

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 Third Annual General Meeting of the Members of SeQuent Scientific Limited will be held on Thursday, September 27, 2018 at Hotel Satkar Residency, Pokhran Road No. 1, 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 31 March 2018

To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended 31 March 2018, 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 31 March 2018, together with the Report of the Auditors thereons

Item no. 2 - Confirmation of Interim Dividend

To confirm the interim dividend of ₹ 0.20 per equity share (10%) of face value of ₹ 2/- each already paid, as the final dividend for the financial year ended 31 March 2018.

Item no. 3 - Appointment of a Director in place of a retiring Director

To appoint a Director in place of Mr. KEC Rajakumar, Director (DIN: 00044539), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item no. 4 - Remuneration to the Cost Auditor for the Financial Year 2018-19

To consider and if thought fit, 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 ₹ 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 2018-19.

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 5: Approval for continuation of current term of Dr. Gopakumar Nair as an Independent Director

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded to Dr. Gopakumar Nair (DIN: 00092637), Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 29 September 2019."

By order of the Board of Directors

For SeQuent Scientific Limited

Place: Mumbai

Date: 9 August 2018

Krupesh Mehta

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.
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 2017-18, the Company had transferred unclaimed dividend of ₹ 24,862.50 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 Third 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.
24 September 2018

End of e-voting: Upto 5.00 p.m. of
26 September 2018

The e-Voting shall not be allowed beyond 5.00 p.m. September 26, 2018. During the e-Voting period, Members of the Company, holding shares as on September 20, 2018 either in physical form or in dematerialised 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 21, 2018 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. Mahesh Darji, 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.

Process to vote electronically using e-voting system

Details on Step 1 is given below:
Login to NSDL e-voting system at <https://www.evoting.nsdl.com>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- | | |
|---|---|
| <ol style="list-style-type: none"> a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. c) How to retrieve your 'initial password'? <ol style="list-style-type: none"> (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to | <p>open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.</p> |
|---|---|
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 is given below:
- How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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	Mr. KEC Rajakumar
Directorships held in other Companies (excluding private, foreign and Section 8 companies)	Consolidated Construction Consortium Limited
Membership / Chairmanship of Committees (includes only Audit and Stakeholders Relationship Committee)	Member of Audit Committee in Consolidated Construction Consortium Limited
Expertise in specific functional area	Finance and Investment
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	None
Date of Birth	28 September 1962
Qualification	M. Sc and M. Phil and AMP from Harvard Business School

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 5 of the accompanying notice:

Item no. 4: Remuneration to the Cost Auditor for the Financial Year 2018-19

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 24, 2018 appointed M/s. Kirit Mehta & Co., Practicing Cost Accountant, as Cost Auditor for the Financial Year 2017-2018 on a remuneration upto limit of ₹ 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 2018-19.

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: Continuation of Dr. Gopakumar Nair as an Independent Director

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment)

Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy-five years.

Dr. Gopakumar Nair was appointed as Independent Director on 29 September 2014 in terms of Companies Act, 2013. At the time of the appointment his age was 73 years. Since he has crossed the age of 75 years and in compliance with the requirements of the aforementioned Regulations, the consent of the Members by way of Special Resolution is sought for continuation of Dr. Nair as a Non- Executive Director.

Brief Profile of Dr. Gopakumar Nair is as follows:

With his 40 years experience and knowledge in pharmaceutical and chemical industry at different levels and positions. He was also Past-President of Indian Drug Manufacturers' Association, he is familiar with GATT, WTO, TRIPs and other IP laws over the years.

The Board feels that Dr. Gopakumar Nair's vast experience in understanding the business of the Company and also in pharmaceutical space has added great value to the Company in the past and we feel his continued presence in the Board will help the Board immensely, at this critical juncture where the Company is aspiring to emerge as a top 10 Animal Health Company in the world.

Except Dr. Nair, none of the Promoters, other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members of the Company.

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

Place: Mumbai
Date: 9 August 2018

**Krupesh Mehta
Company Secretary**

Location Map of Venue of the Thirty Third Annual General Meeting of the Company to be held on Thursday, 27 September 2018 at Hotel Satkar Residency, Pokhran Road No. 01, Next to Cadbury, Opp. Singhania High School, Thane (W) – 400 606, at 11.30 a.m.

Thane Station to Hotel Satkar Residency



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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 Thirty Third Annual General Meeting of the Company to be held on Thursday, 27 September 2018 at Hotel Satkar Residency, Pokhran Road No. 01, Next to Cadbury, Opp. Singhania High School, Thane (W) - 400 606 at 11.30 a.m.

Signature of the Member/ Proxy

Notes:

- Only Member/ Proxy can attend the meeting. No minors would be allowed at the meeting
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed

*Applicable in case shares are held in Physical Form

SeQuent Scientific Limited

CIN: L99999MH1985PLC036685

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PROXY FORM (MGT - 11)

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)**

CIN: : L99999MH1985PLC036685

Name of the Company : SeQuent Scientific Limited

Registered Office : 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22, Wagle Industrial Estate,
Thane (West) - 400 604, Maharashtra

Name of the Member : _____

Registered Address : _____

Email ID : _____

Regd. Folio No*/ Client ID : _____

DP ID : _____

*Applicable in case shares are held in Physical Form

I/ We being the Member(s) of _____ shares of the above named Company, hereby appoint:

1. Name: _____

Address: _____

Email ID: _____ Signature: _____ or failing him/ her

2. Name: _____

Address: _____

Email ID: _____ Signature: _____ or failing him/ her

3. Name: _____

Address: _____

Email ID: _____ Signature: _____ or failing him/ her

as my/ our Proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the Thirty Third Annual General Meeting of the Company to be held on Thursday, 27 September 2018 at Hotel Satkar Residency, Pokhran Road No. 01, Next to Cadbury, Opp. Singhania High School, Thane (W) - 400 606, Maharashtra at 11.30 a.m. and at any adjournment thereof in respect of such resolutions as indicated below:



Resolution No.	Resolutions	Vote*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the period ended 31 March 2018.		
2	Confirmation of Interim Dividend.		
3	Appointment of Director in place of retiring director.		
Special Business			
4	Remuneration to the Cost Auditor for the Financial Year 2018-19.		
5	Continuation of Dr. Gopakumar Nair as an Independent Director.		

Signed this _____ day of _____ 2018

Signature of Shareholder: _____

Signature of Proxy holder(s): _____



* It is optional to put a "✓" in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

- a) Proxy need not be a member of the Company.
- b) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company (Registered Office: 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22, Wagle Industrial Estate, Thane (W) - 400 604, Maharashtra) not less than 48 hours before the commencement of the meeting.
- c) Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.