timah Road, #05-07, Alfa Centre, Singapore, 229835. The principal business of the Acquirer is the provision of sales and marketing activities to its related companies which are engaged in the business of manufacture of health care products and provision of health care services.
- 3.2 The Acquirer is, indirectly, a wholly owned subsidiary of Fresenius SE & Co. KGaA, a company incorporated and registered under the laws of Germany, having its principal place of business at Else-Kroener-Str 1, 61352 Bad Homburg, Germany which is the ultimate holding company of the Fresenius group of companies. The acquisition of the Shares from the Public Shareholders under the Delisting Offer is being funded by

Fresenius SE & Co. KGaA to the Acquirer through internal financing by equity injection, inter-company loan or a combination of both. Fresenius SE & Co. KGaA has the ability to provide funds from existing cash flows and/or credit facilities.

- 3.3 As on the date of this Letter of Offer, the issued and paid up share capital of the Acquirer was Singapore \$ 396,721,635 (approximately Rs. 19,654,105,536 based on the exchange rate quoted on www.bloomberg.com as on August 20, 2013) divided into 396,721,635 ordinary shares, each of face value of Singapore \$ 1 (approximately Rs. 49.5413 based on the exchange rate quoted on www.bloomberg.com as on August 20, 2013).
- 3.4 The shares of the Acquirer are not listed on any stock exchange. The shares of Fresenius SE & Co. KGaA are listed on the stock exchanges in Frankfurt, Düsseldorf and Munich.
- 3.5 A brief summary of the consolidated audited financials of the Acquirer for the financial years ended 2011, 2010 and 2009, being the last three financial years for which audited financials are available, is as follows:

Particulars	Year ended December 31 st					
	2009		2010		2011	
	In Singapore \$	In Rs.	In Singapore \$	In Rs.	In Singapore \$	In Rs.
Non-current assets						
Plant and equipment	69,906	3,463,234.12	43,802	2,170,008.02	195,269	9,673,880.11
Subsidiary	389,512,228	19,296,942,141.02	404,407,228	20,034,859,804.52	402,810,808	19,955,771,082.37
Total non-current assets	389,582,134	19,300,405,375.13	404,451,030	20,037,029,812.54	403,006,077	19,965,444,962.48
Current assets						
Inventories	496,129	24,578,875.63	413,877	20,504,004.62	476,233	23,593,201.92
Trade and other receivables	781,164	38,699,880.07	1,234,170	61,142,386.22	1,293,924	64,102,677.06
Cash and cash equivalents	680,170	33,696,506.02	415,240	20,571,529.41	319,331	15,820,072.87
Total current assets	1,957,463	96,975,261.72	2,063,287	102,217,920.25	2,089,488	103,515,951.85
Total assets	391,539,597	19,397,380,636.86	406,514,317	20,139,247,732.79	405,095,565	20,068,960,914.33
Equity						
Share capital	396,721,635	19,654,105,536.03	396,721,635	19,654,105,536.03	396,721,635	19,654,105,536.03
Accumulated losses	(20,426,390)	(1,011,949,914.91)	(20,634,042)	(1,022,237,264.93)	(20,360,396)	(1,008,680,486.35)
Total equity	376,295,245	18,642,155,621.12	376,087,593	18,631,868,271.09	376,361,239	18,645,425,049.67
Non-current liability						
Loan from immediate holding company	14,070,000	697,046,091	28,965,000	1,434,963,754.50	27,368,580	1,355,875,032.35
Total non-current liability	14,070,000	697,046,091	28,965,000	1,434,963,754.50	27,368,580	1,355,875,032.35
Current liabilities						
Trade and other payables	1,024,352	50,747,729.74	1,289,333	63,875,232.95	1,285,746	63,697,528.31
Short-term bank borrowing	150,000	7,431,195	150,000	7,431,195	80,000	3,963,304
Current tax payable	-	-	22,391	1,109,279.25	-	-
Total current liabilities	1,174,352	58,178,924.74	1,461,724	72,415,707.20	1,365,746	67,660,832.31
Total liabilities	15,244,352	755,225,015.74	30,426,724	1,507,379,461.70	28,734,326	1,423,535,864.66
Total equity and liabilities	391,539,597	19,397,380,636.86	406,514,317	20,139,247,732.79	405,095,565	20,068,960,914.33

(Note: The amounts in Singapore \$ have been converted into Rs. based on the exchange rate quoted on www.bloomberg.com as on August 20, 2013)

3.6 A brief summary of the consolidated audited financials of Fresenius SE & Co. KGaA for the financial years ended 2012, 2011 and 2010, being the last three financial years for which audited financials are available, is provided below:

Sales and Earnings	2012		2011		2010	
	Euro	Rs.	Euro	Rs.	Euro	Rs.
Sales	19,290	1,634,700.19	16,361 ⁽¹⁾	1,386,486.77	15,972	1,353,521.58
EBITDA	3,851 ⁽²⁾	326,346.83	3,237	274,314.39	3,057	259,060.57
EBIT	3,075 ⁽²⁾	260,585.96	2,563	217,197.33	2,418	204,909.54
Net income (before special items) ⁽³⁾	938	79,489.31	770	65,252.42	660	55,930.64
Depreciation and amortization	776	65,760.88	674	57,117.05	639	54,151.03
Earnings per share in € (before special items) ⁽³⁾	5.42	459.31	4.73	400.84	4.08	345.75
Cash Flow And Balance Sheet						
Operating Cash Flow	2,438	206,604.41	1,689	143,131.60	1,911	161,944.64
Operating cash flow in % of sales	12.6%	12.6%	10.3%	10.3%	12.0%	12.0%
Total Assets	30,664	2,598,571.62	26,321	2,230,531.03	23,577	1,997,995.14
Non-current assets	22,551	1,911,048.41	19,170	1,624,530.98	17,142	1,452,671.36
Equity ⁽⁴⁾	12,758	1,081,156.30	10,577	896,330.94	8,844	749,470.63
Net debt	10,143	859,552.31	9,164	776,588.52	8,015	679,218.35
Net debt/EBITDA	2.6 ⁽⁵⁾	2.6 ⁽⁵⁾	2.8	2.8	2.6	2.6
Equity ratio ⁽⁴⁾	42%	42%	40%	40%	38%	38%
Investments ⁽⁶⁾	4,179	354,142.67	2,395	202,960.44	1,402	118,810.25
Profitability						
EBIT margin	15.9% ⁽²⁾	15.9%	15.7%	15.7%	15.1%	15.1%
Return on equity after taxes (ROE) ⁽³⁾	12.3%	12.3%	12.9%	12.9%	13.3%	13.3%
Return on operating assets (ROOA)	11.0% ⁽²⁾	11.0%	10.9%	10.9%	11.6%	11.6%
Return on invested capital (ROIC)	9.0% ⁽²⁾	9.0%	8.8%	8.8%	8.9%	8.9%
Dividend per share in €	1.10 ⁽⁷⁾	93.22	0.95	80.51	0.86	72.88

All figures are in millions

- (1) 2011 figures were adjusted by € 161 million according to US GAAP accounting change. This solely related to Fresenius Medical Care North America.
- (2) 2012 adjusted for one-time costs (€ 6 million) related to the offer to the shareholders of RHON-KLINIKUM AG as well as for other one-time costs (€ 86 million) at Fresenius Medical Care.
- (3) Net income attributable to shareholders of Fresenius SE & Co. KGaA, 2012 adjusted for non-taxable investment gain (€ 34 million) and other one-time costs (€ 17 million) at Fresenius Medical Care as well as for one-time costs

(€ 29 million) related to the offer to the shareholders of RHON-KLINIKUM AG. 2009-2011 adjusted for the effects of mark-to-market accounting of the MEB and CVR.

- (4) Including non-controlling interest.
- (5) Before special items
- (6) Investments in property, plant and equipment, and tangible assets, acquisitions.
- (7) Proposal

(Note: The amounts in Euro have been converted into Rs. based on the exchange rate quoted on www.bloomberg.com as on August 20, 2013)

4. BACKGROUND OF THE COMPANY

- 4.1 The Company is a public limited company incorporated under the Companies Act, 1956 with its registered office located at B - 310, Som Datt Chambers - I, Bhikaji Cama Place, New Delhi -110066.
- 4.2 The Company was originally incorporated under the name of 'Dabur Pharma Limited' on March 18, 2003. *Vide* a fresh certificate of incorporation issued on January 9, 2009, the name of the Company was changed to 'Fresenius Kabi Oncology Limited'.
- 4.3 The issued, subscribed and paid-up share capital of the Company as on the date of this Letter of Offer is Rs. 158,227,655 divided into 158,227,655 Shares. As on the date of this Letter of Offer, the Company had no outstanding preference shares, partly paid-up shares or outstanding convertible instruments.
- 4.4 The Company is engaged in the business of research, development, production, manufacture, sale, marketing, promotion and distribution of formulations used in the treatment of oncology patients, including but not limited to injectibles and oral dosage forms and international bulk actives, across all key oncological segments in global and domestic markets.
- 4.5 The Shares are listed on BSE and NSE. As on the date of this Letter of Offer, the Acquirer holds 128,164,400 Shares representing 81% of the total share capital of the Company.
- 4.6 A brief summary of the audited financials of the Company for the financial years ended 2013, 2012 and 2011, being the last three financial years for which audited financials are available, is as follows:

(Rs. in lacs)

Particulars	Year ended March 31 st		
	2013	2012	2011
Net Sales	59,629.99	52,676.89	41,276.86
Other Income	180.10	290.20	589.21
Total Income	59,810.09	52,967.09	41,866.07
Profit/ Loss (Before Tax)	11,481.22	7,169.59	6,999.81
Profit/ Loss (After Tax)	8,058.87	5,095.07	4,924.17
Net worth	67,318.05	59,259.18	54,121.38
Paid-up share capital	1,582.28	1,582.28	1,582.28
Equity capital	1,582.28	1,582.28	1,582.28
Preference capital	Nil	Nil	Nil
Reserves and surplus	65,735.77	57,676.90	52,551.82
Book value per share (in Rs.)	42.55	37.45	34.21

Earnings per share			
- Before Extraordinary items (in Rs.)	5.52	0.97	2.94
- After Extraordinary items (in Rs.)	5.09	3.22	3.11
Return on net worth	11.97%	8.60%	9.10%
Current liabilities	23,853.73	20,897.84	38,374.81
Non-current liabilities	12,705.60	11,970.61	13,413.75
Net fixed asset	51,481.01	44,529.38	35,386.74
Net current asset	27,161.76	25,893.19	16,148.44

5. STOCK EXCHANGES FROM WHICH THE SHARES ARE TO BE DELISTED

The Shares are listed on the BSE and the NSE. The Acquirer is seeking to delist the Shares from the BSE and the NSE.

6. MANAGER TO THIS DELISTING OFFER

The Acquirer has appointed DSP Merrill Lynch Limited having its registered office at 8th Floor, Mafatlal Centre, Nariman Point, Mumbai – 400 021 and acting through its New Delhi office presently situated at 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001, as the Manager to the Delisting Offer.

7. REGISTRAR TO THIS DELISTING OFFER

The Acquirer has appointed Link Intime India Private Limited having its office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai - 400078 as the Registrar to the Delisting Offer.

8. DETERMINATION OF THE FLOOR PRICE

8.1 The Acquirer proposes to acquire the Shares from the Public Shareholders pursuant to a reverse book-building process in terms of Schedule II of the Delisting Regulations.

8.2 The Shares are listed on BSE and NSE and are frequently traded on both BSE and NSE within the meaning of the Explanation to Regulation 15(2) of the Delisting Regulations. The annualized trading turnover based on the trading volume in the Shares on BSE and NSE during October 1, 2012 to March 31, 2013 (being six (6) calendar months prior to the month in which the Stock Exchanges were notified about the results of the board meeting of the Company in which the delisting proposal was considered, i.e. April 17, 2013 (“**Relevant Date**”)) is as under:

Stock Exchange	Total number of Shares traded during October 2012 to March 2013	Total number of listed Shares as on March 31, 2013	Annualized trading turnover (as a % of the total listed Shares)
BSE	12,365,399	158,227,655	15.63
NSE	23,795,802	158,227,655	30.08

Source: BSE website and NSE website

8.3 The average of the weekly high and low of the closing prices of the Shares for the twenty six week period and the two week period prior to the Relevant Date, as quoted on NSE, which is the stock exchange where the Shares are most frequently traded, is as under:

Particulars	Price per Share
(A) The average of the weekly high and low of the closing prices of the Shares on NSE during the twenty six weeks preceding the Relevant Date	Rs. 103.12*
(B) The average of the weekly high and low of the closing prices of the Shares on NSE during the two weeks preceding the Relevant Date	Rs. 116.10

Source: NSE website

* Rounded off to the next highest two digit decimal figure

Based on the above data, the floor price for the reverse book-building process in terms of Regulation 15(2) of the Delisting Regulations has been determined by the Acquirer to be Rs. 116.10 (Rupees One Hundred and Sixteen and Ten Paise Only) per Share ("**Floor Price**"), being the higher of (A) and (B) above.

- 8.4 The board of directors of the Acquirer *vide* its resolution dated April 16, 2013 has approved the Delisting Offer and has also resolved that the Acquirer intends to pay an indicative price of up to Rs. 130 per Share ("**Indicative Offer Price**") to acquire the Shares offered to it in the Delisting Offer. However, this should in no way be construed as:
- 8.4.1 a ceiling or maximum price for the purposes of the reverse book building process under the Delisting Regulations and the Public Shareholders are free to tender their Shares at any price higher than the Floor Price; or
 - 8.4.2 a commitment by the Acquirer to acquire all or any Shares tendered in the Delisting Offer if the Discovered Price is equal to or less than the Indicative Offer Price; or
 - 8.4.3 a commitment by the Acquirer that the Acquirer will acquire the Shares at the Indicative Offer Price despite the Discovered Price being less than the Indicative Offer Price; or
 - 8.4.4 a restriction on the board of directors of the Acquirer to subsequently approve an acquisition of Shares from the Public Shareholders at a price in excess of the Indicative Offer Price.

9. DETERMINATION OF THE EXIT PRICE

- 9.1 All Public Shareholders may tender their Shares during the Bid Period (as defined in Section 12 of this Letter of Offer).
- 9.2 In accordance with the Delisting Regulations, the minimum price payable by the Acquirer for the Shares it acquires under the Delisting Offer will be the price at which the maximum number of Shares have been validly tendered (the "**Discovered Price**") under the reverse book-building process conducted in the manner specified under Schedule II of the Delisting Regulations.
- 9.3 The Acquirer may at its sole discretion acquire the Shares tendered in the Delisting Offer subject to the conditions mentioned in Section 10 below, at the Discovered Price or at a price higher than the Discovered Price. The Acquirer is, however, under no obligation to accept the Discovered Price or to offer a price higher than the Discovered Price. Such price at which the Delisting Offer is accepted by the Acquirer (being not less than the Discovered Price) is referred to as the "**Exit Price**".
- 9.4 The Acquirer shall announce the Discovered Price and its decision to accept or reject the Discovered Price and if accepted also announce the Exit Price as applicable, in the same newspapers in which the Public Announcement appeared, in accordance with the schedule of activities set out in Section 16 of this Letter of Offer.
- 9.5 Once the Acquirer announces the Exit Price, the Acquirer will acquire, subject to the terms and conditions of the Public Announcement and this Letter of Offer, all the Shares validly tendered up to and equal to the Exit Price, for a cash consideration equal to the Exit Price for each Share tendered. The Acquirer will not accept Shares offered at a price that exceeds the Exit Price.
- 9.6 If the Acquirer does not accept the Discovered Price or offer a price higher than the Discovered Price, the Acquirer will have no right or obligation to acquire any Shares tendered pursuant to the Delisting Offer and the Delisting Offer shall not be proceeded with and the Shares deposited in the Special Depository

Account specified in Section 13.6 of this Letter of Offer or the physical Share certificates delivered to the Trading Member as specified in Section 13.10 of this Letter of Offer, will be returned to the respective Public Shareholders who have tendered them.

10. CONDITIONS TO THE DELISTING OFFER

10.1 The acquisition of Shares by the Acquirer under the Delisting Offer is conditional upon:

- 10.1.1 the Acquirer deciding in its sole and absolute discretion to accept the Discovered Price or offer an Exit Price higher than the Discovered Price. It may be noted that notwithstanding anything contained in the Public Announcement and this Letter of Offer, the Acquirer reserves the right to reject the Discovered Price if the same is higher than the Floor Price;
- 10.1.2 a minimum number of Shares being tendered at or below the Exit Price so as to cause the shareholding of the Acquirer in the Company to reach a minimum of 90.5% of the total share capital of the Company, which is the aggregate percentage of pre-Delisting Offer shareholding of the Acquirer (i.e. 81% of the total share capital of the Company) and fifty per cent of the Shares offered to be acquired under the Delisting Offer (i.e. 9.5% of the total share capital of the Company) as per Regulation 17(b) of Delisting Regulations;
- 10.1.3 the Acquirer obtaining all statutory and regulatory approvals, as stated in Section 20 of this Letter of Offer, and;
- 10.1.4 there being no amendments to the Delisting Regulations or any other applicable laws or regulations or conditions imposed by any regulatory/ statutory authority/ body or order from a court or competent authority which would in the sole opinion of the Acquirer, prejudice the Acquirer from proceeding with the Delisting Offer.

11. DISCLOSURE REGARDING THE MINIMUM ACCEPTANCE CONDITION FOR SUCCESS OF THE DELISTING OFFER

The Delisting Offer made shall be deemed to be successful if post the Delisting Offer, the shareholding of the Acquirer taken together with the Shares accepted in the reverse book building process through eligible bids (“**Bids**”) at or below the Exit Price equals or exceeds 143,196,028 Shares, representing 90.5% of the total share capital of the Company.

12. DATES OF OPENING AND CLOSING OF BID PERIOD

12.1 The period during which the Public Shareholders may tender their Shares to the Acquirer in the reverse book-building process (the “**Bid Period**”) shall commence on October 15, 2013 (the “**Bid Opening Date**”) and close on October 22, 2013 (the “**Bid Closing Date**”). Public Shareholders can submit their Bids at any of the Bid Centers (defined in Section 13.3 of this Letter of Offer) through hand delivery between 9:00 a.m. and 5:00 p.m. on any day during the Bid Period except on the Bid Closing Date when Bids will not be accepted beyond 3:00 p.m. Bids received after 3:00 p.m. on the Bid Closing Date shall not be accepted for the purpose of determining the Discovered Price. However, uploading of Bids on the online electronic system facility provided by the BSE will be undertaken only between 10:00 a.m. and 3:00 p.m. on each day during the Bid Period or until such time that BSE may permit. The Acquirer will inform the Public Shareholders by issuing a corrigendum to the Public Announcement and this Letter of Offer, in the same newspapers in which the Public Announcement appeared, if there are any changes in the Bid Period.

13. DETAILS OF TRADING MEMBER, BIDDING CENTRES AND BIDDING PROCEDURE

13.1 Public Shareholders may tender their Shares through an online electronic system facility, which will be provided by BSE. The Acquirer has appointed SMC Global Securities Limited, a company registered under the provisions of the Companies Act, 1956 and having its registered office at 11/6B, Shanti Chamber, Pusa Road, New Delhi - 110005 as the trading member (“**Trading Member**”) for the purpose of the Delisting Offer.

13.2 Public Shareholders are required to submit their Bids only through the Trading Member.

13.3 The details of centres of the Trading Member where the Bids shall be submitted by hand delivery (“**Bid Centres**”) are as follows:

S . No.	Bidding City/ Centre	Address	C o n t a c t person	Contact number	Email ID
1	MUMBAI	1 st Floor, Dheeraj Sagar, Oppt. Goregaon Sports Club, Link Road, Malad (West), Mumbai-400064	Mr. Palash Mehta / Mrs. Divya Pramod	022 – 67341600-1632/26	p a l a s h m e h t a @ smcindiaonline.com, d i v y a . p r a m o d @ smcindiaonline.com
2	MUMBAI	258 , 1 st Floor, Perin Nariman Street, Near Union Bank of India, Fort , Mumbai – 400001	Mr. Mahesh Joshi	022 – 66518046	maheshchandraj@smcindiaonline.com
3	NEW DELHI	11/6B, Shanti Chambers, 3 rd Floor, Pusa Road, New Delhi-110005	Mr. Devendra Mani	011 – 30111000-101	dmani@smcindiaonline.com
4	SOUTH DELHI	G 1, Ground Floor South Extn. Part-2, Near Lilaram Market New Delhi-110049	Prem Kumar Sharma	011- 46161327, 41649623,24,25	smcshare2013@gmail.com
5	AHMEDABAD	10/A, Kalapurnam Building, Near Municipal Market, C.G.Road, Ahmedabad-380009	Mr. Nishit Sheth	079 – 30615573/74 Extn: 110,	nishit@smcindiaonline.com
6	BANGALORE	No. 2003/2, 2 nd Floor, "Omkar", Indiranagar, 100 Feet Road, HAL 2 nd Stage, Above TATA Docomo office, Bangalore-560038.	Mr. Syama Lendu Patro	080 – 65472840/41, 33401433/34, 32569384/86	syamalendupatro@smcindiaonline.com
7	CHENNAI	Salzburg Square, Flat No. 1, III 3 rd Floor, Door No. 107, Harrington Road, Chetpet, Chennai-600031	Mr. V Murali	044 – 39109100-121	v.murali@smcindiaonline.com
8	HYDERABAD	206, 2 nd Floor, Above CMR Exclusive , Bhuvana Towers , S.D. Road, Secunderabad-500003	Mr. B Parveen Kumar	040 –30920616/ 617/645/636,	bpkumar@smcindiaonline.com
9	INDORE	207-A, Kanchan Sagar Building, Old Palasia, Nr Near Insudustry House, Indore-452001	Mr. Hitesh Kumrawat	0731 – 4283061	hiteshkumrawat@smcinsurance.com

10	JAIPUR	401, Shyam Anukampa, Opp. HDFC Bank, Ashok Marg, Ahinsa Circle, C-Scheme, Jaipur-302001	Mr. Anil Bansal	0141 – 3000222 /255/211	anilbansal@smcindaonline.com
11	KOLKATA	18, Rabindra Sarani, Poddar Court Gate no. 4, 4 th floor, Kolkata-700001	Mr. Sanket Bera	033 – 39847000-36	n.rao@smcindiaonline.com, sanket.bera@smcindiaonline.com
12	PUNE	3 rd floor, 1206/4B, Durga Shankar Building, Behind Shubham Hotel, Beside Ketan Medical, J.M. Road, Pune-411004	Mr. Manoj Sadhankar	020 – 32428512-14, 020 – 67272900	manoj_sadhankar@smcindiaonline.com
13	RAJKOT	401, Star Chambers, Harihar Chowk, Rajkot-360001	Mr. Sanjay Doshi	0281 – 3017964 /65/66	sanjaydoshi@smcindiaonline.com
14	SURAT	316, 3 rd Floor, Empire State Building, Near Udhana Darwaja, Ring Road, Surat-395002	Mr. Amit Desai / Mrs. Bhavana Vakharia	0261 – 3926534/43 – 47	amitdesai@smcindiaonline.com
15	THANE	Office No. 2, 1 st Floor, Sameer Arcade, Opp. Saraswat Bank, Jambli Naka, Thane-400601	Mr. Suresh Kataria	022 – 25340000/64170263	sharesbazaar@yahoo.com
16	VADODARA	A-41, Greenland Society, Opp. Pratham Complex, ISKCON Temple Road, Gotri Road, Vadoadara-390021	Mr. Brijesh Gohil	0265 – 2023948, 09662528393/95	vinayaksharebroking@gmail.com
17	RANCHI	Shop no 112A, Panchwati plaza kacheary Road Ranchi, 834001	Mr. Avinash Aggarwal	0651-3209711-12; 9031717059	avinash@smcindiaonline.com
18	LUCKNOW	Radha Krishna Bhawan, Plot No 3 / A , 5 Park Road, Lucknow - 226001	Mr. Deepak Chikoti	0522-4155888	deepakchikoti@smcindiaonline.com
19	GAUTAM BUDDHA NAGAR	106-Ocean Plaza.P-5 Sec-18, Noida-201301	Mr. S.C Aggarwal	95120-3918705	subhash.bmnoida@smcindiaonline.com
20	GHAZIABAD	96, 1 st Floor, Ambedkar Road, Ghaziabad, Uttar Pradesh	Mr. Harish Kumar Shishodia	0120 – 6585211	Tgrp_vitru@smcindiaonline.com
21	GURGAON	313, AKD Towers, Sector 14, Gurgaon 122001	Mr. Puleen Tyagi	0124-4100672	puleentyagi@smcindiaonline.com

- 13.4 Public Shareholders may submit their Bids by completing the bid cum acceptance forms accompanying this Letter of Offer (“**Bid Forms**”) and submitting the Bid Forms to the Trading Member at any of the Bid Centers set out above by hand delivery during the Bid Period. Bid Forms submitted by hand delivery may be delivered to the Bid Centers during the following hours: from 9.00 a.m. to 5.00 p.m. on all days during the Bid Period except on the last day of the Bid Period, i.e., the Bid Closing Date, October 22, 2013 on which date the Bid Forms will not be accepted beyond 3:00 p.m. However, uploading of Bids on the online electronic system facility provided by the BSE will be undertaken only between 10:00 a.m. and 3:00 p.m. on each day during the Bid Period or until such time that BSE may permit.
- 13.5 Public Shareholders (in particular those Public Shareholders who are resident in areas where no Bid Centers are located) may also submit their Bids by registered post or courier (at their own risk and cost), clearly marking the envelope “**Fresenius Kabi Oncology Limited - Delisting Offer**”, so as to ensure that their Bids are delivered to the Trading Member on or before 3.00 p.m. on October 22, 2013 at the following address: Ms. Divya Pramod / Mr. Palash Mehta, SMC Global Securities Limited, 1st floor, Dheeraj Sagar, Opp. Goregaon Sports Club, Link Road, Malad (West), Mumbai-400 064, Maharashtra, India. Under no circumstances should the Bids be dispatched to the Acquirer, the Company, the Registrar to the Delisting Offer or to the Manager to the Delisting Offer. If duly filled Bid Forms arrive before the Bid Period opens, the Bid will still be valid; however the Trading Member will not submit the Bid until the commencement of the Bid Period.
- 13.6 The Trading Member has, on behalf of the Manager to the Delisting Offer opened a special depository account with DSP Merrill Lynch Limited (the “**Special Depository Account**”), details of which are as follows:

Special Depository Account Name	FKOL Delisting Escrow Demat Account
Depository Participant	DSP Merrill Lynch Limited
Depository Identification No.	IN302638
Client Identification No.	10067220

- 13.7 In order for the Bids to be valid, Public Shareholders, who hold Shares in dematerialized form, must have transferred their Shares from their respective depository accounts to the Special Depository Account, prior to the submission of their Bid. All transfers should be in off-market mode. A photocopy of the delivery instructions submitted to the depository participant of the Public Shareholder’s depository account, duly acknowledged by such depository participant of the Public Shareholder, should be attached to the Bid. Alternately, Public Shareholders may mark a pledge for the same to the Manager to the Delisting Offer in favour of the said Special Depository Account and enclose along with their Bid Forms, a photocopy of the pledge instructions to their depository participant with the due acknowledgement of such depository participant.
- 13.8 Public Shareholders who hold their Shares through Central Depository Services Limited (“**CDSL**”) will have to execute inter-depository delivery instructions for the purpose of crediting their Shares in favour of the Special Depository Account.
- 13.9 **It is the sole responsibility of the Public Shareholders to ensure that their Shares are credited to or pledged in favor of the Special Depository Account on or before 3.00 p.m. on the Bid Closing Date, i.e. October 22, 2013.**
- 13.10 In order for the Bids to be valid, Public Shareholders who hold Shares in physical form should send their Bid Form together with the Share certificate and duly executed share transfer deed to the Trading Member through hand delivery or registered post or courier so as to reach the Trading Member by 3.00 p.m. on or before the Bid Closing Date i.e. October 22, 2013. The Trading Member shall immediately, after entering their Bids on its system, send the said documents to the Registrar to the Delisting Offer for confirming their genuineness. The Registrar to the Delisting Offer shall deliver the Share certificates which are found to be genuine to the Manager to the Delisting Offer. Bids in respect of the Share certificates which are found to be not genuine shall be deleted from the system. The share transfer deed should be in favour of “Fresenius Kabi (Singapore) Pte Ltd”.

-
- 13.11 The Manager to the Delisting Offer will hold in trust the Share certificates, Shares lying in credit of the Special Depository Account and the share transfer deed(s), until the Acquirer completes its obligations under the Delisting Offer in accordance with the Delisting Regulations.
- 13.12 The ISIN for the Shares is INE575G01010.
- 13.13 If any Public Shareholder fails to receive or misplaces the Letter of Offer, a copy may be obtained by writing to the Registrar to the Delisting Offer at their address given herein, clearly marking the envelope "Fresenius Kabi Oncology Limited - Delisting Offer". Such requests for providing a soft copy can also be emailed to the Registrar to the Delisting Offer at fkol.delisting@linkintime.co.in. Alternatively, such Public Shareholder may obtain copies of Bid Forms at the Bid Centers mentioned above or may download the same from the website of BSE, www.bseindia.com and the website of the Registrar to the Delisting Offer, www.linkintime.co.in.
- 13.14 The Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto. Shares that are subject to any charge, lien or encumbrance are liable to be rejected.
- 13.15 It shall be the responsibility of the Public Shareholders tendering their Shares in the Delisting Offer to obtain all requisite approvals (including corporate, statutory and regulatory approvals) prior to tendering their Shares in the Delisting Offer and the Acquirer shall take no responsibility for the same. The Public Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Shares failing which the Bid may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to such Public Shareholders. On receipt of the Shares in the Special Depository Account, the Acquirer shall assume that the eligible Public Shareholders have submitted their Bids only after obtaining applicable approvals, if any. The Public Shareholders should attach a copy of any such approval to the Bid Form. The Acquirer reserves the right to reject those Bids which are submitted without attaching a copy of such required approvals.
- 13.16 In accordance with Clause 5 of Schedule II of the Delisting Regulations, Public Shareholders who have tendered their Shares by submitting Bids pursuant to the terms of the Public Announcement and this Letter of Offer, may withdraw or revise their Bids upwards not later than one day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for upward revision or withdrawal of the Bids can only be exercised by submitting a bid revision / withdrawal form (which shall accompany the Letter of Offer) which should reach the Trading Member on or before 3.00 p.m. one day before the Bid Closing Date i.e. October 21, 2013. Any such request for upward revision or withdrawal of the Bids received after 3.00 p.m. on October 21, 2013 will not be accepted.
- 13.17 Public Shareholders who acquire Shares after the Specified Date may request for a Bid Form as per Section 13.13 above.
- 13.18 Public Shareholders holding Shares under multiple folios are eligible to participate in the Delisting Offer.
- 13.19 Multiple Bids from the same depository account will be considered in Delisting Offer.

13.20 Public Shareholders are requested to submit the following documents along with Bid Form:

All resident and non-resident Public Shareholders should submit the following documents:		
Category	Documents	
	Physical Form	Dematerialized form
Individual/ HUF	1. The Bid Form duly filled and signed by all Public Shareholders whose names appear on the Share certificate.	1. The Bid Form duly filled and signed by the Public Shareholders.
	2. Original Share certificate(s).	2. The duly executed copy of the delivery instructions submitted to the depository participant of the Public Shareholder's depository account as acknowledged by such depository participant of the Public Shareholders.
	3. Valid share transfer deed(s) duly signed by all registered Public Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Company and duly witnessed at the appropriate place(s). Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a Magistrate/ or Notary Public/ or Bank Manager under their official seal.	
Corporate	1. The Bid Form duly filled and signed by all Public Shareholders whose names appear on the Share certificate.	1. The Bid Form duly filled and signed by the Public Shareholders.
	2. Original Share certificate(s).	2. The duly executed copy of the delivery instructions submitted to the depository participant of the Public Shareholder's depository account as acknowledged by such depository participant of the Public Shareholder.
	3. Valid share transfer deed(s) duly signed by an authorized signatory as per the specimen signatures registered with the Company.	
	4. True copy of the board resolution certified by a director or the company secretary of the company providing the authority to the signatory to deal with sale of Shares.	
<p>In the event that Shares are being tendered on behalf of the Public Shareholders by power of attorney holders, the Bid Forms and the share transfer deeds, where applicable, shall be signed by the power of attorney holders. Further, a copy of the power of attorney executed in favour of the power of attorney holders should also be provided in the event that such power of attorney is not already registered with the Company or the Registrar to the Delisting Offer or the Company's share transfer agent/ depository participant.</p>		

Only Non-resident Public Shareholders should submit the following additional documents, as applicable to them	
Category	Documents
Non-resident Public Shareholders other than Foreign Institutional Investors	A no-objection certificate and tax clearance certificate under Section 195(3) or Section 197 of the Income Tax Act, 1961 (“ IT Act ”) from the Income Tax Authority or alternatively a certificate from a chartered accountant certifying if the Shares are held as investment assets on a long term or short term basis for the purpose of determining capital gains tax. In case this certificate is not provided, then by default, tax will be deducted at the highest applicable rate to the Public Shareholder.
	Non Resident Indian (“ NRI ”) and erstwhile Overseas Corporate Bodies (“ OCB ”) holders of Shares, must obtain all approvals required to tender the Shares held by them in this Delisting Offer (including without limitation the approval from the Reserve Bank of India (“ RBI ”), since the Shares validly accepted in the Delisting Offer will be acquired by a non-resident entity) and submit such approvals along with the Bid cum Acceptance Form and other documents required to accept the Delisting Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs and OCBs) had required any approvals (including from the RBI or the Foreign Investment Promotion Board (“ FIPB ”) or any other regulatory body) in respect of the Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Shares, to tender the Shares held by them in this Delisting Offer, along with the other documents required to accept this Delisting Offer. If, the Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Shares are held under general permission and whether on repatriable or non-repatriable basis. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Shares tender in this Delisting Offer.
	If an NRI is desirous of seeking benefits of the concessional rate under Chapter XII-A of the IT Act, a certificate from a chartered accountant certifying that the Shares were purchased in convertible foreign exchange along with copy of banker’s certificate certifying inward remittance of funds.
	In case any benefit is claimed under the relevant ‘Double Taxation Avoidance Agreement’, a ‘tax residency certificate’ provided by the tax authorities of the foreign country of which the Public Shareholder claims to be a tax resident of and such other documents or information as may be prescribed under section 90A(5) of the IT Act. The aforementioned ‘tax residency certificate’ should contain particulars provided under and should be verified in the manner prescribed under, Rule 21AB of the Income Tax Rules, 1962
	Self attested copy of the PAN card or PAN allotment letter.
	NRIs tendering Shares and desiring to have the proceeds credited to a NRE account/ or FCNR account, shall also furnish (a) written confirmation from their bank confirming that the Shares held by them were acquired from proceeds deposited in the NRO, NRE or FCNR account as the case may be, OR (b) a copy of the statement of the NRO / NRE/ FCNR account, as the case may be, maintained with the bank in India evidencing that that the Shares held by them were acquired from proceeds deposited in such account, OR (c) a bankers’ certificate certifying inward remittance of funds for the original acquisition of Shares held by them.
	OCBs to submit Form OAC for the current year.
Foreign Institutional Investors (“ FII(s) ”)	A copy of the permission received from RBI for the Shares held by them. If the Shares are held under the general permission of the RBI, furnish a copy of the relevant notification / circular pursuant to which the Shares are held and state whether the Shares are held on repatriable or non-repatriable basis.
	Furnish, (a) written confirmation from their custodian confirming that the Shares held by them were acquired from proceeds deposited in the FII’s account maintained with the custodian in India, OR (b) a copy of the statement of account maintained with an authorized dealer in India evidencing that that the Shares held by them were acquired from proceeds deposited in such account, being a foreign currency denominated account or special non-resident rupee account, OR (c) a banker’s certificate certifying inward remittance of funds for the original acquisition of Shares held by the FII.

	Self attested copy of the PAN card or PAN allotment letter.
	SEBI registration certificate of the FII (including sub account of the FII)
	A certificate from a chartered accountant certifying if the Shares are held as investment assets or trading assets.
	If the Shares are held on trade account, enclose, (a) no-objection certificate / tax clearance certificate from the Income Tax authorities, and (b) in case any benefit is claimed under the relevant 'Double Taxation Avoidance Agreement', enclose, a 'tax residency certificate' provided by the tax authorities of the foreign country of which the Public Shareholder claims to be a tax resident and such other documents or information as may be prescribed under section 90A(5) of the IT Act. The aforementioned 'tax residency certificate' should contain particulars provided under and should be verified in the manner prescribed under Rule 21AB of the Income Tax Rules, 1962.

13.21 Providing false or fraudulent information in the Bid Form could result in proceedings by SEBI under the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 for dealing in securities in a fraudulent manner.

14. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID

Public Shareholders may submit their Bids to the Acquirer during the Bid Period. Additionally, once the Shares have been delisted from the Stock Exchanges, Public Shareholders, whose Shares have not been acquired by the Acquirer, or who did not tender their Shares in the Delisting Offer, may offer their Shares for sale to the Acquirer at the Exit Price for a period of one year following the date of the delisting of the Shares from the Stock Exchanges ("**Exit Window**"). A separate letter of offer in this regard will be sent to the remaining Public Shareholders, who will be required to submit the required documents to the Registrar to the Delisting Offer during the Exit Window.

15. DETAILS OF THE ESCROW ACCOUNT AND THE PROCEDURE FOR SETTLEMENT

- 15.1 The estimated consideration payable under the Delisting Regulations, being the Floor Price of Rs. 116.10 per Share multiplied by the number of Shares outstanding with the Public Shareholders, i.e., 3,00,63,255 Shares, is Rs. 3,490,343,905.50/- (Rupees Three Billion Four Hundred Ninety Million Three Hundred Forty Three Thousand and Nine Hundred Five and Fifty Paise Only) ("**Escrow Amount**").
- 15.2 In accordance with the Delisting Regulations, at the request of the Acquirer, The Royal Bank of Scotland N.V., acting through its branch at Hansalya Building, 15 Barakhamba Road, New Delhi – 110001, India has issued a bank guarantee dated September 13, 2013 ("**Bank Guarantee**") in favour of the Manager to the Delisting Offer for Rs. 3,490,343,906/- (Rupees Three Billion Four Hundred Ninety Million Three Hundred Forty Three Thousand and Nine Hundred Six Only) representing 100% of the Escrow Amount rounded off to the next highest integer. In the event of a default by the Acquirer in fulfilling its obligations under the Delisting Regulations, the Manager to the Delisting Offer has been authorised to realise the value of the Bank Guarantee as per the provisions of the Delisting Regulations.
- 15.3 The Acquirer has opened a special escrow account with The Royal Bank of Scotland N.V., acting through its New Delhi branch presently situated at Hansalya Building, 15 Barakhamba Road, New Delhi – 110001, India, for payment of consideration in respect of the Shares validly tendered in the Delisting Offer at the Exit Price ("**Purchase Consideration**"). On determination of the Exit Price and making of the public announcement under Regulation 18(i) of the Delisting Regulations regarding success of the Delisting Offer, the Acquirer shall ensure compliance with Regulation 11(2) of the Delisting Regulations by transferring the Purchase Consideration into the special escrow account.
- 15.4 After the deposit of the Purchase Consideration in the special escrow account in accordance with Section 15.3 above, the Acquirer shall be entitled to get the Bank Guarantee released, provided however that the Acquirer shall have furnished a replacement bank guarantee in favour of the Manager to the Delisting Offer for an amount which should be sufficient for fulfillment of the obligations of the Acquirer during the Exit Window to

acquire the Shares from the Public Shareholders who did not tender their Shares during the Delisting Offer, at the Exit Price. The Acquirer shall at all times during the Exit Window maintain bank guarantee(s) in favour of the Manager to the Delisting Offer for an amount which should be sufficient for fulfillment of the obligations of the Acquirer under Regulation 21(1) of the Delisting Regulations.

- 15.5 If the Acquirer decides to offer an Exit Price and all other conditions attaching to the Delisting Offer are satisfied, the Acquirer shall acquire all Shares that have been tendered at prices up to and equal to the Exit Price, for a cash consideration equal to the Exit Price for each such Share, subject to the provisions relating to 'Tax Deducted at Source' as provided in Section 21 below, within ten working days from the closure of the Delisting Offer by way of a crossed account payee cheque/ demand draft/ pay order/ RTGS/ NEFT. All cheques/ demand drafts will be, (a) drawn in the name of the first holder, in case of joint holder(s); and (b) dispatched to the Public Shareholders by registered post or speed post as the case may be, at the Public Shareholder's sole risk, at the address registered with the Company.
- 15.6 In case of invalid Bids, within ten working days from the Bid Closing Date, (a) Share certificates in respect of the Shares held in the physical form, will be dispatched to the Public Shareholders by registered post or by speed post at the Public Shareholders sole risk, (b) the Shares held in dematerialized form, will be credited back to the respective beneficiary account with their respective depository participants as per the details furnished in the Bid Form or in case of pledged Shares, such pledge shall be released.
- 15.7 Where the Delisting Offer fails in the circumstances stated in the Public Announcement and this Letter of Offer:
- 15.7.1 within ten working days from the Bid Closing Date, Share certificates in respect of the Shares held in the physical form, will be dispatched to the Public Shareholders by registered post or by speed post at the Public Shareholder's sole risk and the Shares held in dematerialized form will be credited back to the respective beneficiary account with their respective depository participants as per the details furnished in the Bid Form or in case of pledged Shares, such pledge shall be released;
- 15.7.2 no final application shall be made to the Stock Exchanges for delisting of the Shares; and
- 15.7.3 the Bank Guarantee shall be cancelled.

16. PROPOSED SCHEDULE FOR THE DELISTING OFFER

16.1 The proposed schedule for the Delisting Offer process is as follows:

Activity	Date**	Day
Date of publication of the Public Announcement	September 16, 2013	Monday
"Specified Date" for determining the names of Public Shareholders to whom the Letter of Offer shall be sent ⁽¹⁾	September 20, 2013	Friday
Dispatch of Letter of Offer/ Bid Forms to eligible Public Shareholders as on Specified Date	September 23, 2013	Monday
Bid Opening Date (10 a.m.)	October 15, 2013	Tuesday
Last date for revision (upwards) or withdrawal of Bids	October 21, 2013	Monday
Bid Closing Date (3 p.m.)	October 22, 2013	Tuesday
Last date for announcement of Discovered Price/ Exit Price and Acquirer's acceptance or non-acceptance of Discovered Price/ Exit Price	October 28, 2013	Monday
Last date for payment of consideration (assuming acceptance of the Discovered Price/ Exit Price by the Acquirer)	November 5, 2013	Tuesday
Last date for return of Shares to the Public Shareholders in case of Bids not being accepted / failure of the Delisting Offer	November 5, 2013	Tuesday

⁽¹⁾ Specified Date is only for the purpose of determining the name of the Public Shareholders as on such date to whom the Letter of Offer will be sent. However, all owners (registered or unregistered) of the Shares of the Company are eligible to participate in the Delisting Offer any time before and on the Bid Closing Date.

**The timelines specified above are indicative in nature. It is subject to grant of extension of time by SEBI as indicated in Section 20.1 of this Public Announcement.

16.2 All the dates mentioned above are subject to change and are dependent on obtaining all the requisite statutory and regulatory approvals as stated in Section 20 below. In the event there is any change in the proposed timetable, it will be announced by way of a corrigendum to the Public Announcement and this Letter of Offer in the same newspapers in which the Public Announcement appeared.

17. STOCK MARKET DATA

17.1 The Shares are listed on BSE and NSE.

17.2 The high, low and average market prices and the volume of Shares traded for the preceding three years and the monthly high, low and average prices (in Rupees per Share) and the volume of Shares traded in each month for the six months preceding the date of the Public Announcement are as follows:

BSE

Calendar Year	High ⁽¹⁾	Low ⁽¹⁾	Average ⁽²⁾	Volume ⁽³⁾
2012	174.85	79.25	108.11	24,523,692
2011	141.95	83.15	107.80	5,244,773
2010	186.75	104.05	133.98	13,905,459

Month	High ⁽¹⁾	Low ⁽¹⁾	Average ⁽²⁾	Volume ⁽³⁾
March 2013	118.50	104.35	112.84	476,699
April 2013	134.20	109.50	121.24	1,988,472
May 2013	129.25	124.80	125.98	286,948
June 2013	126.60	106.95	120.45	479,441
July 2013	146.40	105.40	118.13	2,788,847
August 2013	125.85	116.45	122.01	714,577

Source: www.bseindia.com

NSE

Calendar Year	High ⁽¹⁾	Low ⁽¹⁾	Average ⁽²⁾	Volume ⁽³⁾
2012	174.45	79.25	108.04	42,731,983
2011	141.90	83.10	107.81	8,488,152
2010	187.15	104.05	134.06	19,175,790

Month	High ⁽¹⁾	Low ⁽¹⁾	Average ⁽²⁾	Volume ⁽³⁾
March 2013	118.55	104.40	112.87	967,364
April 2013	134.15	109.45	121.25	5,423,889
May 2013	128.55	124.70	126.08	1,192,810
June 2013	127.20	106.65	120.50	2,449,392
July 2013	146.40	106.00	118.20	8,610,616
August 2013	125.90	116.45	122.09	1,842,752

Source: www.nseindia.com

Note (1) – High / low of the daily closing prices during the period

Note (2) – Average of daily closing prices during the period

Note (3) – Cumulative trading volume during the period

18. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY

- 18.1 The issued, subscribed and paid-up share capital of the Company as on the date of this Letter of Offer is Rs. 158,227,655 divided into 158,227,655 Shares.
- 18.2 As on the date of this Letter of Offer, the Company does not have any partly paid up shares or any outstanding convertible instruments or stock options. As on the date of this Letter of Offer, the Company does not have any class of share capital other than the Shares.
- 18.3 The shareholding pattern of the Company as on September 6, 2013 is as follows:

Category	Number of Shares	% of the total share capital of the Company
(a) PROMOTERS		
- Fresenius Kabi (Singapore) Pte Ltd	128,164,400	81.0000
Sub total (a)	128,164,400	81.0000
(b) PUBLIC SHAREHOLDERS		
Institutional Investors		
- Mutual Funds	364,115	0.2301
- Financial Institutions/ banks	381,820	0.2413
- Foreign Institutional Investors	15,036,257	9.5029
- Foreign Financial Institution	1,550,255	0.9798
Non-institutional investors		
- Bodies Corporate	2,509,992	1.5863
- Individuals	9,977,630	6.3059
- Others	243,186	0.1537
Sub-total (b)	30,063,255	19.0000
TOTAL (a+b)	158,227,655	100.0000

19. LIKELY POST DELISTING CAPITAL STRUCTURE

The likely post delisting capital structure of the Company, assuming all the Shares are acquired from the Public Shareholders pursuant to this Delisting Offer, will be as follows:

Category	Number of Shares	% of the total share capital of the Company
(a) PROMOTERS		
Fresenius Kabi (Singapore) Pte Ltd	157,984,794	99.8465
(b) PUBLIC SHAREHOLDERS		
Fresenius Kabi Oncology Limited - Unclaimed Suspense Account*	242,861	0.1535
TOTAL (a+b)	158,227,655	100.0000

* In compliance with the requirement of the listing agreement, the Company has transferred the unclaimed

Shares to above-mentioned demat suspense account. As on date, the voting rights on these unclaimed Shares remain frozen in terms of requirements of Clause 5A of the Listing Agreement.

20. STATUTORY AND REGULATORY APPROVALS

- 20.1 SEBI had vide the Second SEBI Order, *inter alia* directed that the Company shall endeavour to complete the delisting process within a period of 3 months from the date of the Second SEBI Order. In view of the time elapsed from the date of the Second SEBI Order and the Second SAT Order, the Company has filed an application dated September 12, 2013 with SEBI seeking an extension of time of 2 months beyond the 3 months timeline originally granted by SEBI in the Second SEBI Order, for completion of the Delisting Offer. Acquisition of the Shares by the Acquirer pursuant to the Delisting Offer shall be subject to the decision of SEBI on the aforementioned application filed by the Company.
- 20.2 The Acquirer had made applications dated April 30, 2013 to the RBI and the FIPB to seek their approvals as may be necessary for acquiring the Shares from the Public Shareholders under the Delisting Offer in accordance with the Delisting Regulations. Vide letter dated September 11, 2013 and a subsequent amendment letter dated September 13, 2013, the RBI has conveyed its no objection for the transfer of Shares of the Company from NRI Public Shareholders to the Acquirer subject to the condition that the sale proceeds of Shares held by NRIs on non-repatriation basis are credited to the NRO account of the respective NRIs and the pricing of Shares is in accordance with A.P. (DIR Series) Circular No. 43 dated November 4, 2011. Vide letter dated September 10, 2013, FIPB conveyed its approval to the Acquirer for acquisition of Shares of the Company from resident and non-resident Public Shareholders for the purpose of the Delisting Offer.
- 20.3 To the best of the Acquirer's knowledge, as on the date of this Letter of Offer, there are no other statutory or regulatory approvals required to acquire the Shares under the Delisting Offer, other than those indicated above. If any other statutory or regulatory approvals become applicable, the acquisition of the Shares by the Acquirer pursuant to the Delisting Offer will also be subject to such statutory or regulatory approvals.
- 20.4 It shall be the responsibility of the Public Shareholders tendering in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Shares held by them in the Delisting Offer, and the Acquirer shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable.
- 20.5 The Acquirer reserves the right not to proceed with or withdraw this Delisting Offer in the event the conditions mentioned in Section 10 of this Letter of Offer are not fulfilled, if any of the requisite statutory approvals are not obtained, or conditions which the Acquirer considers in its sole discretion to be onerous are imposed in respect of such approvals.
- 20.6 In the event that receipt of the statutory or regulatory approvals are delayed or there is a delay in the Bid Opening Date for any reason whatsoever, changes to the proposed timetable, if any, will be notified to the Public Shareholders by way of a corrigendum to this Letter of Offer and the Public Announcement, in the same newspapers in which the Public Announcement appeared.

21. TAX DEDUCTED AT SOURCE

Summary of various provisions related to 'Tax Deduction at Source' ("**TDS**") under the IT Act:

- 21.1 All Public Shareholders would be either classified as resident or non-resident. The status as resident / non-resident is to be determined on the basis of criteria laid down in Section 6 of the IT Act.
- 21.2 No tax is required to be deducted by the Acquirer on payment of consideration to resident Public Shareholders.
- 21.3 As per the provisions of the IT Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). The consideration received by the non-resident Public Shareholders for Shares accepted in the Delisting Offer may be chargeable to tax in India either as capital gains under Section 45 of the IT Act or as business profits,

depending on the facts and circumstances of the case. The Acquirer is required to deduct tax at source (including surcharge and education cess) at the applicable rate as per the IT Act on such capital gains/ business profits. The rate of deduction of tax in the case of non-residents is dependent on various factors. Since the Acquirer does not have in-house information in respect of various Public Shareholders, all the Public Shareholders have to specify various details in the Bid Form including but not limited to the following particulars:

21.3.1 Whether the Public Shareholder is a resident or non-resident in India for the tax year under consideration.

21.3.2 In case the Public Shareholder is a non-resident under the IT Act for the tax year under consideration, the following information should also be provided:

- (a) As a non-resident to which category the Public Shareholder belongs i.e. NRI, Foreign National (other than NRIs), OCB / Non Domestic (Foreign) Company, FII qualifying as a company, FII other than a company, or any other non-resident - category to be specified.
- (b) Whether the Shares are held on Investment / Capital Account or on Trade / Business Account.
- (c) Where the Shares are held on Investment / Capital Account, whether the Shares qualify as long term capital asset (held for more than 12 months) or short term capital asset (held for 12 months or less).
- (d) In case of NRIs, whether the Shares were acquired by the individual himself in convertible foreign exchange.
- (e) Date of acquisition of Shares.

21.4 In addition to the above, the Public Shareholders would have to enclose various applicable documents as may be listed in the Letter of Offer and the Bid Form to determine the TDS rate on the gross consideration payable.

21.5 The rate of TDS for various sub categories of non-resident Public Shareholders is tabulated on the following page. The payment of consideration to such non-resident Public Shareholders would be made after deducting TDS on the gross consideration payable as computed on the basis of the Exit Price.

Type of Recipient	Long Term Capital Gains				Short Term Capital Gains				Business Income			
	Basic Tax Rate	Surcharge	Education Cess	Total	Basic Tax Rate	Surcharge	Education Cess	Total	Basic Tax Rate	Surcharge	Education Cess	Total
1. Other than FII												
1.1 Non-resident Indians (Individuals)												
(a) Shares acquired by the individual himself with convertible foreign exchange												
(i) where the consideration exceeds Rs. 10 million	10	10	3	11.33	30	10	3	33.99	30	10	3	33.99
(ii) where the consideration does not exceed Rs. 10 million	10	nil	3	10.3	30	nil	3	30.9	30	nil	3	30.9
(b) Shares acquired in any other manner												
(i) where the consideration exceeds Rs. 10 million	20	10	3	22.66	30	10	3	33.99	30	10	3	33.99
(ii) where the consideration does not exceed Rs. 10 million	20	nil	3	20.6	30	nil	3	30.9	30	nil	3	30.9

Type of Recipient	Long Term Capital Gains				Short Term Capital Gains				Business Income				
1.2 Overseas Corporate Bodies/ Non domestic company													
(a) Consideration exceeding Rs. 100 million	20	5	3	21.63	40	5	3	43.26	40	5	3	43.26	
(b) Consideration exceeding Rs. 10 million but does not exceed Rs. 100 million	20	2	3	21.012	40	2	3	42.02	40	2	3	42.02	
(c) Consideration does not exceed Rs. 10 million	20	nil	3	20.6	40	nil	3	41.2	40	nil	3	41.2	
1.3 Non resident not covered by 1.1 and 1.2 above; and 2 below													
(i) where the consideration exceeds Rs. 10 million	20	10	3	22.66	30	10	3	33.99	30	10	3	33.99	
(ii) where the consideration does not exceed Rs. 10 million	20	nil	3	20.6	30	nil	3	30.9	30	nil	3	30.9	

Type of Recipient	Business Income*			
	Basic Tax Rate	Surcharge	Education Cess	Total
2. FII				
2.1 Registered as a company				
(a) Consideration exceeding Rs. 100 million	40	5	3	43.26
(b) Consideration exceeding Rs. 10 million but not exceeding Rs. 100 million	40	2	3	42.02
(c) Consideration not exceeding Rs. 10 million	40	nil	3	41.2
2.2 Registered other than as a company				
(d) where the consideration exceeds Rs. 10 million	30	10	3	33.99
(e) where the consideration does not exceed Rs. 10 million	30	nil	3	30.9

**There will be no withholding in case of Long Term Capital Gains / Short Term Capital Gains in case of FIIs*

Note: The rates mentioned above apply if the Shares are tendered during FY 2013-14.

- 21.6 As per the provisions of the Section 2(37A) (iii) of the IT Act, for the purposes of deduction of tax under Section 195 of the IT Act, the rate or rates of income-tax specified in this behalf in the applicable Finance Act of the relevant year i.e. 2013-14 or the rate or rates of income tax specified in an agreement entered into by the Central Government under Section 90 of the IT Act or an agreement notified by the Central Government under Section 90A as the case may be, whichever is beneficial, would be the applicable rate of TDS. As per the provisions of section 196D(2) of the IT Act, tax will not be deducted at source from any income, by way of capital gains arising from the transfer of securities referred to in Section 115AD of the IT Act and payable to FIIs.
- 21.7 In the event the aforementioned categories of non-resident Public Shareholders (including FIIs with Trade Income) require the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, he/ it would need to obtain a certificate from the income tax authorities either under Section 195(3) or under Section 197 of the IT Act, and submit the same to the Acquirer while submitting the Bid Form. In the absence of any such certificate from the income tax authorities, the Acquirer will deduct tax at applicable TDS rates as aforesaid and a certificate in the prescribed form shall be issued to that effect certifying the amount of tax deducted and other prescribed particulars in accordance with the provisions of the IT Act read with the Income-tax Rules, 1962 made thereunder.
- 21.8 In case the documents /information as requested in the Bid Form are not submitted to the Acquirer or the Acquirer considers the documents /information submitted to be ambiguous/incomplete/conflicting, the Acquirer reserves the right to withhold tax on the gross consideration at the maximum rate as applicable to the category of the Public Shareholder.
- 21.9 The withholding tax provisions summarized above are applicable only to those Non-Resident Public Shareholders who have PAN under the IT Act and furnish the same in the Bid Form. No securities transaction

tax is payable on the Shares tendered in the Delisting Offer. A self-attested copy of PAN card is also required to be attached as evidence.

- 21.10 In case PAN is not mentioned in the Bid Form or copy of PAN card is not attached, tax @ 20% or at the rate(s) in force or at the rate specified in the relevant provision of the IT Act, whichever is higher will be deducted at source.
- 21.11 Apart from the above, the Acquirer is entitled to withhold tax in accordance with the tax laws applicable in overseas jurisdictions where the non-resident Public Shareholder is a resident for tax purposes (“**Overseas Tax**”). For this purpose, the non-resident Public Shareholder shall furnish a self declaration stating the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non-resident Public Shareholder is a tax resident, and the Acquirer will be entitled to rely on this representation at their sole discretion.

The Acquirer, the Company and the Manager to the Delisting Offer do not accept any responsibility for the accuracy or otherwise of the above tax advice. Public Shareholders are advised to consult their tax advisors for the treatment applicable in their case and the appropriate course of action that they should take. The tax rates and other provisions may undergo changes.

22. CERTIFICATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The board of directors of the Company has certified that:

- (a) there has been no material deviation in utilisation of proceeds of issues of securities made during the five years immediately preceding the date hereof, from the stated object of the issue; and
- (b) all material information which is required to be disclosed under the provisions of the continuous listing requirement under the respective listing agreements have been disclosed to the Stock Exchanges, as applicable.

23. COMPLIANCE OFFICER

The Compliance Officer of the Company is:
Mr. Nikhil Kulshreshtha
Company Secretary, Fresenius Kabi Oncology Limited
B - 310, Som Datt Chambers - I
Bhikaji Cama Place
New Delhi – 110066
Telephone No. – +91 124 488 5143
Fax No. - +91 124 488 5101

24. DISCLAIMER CLAUSE OF BSE

It is to be distinctly understood that the permission given by BSE to use their electronic automated facilities and infrastructure for “Online reverse book building facility for delisting of equity shares” should not in any way be deemed or construed that the compliance with various statutory and other requirements by the Company, Manager to the Delisting Offer, etc. are cleared or approved by BSE; nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements, nor does BSE have any financial responsibility or liability, nor does BSE take responsibility in any way for the financial or other soundness of the Company, its promoters or its management.

It is also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that the Public Announcement or this Letter of Offer has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted.

That every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through book building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

25. GENERAL DISCLAIMER

Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Manager to the Delisting Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of Shares through the reverse book-building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

For further details in relation to the Delisting Offer, please refer to the Bid Forms (including the bid revision/withdrawal form) which has been attached below.

LEGAL ADVISOR TO THE ACQUIRER	
 <p>Amarchand & Mangaldas & Suresh A. Shroff & Co. 216, Amarchand Towers, Okhla Industrial Estate, Phase III, New Delhi -110020 Ph: +91 (0) 11 26920500 Fax: + 91(0) 11 26924900</p>	
MANAGER TO THE DELISTING OFFER	REGISTRAR TO THE DELISTING OFFER
<p>BofA Merrill Lynch</p> <p>DSP Merrill Lynch Limited Registered Office: 8th Floor, Mafatlal Centre, Nariman Point, Mumbai- 400 021 New Delhi Address: 2nd Floor, DLF Centre, Sansad Marg, New Delhi – 110 001 Tel: +91 22 6632 8000 Fax: +91 22 2204 8518 Email: dg.fkol_delisting@baml.com Contact Person: Kamna Sahni</p>	 <p>Link Intime India Private Limited Address: C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400078 Tel: +91 22 2596 7878 Fax: +91 22 2596 0329 Email: fkol.delisting@linkintime.co.in Contact Person: Pravin Kasare</p>

**For Fresenius Kabi (Singapore) Pte Ltd
(On behalf of the Board)**

Sd/-

Name: Gerrit Steen
Designation: Director

Date: September 14, 2013

Sd/-

Name: Mats Christer Henriksson
Designation: Director

Date: September 14, 2013

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Please read this document along with the public announcement dated September 16, 2013 (“**Public Announcement**”) and the letter of offer dated September 16, 2013 (“**Letter of Offer**”) issued by Fresenius Kabi (Singapore) Pte Ltd (“**Acquirer**”), since the terms and conditions of the Public Announcement and the Letter of Offer are deemed to have been incorporated in and form part of this document. Unless the context otherwise requires, expressions in this Bid cum Acceptance Form/ Bid Form shall have the same meaning as defined in the Public Announcement and the Letter of Offer.

Delisting Offer			
Bid Opening Date	October 15, 2013	Tuesday	10 A.M.
Last date for revision (upwards) or withdrawal of Bids	October 21, 2013	Monday	3 P.M.
Bid Closing Date	October 22, 2013	Tuesday	3 P.M.
Floor Price Per Share	Rs. 116.10		
Indicative Offer Price Per Share	Rs. 130		
Discovered Price	Price at which maximum Shares are validly tendered during the Bid Period		
Exit Price	Discovered Price or price higher than Discovered Price accepted by the Acquirer		

Notes:

- (i) *The timelines specified above are indicative in nature. It is subject to grant of extension of time by SEBI as indicated in Section 20.1 of the Letter of Offer.*
- (ii) *The Indicative Offer Price should in no way be construed as, (a) a ceiling or maximum price for the purpose of the reverse book building process and the Public Shareholders are free to tender their Shares at any price higher than or equal to the Floor Price in accordance with the Delisting Regulations; or (b) a commitment by the Acquirer to purchase the Shares at the Indicative Offer Price if the Discovered Price is lower; or (c) a commitment by the Acquirer to accept the Discovered Price if the same is lower than the Indicative Offer Price; or (d) any restriction on the ability of the Acquirer to modify the Indicative Offer Price.*

BID CUM ACCEPTANCE FORM

in respect of the fully paid up equity shares of face value of Re. 1 each (“Shares”) of

FRESENIUS KABI ONCOLOGY LIMITED

pursuant to the Delisting Offer by

FRESENIUS KABI (SINGAPORE) PTE LTD

(To be filled in by the Trading Member)

Bid Centre	Unique Identification Number	Date

The Board of Directors
Fresenius Kabi (Singapore) Pte Ltd

Dear Sir(s),

Re: Delisting Offer for the Shares of Fresenius Kabi Oncology Limited by the Acquirer in accordance with the Delisting Regulations (“**Delisting Offer**”).

1. I/We, having read and understood the terms and conditions set out below, in the Public Announcement and in the Letter of Offer, hereby tender my/our Shares in response to the Delisting Offer.
2. I/We understand that the Trading Member to whom this Bid cum Acceptance Form is sent, is authorized to tender the Shares on my/our behalf and the Shares tendered under the Delisting Offer shall be held in trust by the Manager to the Delisting Offer until the time of the dispatch of payment of consideration calculated at Discovered Price/Exit Price and/ or the Shares are returned.
3. I/We hereby undertake the responsibility for the Bid Form and the Shares tendered under the Delisting Offer and I/we hereby confirm that the Acquirer/Manager to the Delisting Offer or the Registrar to the Delisting Offer or the Trading Member shall not be liable for any delay/loss in transit resulting in delayed receipt or non receipt of the Bid Form along with all requisite documents by the Trading Member, or a delay/failure in credit of the Shares to the Special Depository Account within due time, due to inaccurate/incomplete particulars/ instructions or any reason whatsoever.
4. I/We understand that this Bid is in accordance with the Delisting Regulations and all other applicable laws, by way of reverse book building process and the Acquirer is not bound to accept the Discovered Price.
5. I/We also understand that the payment of consideration will be done, if the Bids are accepted, after due verification of Bids, documents and signatures. I/We also understand that should I/we fail to furnish all relevant documents as set out in this Bid cum Acceptance Form, the Public Announcement and the Letter of Offer, this Bid may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us.
6. I/We hereby confirm that I/we have never sold or parted/dealt with, in any manner, the Shares tendered under the Delisting Offer and these Shares are free from any lien, equitable interest, charges and encumbrances, whatsoever.
7. I/We hereby declare that there are no restraints/injunctions, or other orders of any nature which limits/restricts my/our rights to tender these Shares and I/we are the absolute and sole owner of these Shares and legally entitled to tender the Shares under the Delisting Offer.

8. I/We hereby declare that, if for any reason, the Income Tax authorities were to make a claim and/or seek to recover any tax, interest or penalty from the Acquirer (where such claim or recovery pertains to, or is relatable to, my/our tax liability), in connection with the Shares tendered by me/us under this Delisting Offer, I/we agree to indemnify the Acquirer for the same along with costs related thereto.
9. I/We authorize the Acquirer, Manager to the Delisting Offer and Registrar to the Delisting Offer to send the payment of consideration by way of crossed account payee cheque/demand draft/pay order through registered post or speed post and at the address registered with the Company, or as the case may be through RTGS/NEFT.
10. I/We undertake to return the amount received by me/us inadvertently, immediately.
11. I/We agree that upon acceptance of the Shares by the Acquirer, tendered by me/us under the Delisting Offer, I/we would cease to enjoy all right, title, claim and interest whatsoever, in respect of such Shares.
12. I/We authorize the Acquirer to accept the Shares so offered, which it may decide to accept in consultation with the Manager to the Delisting Offer and in terms of the Letter of Offer.
13. I/We further authorize the Acquirer to return to me/us, the Share certificate(s) which are not found to be valid or are not accepted, specifying the reasons thereof, and in the case of dematerialized Shares, to the extent not accepted, release the same to my depository account at my/our sole risk.
14. I/We hereby undertake to execute any further documents, give such assurance and provide such assistance, which may be required in connection with the Delisting Offer and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations.
15. I/We acknowledge and confirm that all the particulars/statements given herein by me/us are true and correct.

BOX 1.			
Name (in BLOCK LETTERS)	Holder	Name	PAN No.
(Please write the names of the joint holders in the same order as appearing in the Share certificate(s)/demat account)	Sole/ First		
	Second		
	Third		
Contact number(s)	Tel:	Mobile No.:	
Full address of the first holder with pin code			
Type of Investor (Please tick (✓) the box to the right of the appropriate category)	Individual(s)		NRI- repatriable
	HUF		NRI-non-repatriable
	Domestic company/ Bodies corporate		FII
	Mutual fund		Insurance company
	Banks and financial institutions		OCB
	Others (please specify)		Others (please specify)

BOX 2.				
For Public Shareholders holding Shares in Physical Form				
Details of original share certificate(s) along with duly filled, signed transfer deed(s)				
Folio No.	Share Certificate No.	Distinctive No.		Number of Shares
		From	To	
(If the space provided is inadequate please attach a separate continuation sheet)				Total:

BOX 3.	
For Public Shareholders holding Shares in Dematerialized Form	
Details of demat account and delivery instruction executed in favor of Special Depository Account	
Name of the Depository	
Name of the Depository Participant	
Depository Participant's ID No	
Client ID No	
Date of execution/ acknowledgment of delivery instruction	
Number of Shares	

BOX 4.			
Other enclosures, as applicable (Please tick (√) the box to the right of the appropriate category)			
Power of Attorney	<input type="checkbox"/>	Corporate Authorization	<input type="checkbox"/>
Death Certificate	<input type="checkbox"/>	Others (please specify)	<input type="checkbox"/>

BOX 5.
Details of Bank accounts
For Public Shareholders holding their Shares in demat form , the bank details will be obtained from the respective depositories for payments. Public Shareholders are advised to ensure that their bank account details are updated in their respective depository participant account as these bank account details would be used for payment of consideration, if any. Please note that failure to do so could result in delays in credit of consideration to the Public Shareholders at their sole risk and none of the Acquirer, the Company, the Manager to the Delisting Offer, or the Registrar to the Delisting Offer shall be responsible for any such delay.
For Public Shareholders holding Shares in physical form , in order to avoid any fraudulent encashment in transit of the cheque, pay order or demand draft issued by the Acquirer or by RTGS/NEFT towards the consideration payable for the Shares tendered under this Bid Form, please fill the following details of the sole Public Shareholder's bank account (or, in the case of joint holders, the first-named holder's bank account) and any consideration payable will be paid by issuing an instrument or by electronic transfer carrying the details of the bank account so provided.

Name of the bank	
Complete branch address along with pin code	
Account no.	
Account type (savings/ current/ others, please specify)	
MICR code (in case you wish to receive funds electronically)	
IFSC code (in case you wish to receive funds electronically)	
Please note that for fund transfer in electronic mode, the transfer would be done at your risk based on the data provided above by you	

BOX 6.			
Tax Certification (Non Resident Indians (“NRIs”)/ Overseas Corporate Bodies (“OCBs”)/ Foreign Institutional Investors (“FIIs”)/Foreign Nationals/ Foreign Companies etc./ Non-Resident Public Shareholders ONLY)			
Please refer to the Letter of Offer for details regarding tax to be deducted at source. Public Shareholders are also advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.			
I/We certify that the Shares held by me/us are held: Please tick (√)			
On Investment/ Capital Account		On Trade / Business Account to be taxed as Business Profits	
I/We certify that the tax deduction on the Shares held by me/us is to be deducted on account of: Please tick (√)			
Short term capital gains		Long term capital gains	Business profits
I/We, confirm that the income arising from the transfer of Shares tendered by me/us is in the nature of: Please tick (√)			
Capital gains		Any other income	
Note: In case the Shares are held on Investment / Capital account and the benefit of the Article on Capital Gains in the Double Taxation Avoidance Agreement (“DTAA”) is proposed to be obtained; then, please confirm as under : (Please tick (√)if applicable):			
() I / we hereby certify that I / we are eligible to claim the benefits of a DTAA in force and that I / we have satisfied all the conditions as specified therein to claim the said benefits.			
Note: Where the Shares tendered comprise both long term capital asset and short term capital asset, please furnish a statement showing computation of the break up into short term capital gains and long term capital gains.			
Note: In the case of NRIs only, where the Shares have been acquired / purchased with or subscribed to in convertible foreign exchange and the Public Shareholder wants to certify himself as having opted / not opted out of Chapter XII-A of the Income Tax Act, 1961 then please tick (√) in the appropriate place below:			
I certify that:			
() I have not opted out of Chapter XII-A of the Income Tax Act, 1961			
() I have opted out of Chapter XII-A of the Income Tax Act, 1961			
Date of Acquisition of Shares:			
PERMANENT ACCOUNT NUMBER: _____			

FOR FII PUBLIC SHAREHOLDERS

I/We have enclosed the following documents that are applicable to me/us (please tick (√))	
No objection certificate/Tax clearance certificate from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961	
Previous RBI approvals for holding the Shares	
Self Attested Copy of PAN Letter / PAN Card	
Certificate from a chartered accountant certifying whether Shares are held as trading assets or investment assets and the period of holding of such Shares	
SEBI registration certificate (including sub – account of FII)	
Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the FII is a tax resident and such other documents and information as may be prescribed under section 90(5) of the Income Tax Act, 1961 wherever applicable. The aforementioned 'tax residency certificate' should contain particulars provided under and should be verified in the manner prescribed under, Rule 21AB of the Income Tax Rules, 1962	

FOR NON RESIDENT SHAREHOLDERS OTHER THAN FIIs

I/We have enclosed the following documents that are applicable to me/us (please tick (√))	
No objection certificate/Tax clearance certificate from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961	
Previous RBI/ FIPB / any other regulatory body approvals for holding the Shares	
Self Attested Copy of PAN Letter / PAN Card	
Certificate from a chartered accountant certifying whether Shares are held as trading assets or investment assets and the period of holding of such Shares	
Copy of relevant pages of demat account if the Shares have been held for more than twelve months prior to the date of acceptance of Shares under the Offer	
Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the Public Shareholder is a tax resident and such other documents and information as may be prescribed under section 90(5) of the IT Act, wherever applicable. The aforementioned 'tax residency certificate' should contain particulars provided under and should be verified in the manner prescribed under, Rule 21AB of the Income Tax Rules, 1962	
A certificate from a chartered accountant certifying the Shares were purchased in convertible foreign exchange	

BOX 7.

DETAILS OF BID AND SHARES TENDERED PURSUANT TO THE DELISTING OFFER

You should insert the number of Shares you wish to tender and the price per Share at which you are tendering the same (your "**Bid Price**") in the space provided below. If your Bid Price is less than the Floor Price which is Rs. 116.10 per Share, you will be deemed to have tendered your Shares at Rs. 116.10 per Share.

I/We hereby tender to the Acquirer, the number of Shares at the Bid Price as specified below in accordance with, and subject to the terms and conditions herein, the Letter of Offer and the Public Announcement:

		Figure in numbers	Figure in words
Number of Shares			
Bid Price per Share (in Rs.)			
Signature	Sole/ First Holder	Second Holder	Third Holder

Note: In case of joint holdings, all holders must sign. In case of bodies corporate a stamp of the company should be affixed and necessary board resolution authorizing the submission of this Bid Form should be attached.

Documents to be submitted along with the Bid cum Acceptance Form:

- (a) Non-resident Public Shareholders should enclose a copy of the permission received from RBI for the Shares held by them. If the Shares are held under the general permission of RBI, the non-resident Public Shareholder should furnish a copy of the relevant notification / circular pursuant to which the Shares are held and state whether the Shares are held on repatriable or non-repatriable basis.
- (b) All Public Shareholders (including NRIs, OCBs and FIIs) should also enclose a consent letter indicating the details of transfer i.e. number of Shares to be transferred, the name of the company whose Shares are being transferred i.e. "Fresenius Kabi Oncology Limited" and the price at which the Shares are being transferred i.e. "Price determined in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2009" duly signed by the Public Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
- (c) NRIs and OCBs shall also enclose a copy of the permission received from the RBI, if any, for tendering their Shares in the Delisting Offer.
- (d) NRIs, OCBs, FIIs and non-resident Shareholders are required to furnish bankers' certificates certifying inward remittance of funds for their original acquisition of Shares of the Company. NRIs are also required to furnish, (i) written confirmation from their bank confirming that the Shares held by them were acquired from proceeds deposited in the NRO, NRE or FCNR account as the case may be OR (ii) a copy of the statement of the NRO/ NRE/ FCNR account, as the case may be, maintained with the bank in India evidencing that that the Shares held by them were acquired from proceeds deposited in such account OR (iii) banker's certificate certifying inward remittance of funds for the original acquisition of Shares held by them. FIIs are also required to furnish, (i) written confirmation from their custodian confirming that the Shares held by them were acquired from proceeds deposited in the FII's account maintained with the custodian in India OR (ii) a copy of the statement of account maintained with an authorized dealer bank in India evidencing that that the Shares held by them were acquired from proceeds deposited in such account, being a foreign currency denominated account or special non-resident rupee account OR (iii) banker's certificate certifying inward remittance of funds for the original acquisition of Shares held by them.
- (e) OCBs are requested to enclose Form OAC of the current year.
- (f) CA certificate certifying whether shares are held on Investment/Capital account or trade account.
- (g) If the Shares are held on Investment / Capital account for more than 12 months, in order to avail the benefit of the tax rates as applicable for long term capital gains, kindly enclose a certificate from chartered accountant certifying the same along with proof of investment.
- (h) In order to seek benefit of the concessional rate of tax under Chapter XII-A of the Income Tax Act, 1961, NRIs should enclose a certificate from a chartered accountant certifying the Shares were purchased in convertible foreign exchange.
- (i) If the Shares are held on Investment / Capital account and if it is intended to claim benefit under the Article on Capital gains in the DTAA entered into between India and your country of residence, kindly enclose a self attested copy of the tax residency certificate issued by the tax authorities of the country of residence stating that you are a tax resident of that country in terms of the DTAA entered into between India and your country of residence to avail the benefit under the DTAA and such other documents and information as may be prescribed under section 90(5) of the IT Act. The aforementioned 'tax residency certificate' should contain particulars provided under and should be verified in the manner prescribed under, Rule 21AB of the Income Tax Rules, 1962,
- (j) In order to seek deduction of tax at a lower rate or on a lower amount, non-resident Public Shareholders (including NRIs, OCBs, non-domestic company and FIIs) should enclose a no objection certificate/ tax clearance certificate from income tax authorities issued under section 195(3) or under section 197 of the Income Tax Act,

1961, indicating the tax to be deducted, if any, by the Acquirer before remittance of consideration. Otherwise, tax will be deducted at the rates as may be applicable to the category and status of the Public Shareholder, on the full consideration payable by the Acquirer.

CHECKLIST

DEMAT SHAREHOLDERS		PHYSICAL SHAREHOLDERS	
1	BID FORM	1	BID FORM
2	COPY OF ACKNOWLEDGED DEMAT SLIP/ COPY OF ACKNOWLEDGED PLEDGE CREATION SLIP	2	ORIGINAL SHARE CERTIFICATE OF THE COMPANY
3	INTER DEPOSITORY DELIVERY INSTRUCTION, IN CASE OF SHARES HELD THROUGH CDSL	3	VALID SHARE TRANSFER DEED. UNREGISTERED SHAREHOLDERS TO ADDITIONALLY PROVIDE ORIGINAL BROKER CONTRACT NOTE AND VALID SHARE TRANSFER FORMS AS RECEIVED FROM THE MARKET, DULY STAMPED AND EXECUTED ALONG WITH BLANK TRANSFER FORMS DULY SIGNED AND WITNESSED AT THE APPROPRIATE PLACE. THE TRANSFER DEED SHOULD BE IN FAVOUR OF "FRESENIUS KABI (SINGAPORE) PTE LTD"
4	OTHER DOCUMENTS, AS APPLICABLE	4	OTHER DOCUMENTS, AS APPLICABLE

Notes:

1. **All documents/ remittances sent by/ to the Public Shareholders will be at their risk and Public Shareholders are advised to adequately safeguard their interests in this regard.**
2. **Please read these notes along with the entire contents of the Public Announcement and the Letter of Offer, particularly the section titled "DETAILS OF TRADING MEMBER, BIDDING CENTRES AND BIDDING PROCEDURE" at Section 13 of the Letter of Offer.**
3. In case of Public Shareholder(s) other than individuals, any documents, such as a copy of a power of attorney, board resolution, authorization, death certificate, etc., as applicable and required in respect of support/ verification of this Bid Form shall also be provided; otherwise, the Bid shall be liable for rejection.
4. Please refer to Section 13.23 of the Letter of Offer for details of documents.
5. The number of Shares tendered under the Delisting Offer should match with the number of Shares specified in the Share certificate(s) enclosed or the Shares credited in the Special Depository Account under the respective client ID number.
6. In case, the Bid Price is less than the Floor Price of Rs. 116.10, it will be deemed that the Shares have been tendered at the Floor Price.
7. The consideration shall be paid in the name of sole/first holder.
8. In case, the Bid Forms are not complete in all respects, the same may be liable for rejection.
9. The Bid Forms received/tendered before the commencement of the Bid Period shall remain valid.
10. In respect of Shareholders holding physical Shares, Shareholders wishing to tender their Shares at more than one Bid Price will be required to submit separate Bid Forms, the corresponding physical Share certificates and transfer deeds in respect of each Bid Price. Please refer to paragraph 14 below for additional documents to be provided by unregistered Shareholders holding physical shares.

11. In respect of Public Shareholders holding Shares in dematerialized form, Public Shareholders wishing to tender their Shares at more than one Bid Price will be required to submit separate Bid Forms and separate Depository Participant Instructions in respect of each Bid Price.

12. FOR SHARES HELD IN DEMATERIALIZED FORM:

- a) Before submitting this Bid Form to the Trading Member, please issue necessary instructions to your depository participant (with whom you hold the depository account in which the Shares of the Company are presently held) to credit your Shares into the Special Depository Account of the Manager to the Delisting Offer (whose details are below), so as to enable the Trading Member to tender your Shares in the Delisting Offer pursuant to this Bid cum Acceptance Form.
- b) Alternatively, you may instruct your depository participant to mark a pledge in favour of the Special Depository Account of the Manager to the Delisting Offer in respect of the Shares tendered. A photocopy of the Depository Participant Instruction should be attached to this Bid Form.

Depository Account Name	FKOL Delisting Escrow Demat Account
Depository Participant	DSP Merrill Lynch Limited
Depository Identification No.	IN302638
Client Identification No.	10067220

- c) Shareholders having their beneficiary account in the CDSL have to use inter depository delivery instructions for the purpose of crediting their Shares in favour of the Special Depository Account with NSDL.
- d) **It is the sole responsibility of the Public Shareholders to ensure that their Shares are credited to or pledged in favour of the Special Depository Account on or before the Bid Closing Date. Please ensure that your Shares are credited into the Special Depository Account in OFF MARKET MODE.**

13. FOR SHARES HELD IN PHYSICAL FORM:

Before submitting this Bid Form to the Trading Member, you must execute valid share transfer deed(s) in respect of the Shares intended to be tendered under the Delisting Offer and attach thereto all the relevant physical Share certificate(s). The share transfer deed(s) shall be signed by the Public Shareholder (or in case of joint holdings by all the joint holders) in accordance with the specimen signature(s) recorded with the Company and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience. The transfer deed should be in favour of "Fresenius Kabi (Singapore) Pte Ltd". All other requirements for valid transfer will be preconditions for acceptance. In case the sole/any joint holder has died, but the Share certificate(s) are still in the name of the deceased person(s), please enclose the requisite documents, i.e., copies of death certificate/will/probate/succession certificate and other relevant papers, as applicable.

14. FOR UNREGISTERED PUBLIC SHAREHOLDERS:

Unregistered Public Shareholders should enclose, as applicable, (a) this Bid Form, duly completed and signed in accordance with the instructions contained therein, (b) original Share certificate(s), (c) original broker contract note, (d) valid Share transfer form(s) as received from the market, duly stamped and executed along with blank transfer form duly signed and witnessed at the appropriate place. The transfer deed should be in favour of "Fresenius Kabi (Singapore) Pte Ltd". All other requirements for valid transfer will be preconditions for acceptance.



15. FOR SUBMITTING THE BID FORM BY HAND DELIVERY: Please submit this Bid cum Acceptance Form together with other necessary documents referred to above by hand delivery to the Trading Member at any one of the Bid Centers nearest to you, from the list of centers as detailed below:

S . No.	Bidding City/ Centre	Address	C o n t a c t person	Contact number	Email ID
1	MUMBAI	1 st Floor, Dheeraj Sagar, Oppt. Goregaon Sports Club, Link Road, Malad (West), Mumbai-400064	Mr. Palash Mehta / Mrs. Divya Pramod	022 – 67341600-1632/26	p a l a s h m e h t a @ smcindiaonline.com, divya.pramod@smcindiaonline.com
2	MUMBAI	258, 1 st Floor, Perin Nariman Street, Near Union Bank of India, Fort, Mumbai – 400001	Mr. Mahesh Joshi	022 – 66518046	maheshchandraj@smcindiaonline.com_
3	NEW DELHI	11/6B, Shanti Chambers, 3 rd Floor, Pusa Road, New Delhi-110005	Mr. Devendra Mani	011 – 30111000-101	dmani@smcindiaonline.com
4	SOUTH DELHI	G 1, Ground Floor South Extn. Part-2, Near Lilaram Market New Delhi-110049	Prem Kumar Sharma	011- 46161327, 41649623,24,25	smcshare2013@gmail.com
5	AHMEDABAD	10/A, Kalapurnam Building, Near Municipal Market, C.G.Road, Ahmedabad-380009	Mr. Nishit Sheth	079 – 30615573/74 Extn: 110,	nishit@smcindiaonline.com
6	BANGALORE	No. 2003/2, 2 nd Floor, "Omkar", Indiranagar, 100 Feet Road, HAL 2 nd Stage, Above TATA Docomo office, Bangalore-560038.	Mr. Syama Lendu Patro	080 –65472840/41, 33401433/34, 32569384/86	syamalendupatro@smcindiaonline.com
7	CHENNAI	Salzburg Square, Flat No. 1, III 3 rd Floor, Door No. 107, Harrington Road, Chetpet, Chennai-600031	Mr. V Murali	044 – 39109100-121	v.murali@smcindiaonline.com
8	HYDERABAD	206, 2 nd Floor, Above CMR Exclusive , Bhuvana Towers , S.D. Road, Secunderabad-500003	Mr. B Parveen Kumar	040 –30920616/ 617/645/636,	bpkumar@smcindiaonline.com
9	INDORE	207-A, Kanchan Sagar Building, Old Palasia, Nr Near Insudustry House, Indore-452001	Mr. Hitesh Kumrawat	0731 – 4283061	hiteshkumrawat@smcinsurance.com
10	JAIPUR	401, Shyam Anukampa, Opp. HDFC Bank, Ashok Marg, Ahinsa Circle, C-Scheme, Jaipur-302001	Mr. Anil Bansal	0141 – 3000222 / 255/211	anilbansal@smcindiaonline.com

11	KOLKATA	18, Rabindra Sarani, Poddar Court Gate no. 4, 4 th floor, Kolkata-700001	Mr. Sanket Bera	033 – 39847000-36	n.rao@smcindiaonline.com, sanket.bera@smcindiaonline.com
12	PUNE	3 rd floor, 1206/4B, Durga Shankar Building, Behind Shubham Hotel, Beside Ketan Medical, J.M. Road, Pune-411004	Mr. Manoj Sadhankar	020 – 32428512-14, 020 – 67272900	manoj.sadhankar@smcindiaonline.com
13	RAJKOT	401, Star Chambers, Harihar Chowk, Rajkot-360001	Mr. Sanjay Doshi	0281 – 3017964 / 65/66	s a n j a y d o s h i @smcindiaonline.com
14	SURAT	316, 3 rd Floor, Empire State Building, Near Udhana Darwaja, Ring Road, Surat-395002	Mr. Amit Desai / Mrs. Bhavana Vakharia	0261 – 3926534/43 – 47	amitdesai@smcindiaonline.com
15	THANE	Office No. 2, 1 st Floor, Sameer Arcade, Opp. Saraswat Bank, Jambli Naka, Thane-400601	Mr. Suresh Kataria	022 – 25340000/64170263	sharesbazaar@yahoo.com
16	VADODARA	A-41, Greenland Society, Opp. Pratham Complex, ISKCON Temple Road, Gotri Road, Vadodara-390021	Mr. Brijesh Gohil	0265 – 2023948, 09662528393/95	vinayaksharebroking@gmail.com
17	RANCHI	Shop no 112A, Panchwati plaza kacheary Road Ranchi, 834001	Mr. Avinash Aggarwal	0651-3209711-12; 9031717059	avinash@smcindiaonline.com
18	LUCKNOW	Radha Krishna Bhawan, Plot No 3 / A , 5 Park Road, Lucknow - 226001	Mr. Deepak Chikoti	0522-4155888	d e e p a k c h i k o t i @smcindiaonline.com
19	G A U T A M B U D D H A N A G A R	106-Ocean Plaza.P-5 Sec-18, Noida-201301	Mr. S.C Aggarwal	95120-3918705	subhash.bmnoida@smcindiaonline.com
20	GHAZIABAD	96, 1 st Floor, Ambedkar Road, Ghaziabad, Uttar Pradesh	Mr. Harish Kumar Shishodia	0120 – 6585211	Tgrp_vitru@smcindiaonline.com
21	GURGAON	313, AKD Towers, Sector 14, Gurgaon 122001	Mr. Puleen Tyagi	0124-4100672	puleentyagi@smcindiaonline.com

16. FOR SUBMITTING THE BID FORM BY POST/ COURIER : In case you reside in an area where no Bid Centers are located, you may also submit your Bid Form by registered post or courier (at your own risk and cost), clearly marking the envelope, “**Fresenius Kabi Oncology Limited- Delisting Offer**”, so as to ensure that the Bids are delivered to the Trading Member on or before 3.00 p.m. on October 22, 2013 at the following address: Ms. Divya Pramod/Mr. Palash Mehta, SMC Global Securities Limited, 1st floor, Dheeraj Sagar, Opp. Goregaon Sports Club, Link Road, Malad (West), Mumbai-400 064, Maharashtra, India. Under no circumstances should the Bids be dispatched to the Acquirer, the Company, the Registrar to the Delisting

Offer, or to the Manager to the Delisting Offer. If duly filled Bid Forms arrive before the Bid Period opens, the Bid will still be valid; however the Trading Member will not submit the Bid until the commencement of the Bid Period.

MANAGER TO THE DELISTING OFFER	REGISTRAR TO THE DELISTING OFFER
 <p>DSP Merrill Lynch Limited Registered Office: 8th Floor, Mafatlal Centre, Nariman Point, Mumbai- 400 021 New Delhi Address: 2nd Floor, DLF Centre, Sansad Marg, New Delhi – 110 001 Tel: +91 22 6632 8000 Fax: +91 22 2204 8518 Email: dg.fkol_delisting@baml.com Contact Person: Kamna Sahni</p>	 <p>Link Intime India Private Limited Address: C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400078 Tel: +91 22 2596 7878 Fax: +91 22 2596 0329 Email: fkol.delisting@linkintime.co.in Contact Person: Pravin Kasare</p>

..... **ACKNOWLEDGEMENT SLIP**

Received from _____ a Bid Form
for _____ fully paid up Shares at a Bid Price of Rs. _____ per Share.

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
DP ID No.		Folio No.	
Client ID No.		Share Certificate No.	
Number of Shares		Number of Shares	

Received but not verified Share certificate(s) and share transfer deeds:

ACKNOWLEDGMENT	
Application number	
Date of receipt	
Signature of the official	

Note: All future correspondence in this regard should be addressed to the Registrar to the Delisting Offer at the following address:

Link Intime India Private Limited
Address: C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400078
Tel: +91 22 2596 7878 **Fax:** +91 22 2596 0329 **Email:** fkol.delisting@linkintime.co.in
Contact Person: Pravin Kasare

In all future correspondence, please quote the full name of the sole / first Public Shareholder, Depository Participant's ID No. and Client ID No. in case of Shares held in dematerialized form; Folio No. in case of Shares held in physical form; number of Shares offered and the name of the Bid Centre where the Bid Form was submitted.

This page has been left blank intentionally

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Please read this document along with the public announcement dated September 16, 2013 (“**Public Announcement**”) and the letter of offer dated September 16, 2013 (“**Letter of Offer**”) issued by Fresenius Kabi (Singapore) Pte Ltd (“**Acquirer**”), since the terms and conditions of the Public Announcement and the Letter of Offer are deemed to have been incorporated in and form part of this document. Unless the context otherwise requires, expressions in this Bid Revision/ Withdrawal Form shall have the same meaning as defined in the Public Announcement and the Letter of Offer.

Delisting Offer			
Bid Opening Date	October 15, 2013	Tuesday	10 A.M.
Last date for revision (upwards) or withdrawal of Bids	October 21, 2013	Monday	3 P.M.
Bid Closing Date	October 22, 2013	Tuesday	3 P.M.
Floor Price Per Share	Rs. 116.10		
Indicative Offer Price Per Share	Rs. 130		
Discovered Price	Price at which maximum Shares are validly tendered during the Bid Period		
Exit Price	Discovered Price or price higher than Discovered Price accepted by the Acquirer		

Notes:

- (i) *The timelines specified above are indicative in nature. It is subject to grant of extension of time by SEBI as indicated in Section 20.1 of the Letter of Offer.*
- (ii) *The Indicative Offer Price should in no way be construed as, (a) a ceiling or maximum price for the purpose of the reverse book building process and the Public Shareholders are free to tender their Shares at any price higher than or equal to the Floor Price in accordance with the Delisting Regulations; or (b) a commitment by the Acquirer to purchase the Shares at the Indicative Offer Price if the Discovered Price is lower; or (c) a commitment by the Acquirer to accept the Discovered Price if the same is lower than the Indicative Offer Price; or (d) any restriction on the ability of the Acquirer to modify the Indicative Offer Price.*

This page has been left blank intentionally

BID REVISION/ WITHDRAWAL FORM

in respect of the fully paid up equity shares of face value of Re. 1 each of

FRESENIUS KABI ONCOLOGY LIMITED

pursuant to the Delisting Offer by

FRESENIUS KABI (SINGAPORE) PTE LTD

(To be filled in by the Trading Member)

Bid Centre	Unique Identification Number	Date

I/We hereby revoke any offer made in any Bid Form submitted prior to the date of this Bid Revision/Withdrawal Form in respect of the Shares of the Company. I/We hereby make a new offer to tender the number of Shares set out or deemed to be set out herein and on and subject to the terms and conditions, as applicable.

BOX 1.			
Name (in BLOCK LETTERS)	Holder	Name	PAN No.
(Please write the names of the joint holders in the same order as appearing in the share certificate(s)/demat account)	Sole/ First		
	Second		
	Third		

BOX 2.				
TO BE FILLED IN ONLY IF THE NUMBER OF SHARES HAVE BEEN INCREASED AS COMPARED TO NUMBER OF SHARES TENDERED IN THE PREVIOUS BID				
FOR PUBLIC SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM				
Details of original share certificate(s) along with duly filled, signed transfer deed(s), as enclosed				
Folio No.	Share Certificate No.	Distinctive No.		Number of Shares
		From	To	
(If the space provided is inadequate please attach a separate continuation sheet)				Total:

BOX 3.**TO BE FILLED IN ONLY IF THE NUMBER OF SHARES HAVE BEEN INCREASED AS COMPARED TO NUMBER OF SHARES TENDERED IN THE PREVIOUS BID****FOR PUBLIC SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM**

Details of demat account and delivery instruction executed in favor of Special Depository Account

Name of the Depository	
Name of the Depository Participant	
Depository Participant's ID No	
Client ID No	
Date of execution/ acknowledgment of delivery instruction	
Number of Shares	

BOX 4.**Other enclosures, as applicable** (Please tick (√) the box to the right of the appropriate category)

Power of Attorney	<input type="checkbox"/>	Corporate Authorization	<input type="checkbox"/>
Death Certificate	<input type="checkbox"/>	Others (please specify)	<input type="checkbox"/>

BOX 5.**REVISION OF BIDS - REVISION OF BID PRICE. TO BE FILLED IN ONLY IF THE BID PRICE IS BEING REVISED UPWARDS**

Details of Previous Bid and Shares tendered pursuant to the Delisting Offer

	Figures in numbers	Figures in words
Number of Shares		
Bid Price per Share (in Rs.)		

Details of Revised Bid and Shares tendered pursuant to the Delisting Offer

	Figures in numbers	Figures in words
Number of Shares		
Bid Price per Share (in Rs.)		
Signature		
	Sole/ First Holder	Second Holder
		Third Holder

-
5. Please note that all the information, terms and conditions contained in the original Bid Form shall remain valid, except which has been revised under this Bid Revision / Withdrawal Form.
 6. In case you wish to tender additional dematerialized Shares, please ensure that you have instructed your depository participant (of the depository account in which your Shares are presently held) to deposit your additional Shares into the Special Depository Account of the Manager to the Delisting Offer. Alternatively, you may instruct the depository participant for marking a pledge in favour of the Special Depository Account of the Manager to the Delisting Offer in respect of the additional Shares tendered. In case you wish to tender additional physical Shares, please ensure that you attach the additional Share certificates and the transfer deed along with the Bid Revision / Withdrawal Form. Unregistered shareholders holding physical Shares should, additionally, enclose (a) original broker contract note, (b) valid Share transfer form(s) as received from the market, duly stamped and executed along with blank transfer form duly signed and witnessed at the appropriate place. Please ensure that the number of Shares tendered under the Bid Revision / Withdrawal Form is equal to the total number of Shares pledged/deposited into the Special Depository Account of the Manager to the Delisting Offer or the number indicated in the Share certificate(s) attached and the transfer deed executed.
 7. The Public Shareholders holding Shares in dematerialized form are requested to tender the Shares under the Delisting Offer by crediting the Shares to the following Special Depository Account in **OFF MARKET MODE**:

Depository Account Name	FKOL Delisting Escrow Demat Account
Depository Participant	DSP Merrill Lynch Limited
Depository Identification No.	IN302638
Client Identification No.	10067220

8. In case of Public Shareholder(s) other than individuals, copy of power of attorney, board resolution, authorization, etc. as applicable and required in respect of support/verification of this Bid Revision / Withdrawal Form, shall also be provided; otherwise, the same shall be liable for rejection.
9. The number of Shares tendered under the Delisting Offer should match with the number of Shares specified in the Share certificate(s) enclosed or Shares credited in the Special Depository Account under the respective client ID number.
10. The consideration shall be paid in the name of sole/first holder.
11. In case the Bids are not complete in all respects, the same may be liable for rejection.
12. **FOR SUBMITTING THE BID REVISION/ WITHDRAWAL FORM BY HAND DELIVERY:** Please submit this Bid Revision/ Withdrawal Form together with other necessary documents referred to above by hand delivery to the Trading Member and at the same Bid Center where the original Bid Form was submitted on or before 3:00 p.m. on October 21, 2013 i.e. one day before Bid Closing Date. Please refer to the Letter of Offer for the list of Bid Centers.
13. **FOR SUBMITTING THE BID REVISION/ WITHDRAWAL FORM BY REGISTERED POST/COURIER:** In case you reside in an area where no Bid Centres are located and/or you had originally tendered your Shares under the Delisting Offer by post/ courier, you may submit your Bid Revision/ Withdrawal Form by registered post/couier (at your own risk and cost) so as to ensure that the Bid Revision/ Withdrawal Form is delivered to the Trading Member on or before 3.00 p.m. on October 21, 2013 i.e. one day before Bid Closing Date.

14. Any such request for revision or withdrawal of Bids received after 3.00 p.m. on October 21, 2013 i.e. one day before the Bid Closing Date will not be accepted. Under no circumstances should the Bid Revision / Withdrawal Form be dispatched to the Acquirer, the Company, the Registrar to the Delisting Offer, or to the Manager to the Delisting Offer.

ACKNOWLEDGEMENT SLIP

Received from _____ a Bid Revision/ Bid Withdrawal Form for _____ fully paid up Shares of Fresenius Kabi Oncology Limited at a Bid Price of Rs. _____ per Share.

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
DP ID No.		Folio No.	
Client ID No.		Share Certificate No.	
Number of Shares		Number of Shares	

Received but not verified share certificate(s) and share transfer deeds:

ACKNOWLEDGMENT	
Application number	
Date of receipt	
Signature of the official	

Note: All future correspondence in this regard should be addressed to the Registrar to the Delisting Offer at the following address:

Link Intime India Private Limited

Address: C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400078

Tel: +91 22 2596 7878 **Fax:** +91 22 2596 0329

Email: fkol.delisting@linkintime.co.in **Contact Person:** Pravin Kasare

In all future correspondence, please quote the full name of the sole / first Public Shareholder, Depository Participant's ID No. and Client ID No. in case of Shares held in dematerialized form; Folio No. in case of Shares held in physical form; number of Shares offered and the name of the Bid Centre where the Bid Form was submitted.

This page has been left blank intentionally

This page has been left blank intentionally