

# Sequent

Proven Ability In Life Sciences

(Formerly known as P I Drugs & Pharmaceuticals Limited)

Regd. Office: 116, Vardhaman Industrial Complex, L.B.S. Marg, Thane (W) 400 601

## NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of SEQUENT SCIENTIFIC LIMITED will be held on Monday 27th day of September, 2010 at Hotel Satkar Residency, Pokhran Road No.1, Opp Raymond, Thane (W)- 400 606 at 11.00 a.m. to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and to adopt the Audited Balance Sheet of the Company as at 31st March 2010 and Profit & Loss Account for the year ended on that date along with the reports of Directors and Auditors thereon.
2. To declare dividend for the financial year 2009-2010 on equity shares.
3. To appoint a director in place of Mr. Joe Thomas, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. R Kannan who retires by rotation and being eligible offers himself for re-appointment.
5. To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors for the financial year 2010-11 and to fix their remuneration.

### SPECIAL BUSINESS:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS:

#### 6. As An Ordinary Resolution:

"RESOLVED THAT in super session of resolution passed at the Twenty Fourth Annual General Meeting of the Company held on 4th September 2009 and pursuant to Sub-section (1)(d) of Section 293 of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to borrow from time to time

all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that money to be borrowed together with moneys already borrowed by the Company, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up-to which moneys may be borrowed by the Board of Directors shall not exceed the sum of Rs. 1000 Crore over and above the aggregate of the paid-up capital and free reserves of the Company.

#### 7. As an ordinary resolution:

"RESOLVED THAT pursuant to Section 293(1)(a) of the Companies Act, 1956 the Board of Directors of the Company be and is hereby authorized to mortgage and or otherwise to create charge on all or any of the moveable or immoveable properties of the Company both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company for having secured and/or securing any Loan /Debentures, Bonds etc. from any Financial Institutions or Banks or person or persons together with interest, cost, charges, expenses and any other money payable by the Company including on such terms and conditions as the Board deem fit at its discretion."

#### 8. As a special resolution:

RESOLVED THAT pursuant to Section 372A and other applicable provisions, if any, of the Companies Act, the Board of Directors of the Company be and is authorized to make any loan to any other body corporate, give any guarantee or provide security in connection with a loan made by any person or to any other person by, any

body corporate and to acquire, by way of subscription, purchase or otherwise the securities of any other body corporate notwithstanding that the aggregate of such loan, investment and guarantee may exceed 60% of the paid up share capital and free reserves or 100% of free reserves, whichever is higher, of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine all or any of the matter arising out of and incidental to the said loan(s), guarantee(ies) and or investment(s).

By order of the Board of Directors  
For **SeQuent Scientific Limited**

Place: Thane

(**Lata Varshney**)

Date : August 13, 2010.

Company Secretary

**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. Proxies in order to be effective must be filed with the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting.
2. The Register of members and Share Transfer books of the Company shall remain closed from September 27, 2010 to September 30, 2010 (both days inclusive).
3. The dividend, if declared by the shareholders for the year ended March 31, 2010 will be payable on or after October 4, 2010.
4. The Memorandum and Articles of Association shall remain open for inspection by shareholders during

business hours at the Registered Office of the Company

5. The explanatory statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business to be transacted in the meeting are annexed hereto.

**ANNEXURE TO THE NOTICE:**

Explanatory Statement in respect of the businesses specified as special in the notice pursuant to Section 173(2) of the Companies Act, 1956.

**ITEM NO. 6:**

For its expansion plans and working capital requirements company needs fund. To meet this requirement directors are considering borrowing of the funds from Banks and/ or Financial Institutions.

The sanction of the shareholders is sought to permit the Board to borrow money in excess of its paid-up capital and free reserves. Pursuant to Section 293 (1) (d) of the Act Company can borrow money in excess of its paid-up capital and free reserves only with the consent of shareholders. The resolution is intended for the purpose. Considering the company's plans for expansion, your directors think it necessary to acquire this power and commends passing of this resolution.

None of the Directors' is concerned or interested in the resolution. The Board recommends the resolution for approval of the members.

**ITEM NO. 7:**

As a security for the borrowing of the funds from Banks and/ or Financial Institutions that the company proposes to avail, the company would require to mortgage and or otherwise to create charge on all or any of the moveable or immoveable

properties of the Company both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company.

The sanction of the shareholders is sought to authorize the Board to create charge on the properties of the Company. Pursuant to Section 293 (1) (a) of the Act Company can mortgage and or otherwise to create charge on its properties only with the consent of shareholders. The resolution is intended for the purpose. Considering the company's plans for expansion and need of the funds for the same, your directors think it necessary to acquire this power and commends passing of this resolution.

None of the Directors' is concerned or interested in the resolution. The Board recommends the resolution for approval of the members.

**ITEM NO. 8:**

Section 372A of the Companies Act, 1956 provides that the Board of Directors of any Company shall be entitled to make any loan to any other body corporate, give any guarantee

or provide security in connection with a loan made by any person or to any other person by, any body corporate and to acquire, by way of subscription, purchase or otherwise the securities of any other body in excess of 60% of the paid up share capital and free reserves or 100% of free reserves of the Company only with the prior consent of the shareholders.

As a part of company's strategy of expansion through merger and acquisition your Directors are of the view to obtain your consent for making loan and investments etc in excess of the limits as specified in the Act. The resolution is intended for the purpose.

None of the Directors is concerned or interested in the resolution. The Board recommends the resolution for approval of the members.

By order of the Board of Directors  
For **SeQuent Scientific Limited**

Place: Thane

(**Lata Varshney**)

Date : August 13, 2010.

Company Secretary

**INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:**

As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed/re-appointed are as follows:

**1. Mr. Joe Thomas :**

Name : Mr. Joe Thomas  
Age : 53 years.  
Qualification : Post Graduate in Chemistry.  
Expertise : He has 23 years experience in International Business. He now heads BioServe Biotechnologies Ltd as MD and COO (Global). He has an abiding interest in working with start-up and in guiding strategy development and organization building in Regional and Global companies.  
Other Directorship : 2 (excluding private limited Companies)

**2. Mr. Kannan Ramanujam :**

Name : Mr. Kannan Ramanujam  
Age : 48 years.  
Qualification : B.Com, FCA.  
Expertise : A Chartered Accountant by profession with over 22 years of notable experience in Project Funding, Taxation and Audit in different industries. He has strong skills in visionary planning and strategising of business.  
Other Directorship : 2 (excluding private limited Companies)

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## ATTENDANCE SLIP

Regd. Folio No. / Client ID : \_\_\_\_\_  
Name & Address of First/Sole Shareholder : \_\_\_\_\_  
No. Of Shares held : \_\_\_\_\_

I hereby record my presence at the 25th Annual General Meeting of the Company to be held on Monday, the 27th day of September 2010 at 11:00 AM at Hotel Satkar Residency, Pokhran Road No.1, Opp Raymond, Thane (W)- 400 606.

Signature of the Member/Proxy

### Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- Member / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed
- Member / Proxy should bring his / her copy of the Annual Report for reference at the meeting

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## PROXY FORM

Regd. Folio No. / Client ID : \_\_\_\_\_  
Name & Address of First/Sole Shareholder : \_\_\_\_\_  
No. Of Shares held : \_\_\_\_\_

I / We ..... of ..... being a member / members of the above named Company, hereby appoint ..... of or failing him / her ..... of ..... as my / our Proxy to attend and vote for me / us on my / our behalf at the 25th Annual General Meeting of the Company to be held on Monday, the 27th day of September 2010 at 11.00 AM at Hotel Satkar Residency, Pokhran Road No.1, Opp Raymond, Thane (W)- 400 606, and at any adjournment(s) thereof.

Revenue  
Stamp

Signed this ..... day of ..... 2010

### Notes:

- Proxy need not be a member of the Company
- The Proxy form duly filled in and signed by the member(s) across Revenue Stamp should reach the Company's Registered Office: 116, Vardhaman Industrial Complex, L.B.S. Marg, Thane (W) 400 601 at least 48 hours before the time fixed for the meeting.
- Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.