

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

EXIT OFFER LETTER

From
Fresenius Kabi (Singapore) Pte Limited (“Acquirer”)

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

pursuant to Regulation 21 of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009 (the “**Delisting Regulations**”) inviting you to tender your fully paid up equity shares of face value Re. 1/- each (“**Shares**”) to the Acquirer at the Exit Price as announced in the public announcement dated October 30, 2013 and published on October 31, 2013 in all the editions of Financial Express, Jansatta and the Mumbai edition of Navshakti in accordance with the Delisting Regulations

This exit offer letter (“Exit Offer Letter”) is being sent to you as a public shareholder of

Fresenius Kabi Oncology Limited

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

EXIT PRICE	Rs. 135 per Share
EXIT PERIOD OPENS	January 10, 2014
EXIT PERIOD CLOSSES	January 9, 2015

MANAGER TO THE EXIT OFFER	REGISTRAR TO THE EXIT 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></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>

Dear Shareholder,

This is an invitation to tender your Shares in the Company in favour of the Acquirer at an Exit Price of Rs. 135/- per Share subject to the terms and conditions provided below (“Exit Offer”).

Vide a public announcement dated September 16, 2013 (“**Public Announcement**”) and letter of offer dated September 14, 2013 (“**Letter of Offer**”), as amended by the first corrigendum to the Public Announcement and the Letter of Offer published on October 13, 2013, the second corrigendum to the Public Announcement and the Letter of Offer published on October 19, 2013 and the supplement to the second corrigendum (to the Public Announcement and the Letter of Offer) published on October 22, 2013, the Acquirer made an offer seeking to acquire up to 30,063,255 Shares representing 19% of the paid-up equity share capital of the Company from the public shareholders of the Company (“**Delisting Offer**”) and consequently seeking to delist the Shares of the Company from the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”), being stock exchanges (“**Stock Exchanges**”) where the Shares were listed, in accordance with the Delisting Regulations. The public shareholders of the Company were invited to submit bids pursuant to a reverse book building (“**RBB**”) process made available through the electronic system of the BSE from October 23, 2013 to October 25, 2013. Vide a public announcement dated October 30, 2013 (“**Post Offer PA**”), the Acquirer accepted the exit price of Rs. 135 per Share (“**Exit Price**”). Adequate number of Shares was tendered at or below the Exit Price such that upon acquisition by the Acquirer of the Shares so tendered, the shareholding of the Acquirer exceeded 90.5% of the total share capital of the Company. The Delisting Offer was thus successful in accordance with Regulation 17 of the Delisting Regulations. Pursuant to the Post Offer PA, the Acquirer acquired 16,912,155 Shares from public shareholders of the Company at the Exit Price. Consequently, as on the date of this Exit Offer Letter, the Acquirer holds 91.68% of the fully paid up equity share capital of the Company. On December 30, 2013 the Acquirer made a public announcement (“**Exit Offer PA**”) in all the editions of Financial Express, Jansatta and the Mumbai edition of Navshakti, informing the Residual Shareholders (hereinafter defined) of the terms and conditions of this Exit Offer.

Following the closure of the Delisting Offer and in accordance with the Delisting Regulations, the Company applied for the delisting of its Shares from the BSE and from NSE on November 1, 2013. BSE vide its notice no. 20131220-27 dated December 20, 2013 has communicated that trading in the Shares of the Company will be discontinued with effect from January 3, 2014 (i.e. w.e.f. closing hours of trading on January 2, 2014) and the Shares of the Company will be delisted from BSE with effect from January 10, 2014. NSE, vide its circular reference no. 1073/2013 has communicated that trading in the Shares of the Company will be discontinued with effect from January 3, 2014 (i.e. w.e.f. closing hours of trading on January 2, 2014) and the Shares of the Company will be delisted from NSE with effect from January 10, 2014.

Delisting of the Shares of the Company means that the Shares of the Company cannot and will not be traded on the Stock Exchanges and a liquid market for trading of the Shares will no longer be available.

In accordance with Regulation 21 of the Delisting Regulations, the Acquirer hereby provides an exit opportunity to all public shareholders of the Company who hold Shares (i.e. those public shareholders who have not tendered their Shares in the Delisting Offer / whose tender of Shares had been rejected in the Delisting Offer) (“Residual Shareholders”), to sell their Shares to the Acquirer for a period of one year from the date of delisting of the Company from the Stock Exchanges. Residual Shareholders will be able to tender their Shares in favour of the Acquirer at the Exit Price, at any time from January 10, 2014 till January 9, 2015 (the “Exit Period”), on the terms and subject to the conditions set out in this Exit Offer Letter and the Exit Offer PA. This Exit Offer Letter has been dispatched to all Residual Shareholders of the Company, who were shareholders of the Company as on January 10, 2014. However, all owners (registered or unregistered) of the Shares of the Company are eligible to participate in the Exit Offer any time before and until January 9, 2015.

It may be noted that the Securities and Exchange Board of India (“SEBI”) has informed the BSE and the NSE vide its letter dated December 20, 2013 that SEBI has filed an appeal in this matter before the Hon’ble Supreme

Court of India and the outcome of the same is awaited.

1. PROCEDURE FOR TENDERING YOUR SHARES UNDER THE EXIT OFFER

Please contact Link Intime India Private Limited (“**Registrar to the Exit Offer**” or “**Registrar**”) at the contact details given below in this Exit Offer Letter, if you require any clarification regarding the procedure for tendering your Shares.

1.1 Procedure for Residual Shareholders holding Shares in dematerialised form

1.1.1 The Residual Shareholders holding Shares in dematerialised form, who are desirous of tendering their Shares in the Exit Offer must submit (a) the enclosed application form (“**Application Form**”) duly filled and signed, and (b) a counterfoil / photocopy of their depository participant instruction evidencing transfer of dematerialized Shares as detailed in paragraph 1.1.2 below, by hand delivery or by registered post or courier (at their own risk and cost) with the envelope marked “**FRESENIUS KABI ONCOLOGY LIMITED – EXIT OFFER**” so as to reach the Registrar to the Exit Offer at the address given in paragraph 1.5 below on or before January 9, 2015 (i.e. the last day of the Exit Period).

1.1.2 The Residual Shareholders must transfer their dematerialised Shares from their respective depository account, **in off-market mode**, to the special depository account opened by the Registrar to the Exit Offer named “FKOL Delisting Escrow Demat Account” (“**Demat Escrow Account**”), the details of which are as follows:

Depository	National Securities Depository Limited
Demat Escrow Account Name	FKOL Exit Offer Escrow Demat Account
Name of Depository Participant	DSP Merrill Lynch Limited
Depository Identification No.	IN302638
Client Identification No.	10067756
ISIN Number of the Scrip	INE575G01010

Failure to credit your dematerialised Shares into the Demat Escrow Account may result in your tender being invalid.

1.1.3 Residual Shareholders who hold their Shares in dematerialised form through Central Depository Services (India) Limited (“**CDSL**”) will have to execute an inter depository delivery instruction for the purpose of crediting their Shares in favour of the Demat Escrow Account. All transfers should be in off-market mode. It is the responsibility of the Residual Shareholders to ensure that their Shares are credited in favour of the Demat Escrow Account and their Application Form reaches the Registrar to the Exit Offer on or before the expiry of the Exit Period.

1.1.4 The Shares will be held in the Demat Escrow Account until the consideration payable has been dispatched to the eligible Residual Shareholders or the unaccepted Shares are credited back to the Residual Shareholder’s depository account.

1.1.5 Residual Shareholders who are not residents of India should also submit along with their Application Form, all the documents set out in paragraphs 2 and 6 below.

1.2 Procedure for Residual Shareholders holding Shares in physical form

- 1.2.1 All Residual Shareholders holding Shares in the form of physical share certificates (“**Physical Shares**”), who wish to tender their Physical Shares, should complete the Application Form in accordance with the instructions given below (as applicable) and submit the same along with the following documents by hand delivery or by registered post / courier (at their own cost and risk) with the envelope marked “**FRESENIUS KABI ONCOLOGY LIMITED - EXIT OFFER**” so as to reach the Registrar to the Exit Offer at the addresses given in paragraph 1.5 below on or before January 9, 2015 (i.e. the last day of the Exit Period):
- (a) the enclosed Application Form, duly completed and signed by the Residual Shareholder or all Residual Shareholders (in the case of joint holdings) whose name(s) appear on the Share certificate(s), in the order in which such names appear on the Share certificate(s);
 - (b) valid Share transfer deed(s) duly signed as transferors by all registered Residual 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. Share transfer deed(s) is/are enclosed with the Application Form. The Residual Shareholders should sign on the Share transfer deed at the places marked as “x” on the deed(s);
 - (c) the original Share certificate(s);
 - (d) if the Residual Shareholder is a company, a 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; and
 - (e) if the Residual Shareholder(s) is(are) not resident in India, the relevant documents set out in paragraphs 2 and 6 below.
- 1.2.2 The Registrar to the Exit Offer will hold in trust the Share certificate(s) and the Share transfer deed until the dispatch of the consideration payable or the unaccepted Share certificate(s) has/have been dispatched to the Residual Shareholder concerned.
- 1.3 It shall be the responsibility of the Residual Shareholders tendering in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Acquirer shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Application Form, wherever applicable. The Residual Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Shares failing which the Application Forms may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to such Residual Shareholders. On receipt of the Shares in the Demat Escrow Account, the Acquirer shall assume that the eligible Residual Shareholders have submitted their Application Forms only after obtaining applicable approvals, if any. The Acquirer reserves the right to reject those Application Forms which are submitted without attaching a copy of such required approvals.
- 1.4 The Shares to be acquired under the Exit 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.
- 1.5 Residual Shareholders may tender their Shares to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. Residual Shareholders should ensure that their Application Form, together with the

necessary enclosures is received by the Registrar to the Exit Offer at the address given below on or before January 9, 2015 (i.e. the last day of the Exit Period):

Link Intime India Private Limited
Unit: Fresenius Kabi Oncology Ltd – Exit Offer
 C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, India
 Tel: (91 22) 2596 7878
 Fax: (91 22) 2596 0329
 Email: fkol.delisting@linkintime.co.in
 Contact Person: Mr. Pravin Kasare

Note: Hand Delivery - Monday to Friday 10:00 AM to 1.00 PM and 2.00 PM to 4:30 PM, except Public Holidays

- 1.6 In the event that Shares are being tendered on behalf of the Residual Shareholders by power of attorney holders (“**PoA Holders**”), the Application Forms and the Share transfer deeds, where applicable, shall be signed by the PoA Holders. Further, a copy of the power of attorney executed in favour of the PoA Holders should also be provided in the event that such power of attorney is not already registered with the Company or the Registrar or the Company’s share transfer agent.
- 1.7 In case of Residual Shareholders resident in India, even in the event of non-receipt of the duly completed Application Form, but receipt of original Share certificate(s) and duly signed valid share transfer deed, the Exit Offer would be deemed to have been accepted by such resident Residual Shareholders. Similarly in case of non-receipt of documents, but receipt of the Shares held by any Residual Shareholders in the Demat Escrow Account, the Acquirer may deem the Exit Offer to have been accepted by such Residual Shareholders.
- 1.8 In the event of any Residual Shareholder not receiving, or misplacing, their Exit Offer Letter, they may obtain a copy by writing to the Registrar to the Exit Offer, clearly marking the envelope “**FRESENIUS KABI ONCOLOGY LIMITED - EXIT OFFER**”. The Exit Offer Letter and the Application Form can also be downloaded from the website of the Registrar to the Exit Offer, www.linkintime.com or from the website of the Company at www.fresenius-kabi-oncology.com or by sending an email request to fkol.delisting@linkintime.co.in.

2. **NON-RESIDENT SHAREHOLDERS**

- 2.1 Only the non-resident Residual Shareholders should submit the following additional documents, as applicable to them:

Category	Documents
Non-resident Residual 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 Residual 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 Exit Offer (including without limitation the approval from the Reserve Bank of India (“ RBI ”), since the Shares validly accepted in the Exit Offer will be

Category	Documents
	<p>acquired by a non-resident entity) and submit such approvals along with the Application Form and other documents required to accept the Exit Offer. Further, if the Residual 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 Exit Offer, along with the other documents required to accept this Exit Offer. If, the Shares are held under general permission of the RBI, the non-resident Residual 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 tendered under this Exit Offer.</p> <p>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.</p> <p>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 Residual 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</p> <p>Self attested copy of the PAN card or PAN allotment letter.</p> <p>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.</p> <p>OCBs to submit Form OAC for the current year.</p>
Foreign Institutional Investors (“FII(s)”)	<p>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.</p> <p>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.</p> <p>Self attested copy of the PAN card or PAN allotment letter.</p>

Category	Documents
	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 Residual 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.

- 2.2 If any of the documents referred to in paragraph 2.1 above are not enclosed along with the non-resident Residual Shareholder's Application Form, then the Acquirer reserves the right to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Residual Shareholders on the gross consideration amount payable to such non-resident Residual Shareholder's or may treat the tender of Shares under the Exit Offer as invalid.

3. SETTLEMENT

- 3.1 Following fulfillment of the terms and conditions mentioned herein and the Exit Offer PA, the applicable consideration (after deducting applicable withholding tax) will be paid by the Acquirer by way of pay order or demand draft or by means of electronic funds transfer, as applicable. The pay orders or demand drafts will be dispatched to the relevant Residual Shareholders, at their own risk, by way of speed post/registered post.
- 3.2 For physical Shares, upon receipt of duly filled valid Application Forms (together with necessary enclosures and documents, if any, as identified in this Exit Offer Letter) and physical Share certificates (along with duly filled in transfer deeds, as applicable) by the Registrar to the Exit Offer, the Registrar to the Exit Offer shall dispatch the pay order or demand draft or make electronic funds transfer to Residual Shareholders at the bank account details set out in the enclosed Application Form.
- 3.3 For the Shares held in dematerialised form, upon receipt of the duly filled valid Application Forms (together with necessary enclosures and documents, if any, as identified in this Exit Offer Letter) and Shares in the Demat Escrow Account, payment shall be made to the bank account registered with the depository participant of the Residual Shareholder.
- 3.4 All payments shall be made to the Residual Shareholders (who have validly tendered their Shares) by the 10th working day of the immediately subsequent calendar month from the date of receipt by the Registrar to the Exit Offer, of the duly filled valid Application Forms along with necessary documentation for tendering the Shares (as identified in this Exit Offer Letter) and the receipt of Shares in the Demat Escrow Account / receipt of physical Share certificates (along with duly filled in transfer deeds, as applicable). Residual Shareholders shall be duly intimated of such payment by way of a letter by the Registrar to the Exit Offer.
- 3.5 In case of physical Shares that have been validly tendered, the pay order/demand draft/electronic payment will be drawn in the name of the sole or first named Residual Shareholder (in case of joint holdings) as furnished in the Application Form. In case the bank account details are not provided or have been

provided but are incorrect, the payments shall be withheld till such details/correct details are provided. Residual Shareholders who wish to receive their payment by means of electronic funds transfer should provide the IFSC code along with their bank account details in the Application Form. Please note that in such case, payment would be transferred electronically (at your risk) based on the bank account details provided by you.

4. PERIOD

- 4.1 The Residual Shareholders may tender their Application Forms to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. The Residual Shareholders are required to ensure that their Application Form, together with the necessary enclosures (along with physical Share certificates, if any), is received by the Registrar to the Exit Offer on or before January 9, 2015. In case of Residual Shareholders tendering Shares in dematerialised form, such Shares should also be credited to the Demat Escrow Account on or before January 9, 2015.

5. STATUTORY AND REGULATORY APPROVALS

- 5.1 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.
- 5.2 To the best of the Acquirer's knowledge, as on the date of this Exit Offer Letter, there are no other statutory or regulatory approvals required to acquire the Shares from the Residual Shareholders, other than those indicated above.
- 5.3 If any other statutory or regulatory approvals become applicable, the acquisition of the Shares by the Acquirer pursuant to this Exit Offer will also be subject to such statutory or regulatory approvals.
- 5.4 It shall be the responsibility of the Residual Shareholders tendering in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Shares held by them in the Exit Offer, and the Acquirer shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Application Form, wherever applicable.
- 5.5 The Acquirer reserves the right not to proceed with or withdraw this Exit Offer if any of the requisite statutory approvals are not obtained or if it is required to do so in accordance with applicable laws or conditions which the Acquirer considers in its sole discretion to be onerous are imposed in respect of such approvals.

6. TAX DEDUCTED AT SOURCE

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

- 6.1 All Residual 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.

- 6.2 No tax is required to be deducted by the Acquirer on payment of consideration to resident Residual Shareholders.
- 6.3 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 Residual Shareholders for Shares accepted in the Exit 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 Residual Shareholders, all the Residual Shareholders have to specify various details in the Application Form including but not limited to the following particulars:
- 6.3.1 Whether the Residual Shareholder is a resident or non-resident in India for the tax year under consideration.
- 6.3.2 In case the Residual 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 Residual 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.
- 6.4 In addition to the above, the Residual Shareholders would have to enclose various applicable documents as may be listed in the Application Form to determine the TDS rate on the gross consideration payable.
- 6.5 The rate of TDS for various sub categories of non-resident Residual Shareholders is tabulated on the following page. The payment of consideration to such non-resident Residual 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	20	10	3	22.66	30	10	3	33.99	30	10	3	33.99
(i) where the consideration exceeds Rs. 10 million	20	nil	3	20.6	30	nil	3	30.9	30	nil	3	30.9
(ii) where the consideration does not exceed Rs. 10 million												

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.

- 6.6 As per the provisions of 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.
- 6.7 In the event the aforementioned categories of non-resident Residual 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 Application 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.

- 6.8 In case the documents /information as requested in the Application 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 Residual Shareholder.
- 6.9 The withholding tax provisions summarized above are applicable only to those Non-Resident Residual Shareholders who have PAN under the IT Act and furnish the same in the Application Form. No securities transaction tax is payable on the Shares tendered in the Exit Offer. A self-attested copy of PAN card is also required to be attached as evidence.
- 6.10 In case PAN is not mentioned in the Application Form or a 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.
- 6.11 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 Residual Shareholder is a resident for tax purposes (“**Overseas Tax**”). For this purpose, the non-resident Residual 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 Residual 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 Exit Offer do not accept any responsibility for the accuracy or otherwise of the above tax advice. Residual 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.

7. COMPLIANCE OFFICER AND GENERAL ENQUIRY

- 7.1 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

- 7.2 In case the Residual Shareholders have any queries concerning the non-receipt of credit or payment for Shares, they may address the same to:

Link Intime India Private Limited
Unit: Fresenius Kabi Oncology Ltd – Exit Offer
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, India
Tel: (91 22) 2596 7878
Fax: (91 22) 2596 0329
Email: fkol.delisting@linkintime.co.in
Contact Person: Mr. Pravin Kasare

8. GENERAL

Every Residual Shareholder who desires to avail the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claims against the Acquirer or the Company or the Manager to the Exit Offer or the Registrar to the Exit Offer, whatsoever by reason of any loss which may be suffered by such Residual Shareholder consequent to or in connection with the Exit Offer.

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

Sd/-

Name: Gerrit Steen

Designation: Director

Date: January 10, 2014

Sd/-

Name: Mats Christer Henriksson

Designation: Director

Date: January 10, 2014

If you require any clarification in connection with this Exit Offer Letter, you should consult the Registrar to the Exit Offer at:

Link Intime India Private Limited

Unit: Fresenius Kabi Oncology Ltd – Exit Offer

C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, India

Tel: (91 22) 2596 7878

Fax: (91 22) 2596 0329

Email: fkol.delisting@linkintime.co.in

Contact Person: Pravin Kasare

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**APPLICATION FORM FOR TENDERING EQUITY SHARES OF
FRESENIUS KABI ONCOLOGY LIMITED
AT THE EXIT PRICE OF RS. 135/- PER EQUITY SHARE**

Please read this document along with the public announcement published on December 30, 2013 (“**Exit Offer PA**”) and the enclosed exit offer letter dated January 10, 2014 (“**Exit Offer Letter**”) issued by Fresenius Kabi (Singapore) Pte Ltd (“**Acquirer**”), since the terms and conditions of the Exit Offer PA and the Exit Offer Letter are deemed to have been incorporated in and form part of this document. Unless the context otherwise requires and specifies, capitalized expressions in this Application Form have the same meanings as defined in the Exit Offer Letter.

EXIT PERIOD OPENS	January 10, 2014	EXIT PERIOD CLOSSES	January 9, 2015
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This Application Form, duly filled and signed along with the applicable enclosures should be delivered by hand or sent by registered post/courier (at your own cost and risk) with the envelope marked “**FRESENIUS KABI ONCOLOGY LIMITED – EXIT OFFER**” to the Registrar to the Exit Offer, at the address given below:

Link Intime India Private Limited
Unit: Fresenius Kabi Oncology Ltd – Exit Offer
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, India
Tel: (91 22) 2596 7878
Fax: (91 22) 2596 0329
Email: fkol.delisting@linkintime.co.in
Contact Person: Mr. Pravin Kasare

Note: Hand Delivery - Monday to Friday 10:00 AM to 1.00 PM and 2.00 PM to 4:30 PM, except Public Holidays

Dear Sir(s),

Re: Exit Offer for fully paid up Shares of the Company by the Acquirer under the Delisting Regulations:

1. I/We, having read and understood the terms and conditions set out below, in the Exit Offer PA and in the Exit Offer Letter, hereby tender my/our Shares in response to the Exit Offer at the Exit Price of Rs. 135 per Share.
2. I/We hereby undertake the responsibility for the Application Form and the Shares tendered under the Exit Offer and I/we hereby confirm that the Acquirer/Manager to the Exit Offer or the Registrar to the Exit Offer shall not be liable for any delay/loss in transit resulting in delayed receipt or non receipt of the Application Form along with all requisite documents, or delay/failure in credit of Shares to the Demat Escrow Account within due time, due to inaccurate/incomplete particulars/instructions or any reason whatsoever.
3. I/We understand that this application is in accordance with the Delisting Regulations and all other applicable laws.
4. I/We also understand that the payment of consideration will be done, if this application is accepted, after due verification of this Application Form, documents and signatures. I/We also understand that should I/we fail to furnish all relevant documents as set out in this Application Form, the Exit Offer PA or the Exit Offer Letter, this Application Form may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us.
5. I/We hereby confirm that I have never sold or parted/dealt with, in any manner, the Shares tendered under the Exit Offer and these Shares are free from any lien, equitable interest, charges and encumbrances, whatsoever.
6. I/We hereby declare that there are no restraints/injunctions, or other order of any nature which limits/restricts

my/our rights to tender these Shares and I/we are the absolute and only owner of these Shares and legally entitled to tender the Shares under the Exit Offer.

7. 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 Exit Offer, I/we agree to indemnify the Acquirer for the same along with costs related thereto.
8. I/We authorize the Acquirer, Manager to the Exit Offer and Registrar to the Exit Offer to send the payment of consideration by way of crossed account pay order/demand draft/pay order through way of crossed account pay order/demand draft/pay order through registered post or speed post, as the case may be/ RTGS/NEFT, and at the address registered with the Company, at my own risk.
9. I/We undertake to return the amount received by me/us inadvertently, immediately.
10. I/We agree that upon acceptance of the Shares by the Acquirer, tendered by me/us under the Exit Offer, I/we would cease to enjoy all right, title, claim and interest whatsoever, in respect of such Shares.
11. I/We authorize the Acquirer to accept the Shares so offered, which it may decide to accept in consultation with the Manager to the Exit Offer and in terms of the Exit Offer Letter.
12. I/We understand that in respect of the Shares tendered in physical form, original Share certificate(s) and signed transfer deed(s) will be held in trust for us by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to us or if our application is not valid or not accepted for any reason, until such time as the Shares are returned back;
13. My/Our signature on our depository participant instruction has been duly verified and attested by our depository participant as evidenced by our depository participant's stamp of acknowledgement;
14. If I/We are a non-resident Residual Shareholder, I/We have also enclosed with this Application Form the relevant documents referred to in the Exit Offer Letter, and that if such documents are not enclosed with this Application Form, the Acquirer reserves the right to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Residual Shareholders on the gross consideration amount payable to such Residual Shareholders or may treat this application as invalid;
15. I/We further authorize the Acquirer to return to me/us, the Share certificate(s) in respect of which this Application Form is found not valid or is not accepted, specifying the reasons thereof and in the case of dematerialized Shares, to the extent not accepted will be released to my depository account at my/our sole risk;
16. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of the Exit Offer and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations; and

17. I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

Box 1.	Name (in BLOCK LETTERS)	Holder Name	Signature	Permanent Account Number (PAN)	
	(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.	Contact Number(s)	Tel No (with STD Code):	Mobile No:		
Box 3.	Full Address of the First Holder (with pin code)				
Box 4.	Email address				
Box 5.	Type of Investor Please tick (✓) the box to the right of the appropriate category	Resident¹		Non-Resident¹	
		Individual		NRI- Repatriable	
		HUF		NRI- Non Repatriable	
		Trust		Individual (other than NRI)	
		Domestic Company		FII- Corporate	
		Mutual Fund		FII- Others	
		Banks		Foreign Company	
		FI		OCB	
Others (Please specify)		Others (Please specify)			
Box 6.	FOR RESIDUAL SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM				
	Details of original Share certificate(s) along with duly filled, signed transfer deed(s), as enclosed.				
Sr. No.	Folio No.	Share Certificate(s) No.	Distinctive No.		Number of Shares
			From	To	
(If the space provided is inadequate please attach a separate continuation sheet)				TOTAL	

FOR RESIDUAL SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM

Details of demat account and delivery instruction executed in favour of Demat Escrow Account. Please ensure that your Shares are credited into the Demat Escrow Account in OFF MARKET MODE.

¹ Residential status as determined on the basis of criteria laid down in section 6 of the Income Tax Act, 1961

Name of the Depository	
Name of Depository Participant	
Depository participant's ID No.	
Client ID No.	
Date of execution/acknowledgement of delivery instruction (copy enclosed)	
Number of Shares	

Box 7.	Other enclosures, as applicable (Please tick (✓) the box to the right of the appropriate category)	Power of Attorney		Others (Please specify)	
		Death Certificate		Corporate Authorization	

Box 8.	Details of Bank Account				
	<p>For Residual Shareholders holding their Shares in dematerialised form, the bank details will be obtained from the respective depositories for payments. Residual 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 Residual Shareholders at their sole risk and none of the Acquirer, the Company, the Manager to the Exit Offer, or the Registrar to the Exit Offer shall be responsible for any such delay.</p> <p>For Residual 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 Application Form, please fill the following details of the sole Residual 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.</p>				
	Name of the Bank				
	Complete branch address (including country and pin code)				
	Account No.				
	Savings/Current/Others (Please Specify)				
	MICR Code				
IFSC Code					

Box 9	<p>Tax Certification (Non Resident Indians ("NRIs") / Overseas Corporate Bodies ("OCBs") / Foreign Institutional Investors ("FIIs") / Foreign Nationals, Foreign Companies, etc. / Non- Resident Residual Shareholders ONLY)</p> <p>Please refer to the Exit Offer Letter for details regarding tax to be deducted at source. Residual Shareholders are also advised to consult their tax advisors in their case, and the appropriate course of action that they should take.</p> <p>I/We certify that the Shares referred to in Box 6 are held: (please tick (✓))</p>				

	On Investment/ Capital Account		On Trade / Business Account Account / to be taxed as Business Profits	
I/We certify that the tax deduction on the Shares referred to in Box 6 is to be deducted on accountof: (Please tick(√) as applicable)				
	Short Term Gains		Long Term 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)				
<input type="checkbox"/> 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. In the case of NRIs only, where the Shares have been acquired/ purchased with or subscribed to in convertible foreign exchange and the Shareholder wants to certify himself as having opted / not opted out of Chapter XII-A of the IT Act, then please tick (√) in the appropriate box below				
I certify that:				
<input type="checkbox"/> I have not opted out of Chapter XII-A of the Income Tax Act, 1961 <input type="checkbox"/> I have opted out of Chapter XII-A of the Income Tax Act, 1961				
Date of Acquisition of Shares:				
PERMANENT ACCOUNT NUMBER: _____				

Box 10: Tax Deduction at Source

For tax deduction at source purposes, I/we have enclosed the following documents that are applicable to me/us (Please tick)

FOR FII RESIDUAL 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 IT Act	
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 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	
FOR NON RESIDENT RES IDUAL 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 IT Act	
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 Exit Offer	
Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the Residual 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 11: Documents to be submitted along with the Application Form

- a) Non-resident Residual 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 Residual 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 Residual 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 Residual 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 Exit Offer.
- d) NRIs, OCBs, FIIs and non-resident Residual 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 IT Act, 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 Residual 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 IT Act, 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 Residual Shareholder, on the full consideration payable by the Acquirer.

CHECKLIST

DEMAT SHAREHOLDERS		PHYSICAL SHAREHOLDERS	
1.	APPLICATION FORM	1	APPLICATION 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 EQUITY SHARES HELD THROUGH CDSL	3	VALID SHARE TRANSFER DEED. UNREGISTERED RESIDUAL SHAREHOLDERS TO ADDITIONALLY PROVIDE ORIGINAL BROKER CONTRACT NOTE AND VALID SHARE TRANSFER FORMS AS RECEIVED FROM THE MARKET, DULY STAMPED AND EXECUTED AS THE TRANSFEREE(S) ALONG WITH BLANK TRANSFER FORMS DULY SIGNED AS TRANSFEROR(S) AND WITNESSED AT THE APPROPRIATE PLACE
4.	OTHER DOCUMENTS, AS APPLICABLE	4	OTHER DOCUMENTS, AS APPLICABLE.

Notes:

1. All documents/remittances sent by / to the Residual Shareholders will be at their risk and Residual Shareholders are advised to adequately safeguard their interests in this regard.
2. Please read these notes along with the entire contents of the Exit Offer PA and the Exit Offer Letter.
3. In the case of Residual 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 Application Form shall also be provided; otherwise, the application shall be liable for rejection.
4. Please refer to paragraphs 1.1, 1.2 and 2 of the Exit Offer Letter for details of documents.
5. The number of Shares tendered under the Exit Offer should match with the number of Shares specified in the Share certificate(s) enclosed or Shares credited in the Demat Escrow Account under the respective client ID number.
6. The consideration shall be paid in the name of sole/first holder.
7. In case the Application Form is not complete in all respects, the same may be liable for rejection.

Box 12: Depository participant instructions

Before submitting this Application Form, 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 Demat Escrow Account, details of which are given below. Failure to credit your Shares into the correct depository account may result in rejection of your offer to tender Shares.

I/We confirm that I/we have enclosed a photocopy/counterfoil of my/our delivery instructions to my / our depository participant (duly acknowledged by such depository participant), crediting my/our Shares to the Demat Escrow Account detailed below:

Depository	National Securities Depository Limited
Demat Escrow Account Name	FKOL Exit Offer Escrow Demat Account
Name of Depository Participant	DSP Merrill Lynch Limited
Depository Identification No.	IN302638
Client Identification No.	10067756
ISIN Number of the Scrip	INE575G01010

Please note that the transfer should be in off-market mode. For Shares held through CDSL, please execute an inter-depository delivery instruction. It is the sole responsibility of the Residual Shareholders to ensure that their Shares are credited to the Demat Escrow Account on or before January 9, 2015.

Box 13: For Shares in Physical Form

Before submitting this Application Form, you must execute valid Share transfer deed(s) in respect of the Shares intended to be tendered under the Exit Offer and attach thereto all the relevant physical Share certificate(s). The Share transfer deed(s) shall be signed by the Shareholder (or in case of joint holdings by all the joint holders in the same order) 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. Limited". 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.

Box 14: For Unregistered Shareholders

Unregistered Residual Shareholders should enclose, as applicable, (a) this Application 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 as the transferee(s) along with blank transfer form duly signed as transferor(s) and witnessed at the appropriate place. The transfer deed should be in favour of "Fresenius Kabi (Singapore) Pte Limited". All other requirements for valid transfer will be preconditions for acceptance.

Note: All future correspondence, if any, should be addressed at the following address:

Registrar to the Exit Offer
Link Intime India Private Limited Unit: Fresenius Kabi Oncology Ltd – Exit Offer
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, India Tel: (91 22) 2596 7878 Fax: (91 22) 2596 0329 Email: fkol.delisting@linkintime.co.in Contact Person: Mr. Pravin Kasare

..... Tear along this line.....

ACKNOWLEDGEMENT SLIP
Exit Offer for Fresenius Kabi Oncology Limited

Received from Mr./Ms./M/s. _____ an Application Form for
_____ equity share(s) of
Fresenius Kabi Oncology Limited at the Exit Price of Rs. 135 per Share

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

Received but not verified Share certificate(s) and Share transfer deed

Stamp of the Registrar to the Exit Offer

ACKNOWLEDGEMENT	
Application Number	
Date	
Signature	