



Sequent Scientific Limited

CIN: L99999MH1985PLC036685

Regd. Office: 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22, Wagle Industrial Estate, Thane (West) - 400 604,
Tel No: +91 22 4111 4777 Website: www.sequent.in | Email: investors@sequent.in

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of Sequent Scientific Limited will be held on Tuesday, September 26, 2017 at Hotel Satkar Residency, Pokhran Road No. 01, Next to Cadbury, Opp. Singhania High School, Thane (West) - 400 606 at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

Item no. 1 – Adoption of Financial Statements for the period ended March 31, 2017

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon; and.
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon

Item no. 2 – Appointment of a Director in place of a retiring Director

To appoint a Director in place of Dr. S Devendra, Director (DIN: 00050440), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Item no. 3 – Ratification of appointment of Statutory Auditors

To ratify the appointment of M/s. Deloitte Haskins and Sells, Chartered Accountants (Firm's Registration No. 008072S) as Statutory Auditors of the Company for the year 2017-18 and to authorise the Board of Directors to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any," of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors, the members of the Company do hereby ratify the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 008072S) as the Statutory Auditors of the Company who have been appointed as Statutory Auditors of the Company pursuant to the resolution passed by the members at the Annual General Meeting held on September 29, 2014 for a period of 5 (Five) years from the conclusion of Twenty Ninth Annual General Meeting till the conclusion of Thirty Fourth Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix and revise their remuneration as may be determined by the Audit Committee in consultation with the Auditors for the year 2017-18.

SPECIAL BUSINESS:

Item no. 4 – Remuneration to the Cost Auditor for the Financial Year 2017-18

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, consents and permissions, if required, the Members hereby ratify the remuneration upto limit of INR 350,000/- (Rupees Three Lakh Fifty Thousand Only) plus applicable taxes and out-of-pocket expenses incurred in relation to cost audit, payable to M/s. Kirit Mehta & Co., Practicing Cost Accountants, who have been appointed by the Board of Directors of the Company to conduct audit of the Cost records for the Financial Year 2017-18.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Item no. 5 – Related party transactions of the Company

To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), approval of the Members of the Company be and is hereby accorded for entering into the following Related Party Transactions by the Company with the related parties:

Sr. No.	Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Nature, material terms & particulars of the contract or arrangement from April 1, 2016 to March 31, 2017	Monetary Value upto (Rupees in Million)	Any other information
1.	Strides Shasun Limited, India, formerly known as Strides Arcolab Limited ("Strides")	Mr. Arun Kumar, Promoter of the Company is a Promoter and Managing Director of Strides	Enterprises owned or significantly influenced by Key Management Personnel	Sale of Material / Services as per prevailing market prices	2,000.00	The Company will supply Active Pharmaceutical Ingredients (Raw Materials) to Strides at prevailing market price

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 6 -Appointment of Mr. Sharat Narasapur as Joint Managing Director

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Sharat Narasapur (DIN: 02808651) as Joint Managing Director, of the Company without any remuneration for a period of three years with effect from January 8, 2017, and he shall be responsible to manage the day-today business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Sharat Narasapur (DIN: 02808651) shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.

RESOLVED FINALLY THAT the Board of Directors, Nomination & Remuneration Committee of authorized the Company and the Company Secretary of the Company, be and are hereby to do all such acts, deeds, matters and things necessary to carry on the terms of this resolution."

By order of the Board of Directors
For Sequent Scientific Limited

sd/-

Krupesh Mehta
Company Secretary

Place: Thane
Date: August 3, 2017

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. Pursuant to the provisions of the Section 105 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment for the time being in force), a person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent (10%) of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent (10%) of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out material facts in respect of the business of this notice is annexed hereto.
4. Members are requested to kindly bring the attendance slip duly filled and signed and handover the same at the entrance of the meeting.
5. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking appointment / re-appointment at the AGM, is given in the Exhibit to this Notice.
6. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Annual General Meeting.
7. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.
8. All documents referred to in the Notice and Explanatory Statement annexed thereto are available for inspection at the Registered Office of the Company between 10 AM to 12 Noon on all working days of the Company till the date of the Thirty Second Annual General Meeting.
9. During the Financial year 2016-17, the Company had transferred unclaimed dividend of INR 14,523 to the Investor Education and Protection Fund.
10. In support to the Green Initiative, the Company has decided to send documents like Notice convening the general meetings, Financial Statements, Board's Report, and Auditors' Report etc. to the email address registered by the Members with their depositories. We request Members to update their email address with their depository participant to ensure that the annual report and other documents reach them on their preferred email address. Members who have not registered their email ids with depository participants may register their email ids with their respective depository participants. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at investors@sequent.in. Shareholders may obtain the physical copies of these documents by writing to the Company Secretary at the registered office of the Company.
11. Members may also note that the Notice convening the Thirty Second Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form will be available on Company's website i.e., www.sequent.in.
12. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-Voting") to its members. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-Voting facilities and for security and enabling the members to cast their vote in a secure manner.

It may be noted that this e-Voting facility is optional. The e-Voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of e-voting: From 09.00 a.m. September 23, 2017

End of e-voting: Upto 5.00 p.m. of September 25, 2017

The e-Voting shall not be allowed beyond 5.00 p.m. September 25, 2017. During the e-Voting period, Members of the Company, holding shares as on September 19, 2017 either in physical form or in dematerialized form may cast their vote electronically. A member may participate in the Annual General Meeting even after exercising his/ her right to vote through e-Voting but shall not be eligible to vote at the meeting.

13. The login ID and password for e-Voting along with process, manner and instructions for e-Voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company/ their respective Depository Participants are being forwarded the login ID and password for e-Voting along with process, manner and instructions by e-mail. The members who are holding equity shares of the Company as on September 19, 2017 and not received the login ID and password for e-Voting may receive the same from NSDL on request.

14. The Company has appointed Mr. Nilesh Shah, Practicing Company Secretary, as 'Scrutinizer', for conducting the e-Voting process for the Annual General Meeting in a fair and transparent manner.
15. Members who have acquired shares after the dispatch of the annual report may obtain the user ID and password by sending a request at investors@sequent.in

Exhibit to the Notice:

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 issued by the Institute of Company Secretaries of India.

Name of the Director	Dr. S Devendra	Mr. Sharat Narasapur
Directorships held in other Companies (excluding private, foreign and Section 8 companies)	1. Shasun Biotech Limited, India	1. Alivira Animal Health Limited 2. Sequent Research Limited
Membership / Chairmanship of Committees (includes only Audit and Stakeholders Relationship Committee)	NA	NA
Expertise in specific functional area	He has gained a worldwide reputation for his knowledge in Marketing, Customer Satisfaction, Global Competition and Strategic Thinking. He has been mentoring and developing the marketing skills of Shasun.	Mr. Narasapur has worked with Company's like Dr Reddy's, Gharda Chemicals and his latest assignment was with Aurobindo Pharma as Sr. VP - Operations. He provides leadership to Tech - operations, SCM, QM&RA and Research & Development for the group.
Holding in the Company	NA	70,000 Equity shares
Relationship with other Directors and Key Managerial Personnel	NA	NA
Date of Birth	November 9, 1951	August 30, 1966
Qualification	Graduate in medicine	Degree in Chemical Engineering

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

As required by section 102 (1) of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all the material facts relating to the businesses mentioned under Item Nos. 4 to 6 of the accompanying notice:

Item no. 4: Remuneration to the Cost Auditor for the Financial Year 2017-18

In terms of provisions of Section 148 (3) of the Companies Act, 2013 and the Companies (cost records and audit) Rules, 2014 as notified by Ministry of Corporate Affairs, the Company has to appoint a Cost Auditor for the financial year 2017-18 within one hundred and eighty days of the commencement of every financial year. In compliance with the same, the Board in its meeting held on May 23, 2017 appointed M/s. Kirit Mehta & Co., practicing Cost Accountant, as Cost Auditor for the Financial Year 2017-2018 on a remuneration upto limit of INR 350,000/- per annum (Rupees Three Lakh Fifty Thousand Only) plus applicable taxes and out-of-pocket expenses on the recommendation of the Audit Committee of the Company.

As per Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors has to be ratified subsequently by the members of the Company.

Accordingly, members' approval is sought for the remuneration payable to M/s. Kirit Mehta & Co., Cost Accountant, for the Financial Year 2017-18.

The Board of Directors recommends the resolution as set out in item no. 4 of this notice for the approval of members by way of Ordinary Resolution.

None of the Director, Promoter, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution.

Item no. 5: Related party transactions of the Company

In terms of provisions of Section 188 of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, certain transactions with related parties which are in excess of the limits as prescribed under the Act require the prior approval of the members of the Company by way of Special Resolution, provided that such requirement does not apply to any transactions entered into by the Company in its ordinary course of business and at an arm's length basis.

As per Regulation 23 of Securities Exchange Board of India(Listing obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation") any material related party transaction, i.e., a transaction to be entered into which individually or together with previous



transactions in a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the members of the Company by way of Special Resolution.

In this regard the Company is placing the proposal before the members of the Company to obtain the approval by way of Special Resolution for the transactions to be entered with related parties as specified in the resolution from April 1, 2017 to March 31, 2018 as identified by the Company. The Board of Directors and the Audit Committee at their respective meetings held on May 23, 2017 approved these related party transactions.

The transactions with the related parties as specified in the resolution are in the ordinary course of business and at an arm's length basis and the Company proposes to obtain the approval of members in terms of the Regulations.

The Board of Directors recommends the resolution as set out in item no. 5 of this notice for the approval of Members by way of Special Resolution.

None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives except as specified in the resolution are in any way concerned or interested in this resolution.

Item No. 6

Appointment of Mr. Sharat Narasapur as Joint Managing Director

The Company in their Board Meeting held on November 10, 2016 have appointed Mr. Sharat Narasapur as a Joint Managing Director with effect from January 8, 2017 for a tenure of 3 years at NIL Remuneration subject to approval of the Members of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on November 10, 2016 approved the appointment of Mr. Sharat Narasapur as a Joint Managing Director of the Company with effect from January 8, 2017.

Appointment of Mr. Sharat Narasapur as Joint Managing Director and NIL remuneration payable to him is subject to approval of the Members of the Company.

Brief particulars of the terms of re-appointment of and remuneration payable to Mr. Sharat Narasapur (DIN: 02808651) are as under:

- a. Remuneration: Nil (Mr. Sharat Narasapur draws remuneration of ₹ 7.64 Million from Alivira Animal Health Limited, Wholly Owned Subsidiary of the Company, in the capacity of Joint Managing Director).
- b. The Joint Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- c. The Joint Managing Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- d. The Joint Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- e. Mr. Sharat Narasapur (DIN: 02808651) satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.
- f. The above may be treated as a written memorandum under Section 190 of the Companies Act, 2013 setting out the terms of appointment of Mr. Sharat Narasapur (DIN: 02808651).

Mr. Sharat Narasapur is not related to any other Director of the Company.

The Board of Directors recommends the resolution as set out in Item no. 6 of this notice for the approval of Members by way of Special Resolution.

Except Mr. Sharat Narasapur no other Director, Promoter, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution.

By order of the Board of Directors
For Sequent Scientific Limited

Place: Thane
Date : August 3, 2017

sd/-
Krupesh Mehta
Company Secretary

Location Map of Venue of the 32nd Annual General Meeting of the Company to be held on Tuesday, September 26, 2017 at Hotel Satkar Residency, Pokhran Road No. 01, Next to Cadbury, Opp. Singhania High School, Thane (West) - 400 606, at 11.30 a.m.

Thane Station to Hotel Satkar Residency

