



Sequent Scientific Limited

CIN : L99999MH1985PLC036685

Regd. Office: 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22, Wagle Industrial Estate,
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Tel No: +91 22 4111 4777 Fax No: +91 22 4111 4754

Corp. Office: Galaxy, Plot No. 30, 1st Main Road, 3rd Phase, J P Nagar, Bengaluru - 560 078, Karnataka
Tel No: +91 80 4657 0300 Fax No: +91 80 4657 0400
Website: www.sequent.in | Email : info@sequent.in

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the members of Sequent Scientific Limited will be held on Friday, September 23, 2016 at Hotel Satkar Residency, Pokhran Road No. 01, Next to Cadbury, Opp. Singhania High School, Thane (W), Maharashtra - 400 606 at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

Item no. 1 - Adoption of Financial Statements (Standalone and Consolidated) for the period ended March 31, 2016

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016, 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 Mr. Manish Gupta, Managing Director (DIN: 06805265), 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 2016-17 and to authorise the Board of Directors to fix their remuneration and to pass with or without modification(s) if any, the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 139 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 M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 008072S) as the Statutory Auditors of the Company for the year 2016-17 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 2016-17.

SPECIAL BUSINESS:

Item no. 4 - Appointment of Dr. S Devendra Kumar as a Non-Executive Director

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

RESOLVED that Dr. S Devendra Kumar (DIN: 00050440) who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 29, 2015 pursuant to Section 161 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), who holds office up to the date of this Annual General Meeting and in respect of whom written notice pursuant to Section 160 of the Act has been received from a member signifying the intention to propose Dr. S Devendra Kumar as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

Item no. 5 - Appointment of Mr. K E C Rajakumar as a Non-Executive Director

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

RESOLVED that Mr. K E C Rajakumar (DIN: 00044539) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 11, 2016 pursuant to Section 161 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), who holds office up to the date of this Annual General Meeting and in respect of whom written notice pursuant to Section 160 of the Act has been received from a member signifying the intention to propose Mr. K E C Rajakumar as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

Item no. 6 - Remuneration to the Cost Auditor for the Financial Year 2016-17

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 ₹ 350,000/- (Rupees Three Lakh Fifty Thousand Only) plus service tax and out-of- pocket expenses incurred in relation

to cost audit, payable to M/s. Kirit Mehta & Associates, 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 2016-17.

RESOLVED FURTHER that the Board of Directors of the Company and the Company Secretary 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. 7 -Related party transactions of the Company

To consider and if thought fit, to pass with or without modification(s) if any, 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 statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for entering into the following transactions by the Company with the related parties:

Sl. 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 (₹ 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
2.	Indo Phyto Chemicals Private Limited, India ("IPC")	Mr. Manish Gupta, Managing Director and Mr. Kannan P R, Chief Financial Officer of the Company are Directors on the Board of IPC	Subsidiary of the Company	Loans and Advances to be given	800.00	To fulfil the funding requirements as and when need arises

RESOLVED FURTHER that the Board of Directors of the Company and the Company Secretary 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. 8 -Re-appointment of Dr. Gautam Kumar Das as Joint Managing Director

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

RESOLVED that pursuant to provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Schedule V to the Act and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force)

and subject to approval of the Central Government, if necessary and such other consents, approvals, sanctions and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Dr. Gautam Kumar Das (DIN: 02920990) as a Joint Managing Director of the Company for a period of 1 year with effect from January 7, 2016 with remuneration and other terms and conditions as mentioned below:

- Basic Salary of ₹ 2,200,000/- p.a. (Rupees Twenty Two Lakh Only)
- Perquisites namely Company Accommodation and car with chauffeur subject to a maximum amount of ₹ 1,000,000/- p.a. (Rupees Ten Lakh Only)

- Provident fund of ₹ 264,000/- p.a. (Rupees Two Lakh Sixty Four Thousand Only)
- House Rent Allowance and Ad Hoc Allowance of ₹ 3,932,500/- p.a. (Rupees Thirty Nine Lakh Thirty Two Thousand Five Hundred Only)
- Annual Variable Pay of ₹ 900,000/- (Rupees Nine Lakh Only) based on the performance
- Employee Stock Options as granted by the Company

RESOLVED FURTHER that in any year the Company has no profits or inadequate profits during the tenure of appointment, the then prevailing remuneration as approved by the Nomination & Remuneration Committee/ the Board of Directors for that year, shall be treated as minimum remuneration payable and the Company shall make necessary applications to the Central Government, if necessary.

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

Item no. 9 -Service of documents to the Members of the Company in particular mode

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 Section 20(2) and all other applicable provisions of the Companies Act, 2013 and the

rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Company to charge from the member a sum in advance equivalent to the actual expense for delivery of any of the document through a particular mode upon receipt of a request from a member for delivery of such document to him/ her through a particular mode provided that such request along with the requisite amount has been duly received by the Company at least seven working days in advance before dispatch of such document by the Company.

RESOLVED FURTHER that no such request shall be entertained by the Company post the dispatch of such document by the Company to the Member.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.

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

Place: Bengaluru
Date: August 12, 2016

Preetham Hebbar
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. 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.

2. The Register of members and Share Transfer books of the Company shall remain closed from September 19, 2016 to September 23, 2016 (both days inclusive).
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. In support to the Green Initiative in the Corporate Governance, the Company has decided to send documents like Notice convening the general meetings, Financial Statements, Directors' 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.
6. Members may also note that the Notice convening the Thirty First 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.

7. 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 10.00 a.m. of Tuesday, September 20, 2016

End of e-Voting: Upto 5.00 p.m. of Thursday, September 22, 2016

The e-Voting shall not be allowed beyond 5.00 p.m. of September 22, 2016. During the e-Voting period, Members of the Company, holding shares as on September 16, 2016 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.

8. 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 16, 2016 and not received the login ID and password for e-Voting may receive the same from NSDL on request.
9. The Company has appointed Mr. Nilesh G Shah, Practicing Company Secretary, as 'Scrutinizer', for conducting the e-Voting process for the Annual General Meeting in a fair and transparent manner.

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 9 of the accompanying notice:

Item no. 4 & 5 - Appointment of Dr. S Devendra Kumar and Mr. K E C Rajakumar as Non-executive Directors

The Board of the Directors of the Company at its meetings held on October 29, 2015 and February 11, 2016 had appointed

Dr. S Devendra Kumar and Mr. K E C Rajakumar as Additional Directors of the Company with effect from October 29, 2015 and February 11, 2016 respectively.

As per Section 161 of the Act, an Additional Director shall hold office up to the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier and his/ her appointment as a Director of the Company has to be approved by the members of the Company.

In this regard the Company has received a request in writing from a member of the company alongwith the deposit of requisite amount in terms of the provisions of Section 160 of the Act proposing the candidature of Dr. S Devendra Kumar and Mr. K E C Rajakumar as Non-Executive Directors of the Company.

Brief profiles of directors are given below:

Dr. S Devendra Kumar

Dr. S Devendra Kumar was a Whole Time Director in Shasun Pharmaceuticals Limited ("Shasun"). He is a graduate in medicine and is one of the key architects in developing Shasun and was instrumental in transforming Shasun from a domestic seller to export-oriented Company. 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. K E C Rajakumar

Mr. Rajakumar has been a senior official in the Indian Civil Services and has served multiple roles including Commissioner of Income Tax, Regional Director of SEBI and Executive Director of UTI Mutual Fund. He is the founder and CEO of a very successful private Equity fund. Mr. Rajakumar brings rich, varied professional experience to the table which will considerably add value to the strategic affairs of the Company.

The Board of Directors recommends the resolutions as set out in item no. 4 & 5 of this notice for the appointment of Dr. S Devendra Kumar and Mr. K E C Rajakumar as Non-executive Directors for the approval of members by way of Ordinary Resolutions.

Dr. S Devendra Kumar does not hold directorships and committee memberships in other listed entities and is not related to any other Director of the Company.

Details of directorships/ committee memberships of Mr. Rajakumar in other listed entities:

Sl. No.	Names of the Companies	Committee Membership
1	Consolidated Construction Consortium Limited	Audit Committee

Dr. S Devendra Kumar and Mr. K E C Rajakumar are not related to any other Director of the Company.

Dr. S Devendra Kumar and Mr. K E C Rajakumar do not hold any shares in the Company.

Except Dr. S Devendra Kumar and Mr. K E C Rajakumar, no other Director, Promoter, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution.

Item no. 6 - Remuneration to the Cost Auditor for the Financial Year 2016-17

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 2016-17 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 August 12, 2016 appointed M/s. Kirit Mehta & Co., Cost Accountant, as Cost Auditor for the financial year 2016-17 on a remuneration upto a limit of ₹ 350,000/- per annum (Rupees Three Lakh Fifty Thousand Only) plus service tax 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 ratifying the remuneration payable to M/s. Kirit Mehta & Co., Cost Accountant, for the financial year 2016-17.

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 Ordinary Resolution.

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

Item no. 7 - 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 Regulations") 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 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, 2016 to March 31, 2017 as identified by the Company. The Board of Directors and the Audit Committee at their respective meetings held on May 14, 2016 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. 7 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. 8 -Re-appointment of Dr. Gautam Kumar Das as Joint Managing Director

The Company on January 4, 2013 had re-appointed Dr. Gautam Kumar Das as an Executive Director with effect from January 7, 2013 for a tenure of 3 years and subsequently on May 30, 2013 approved change in designation as Joint Managing Director which was subsequently approved by the members at their annual general meeting held on September 27, 2013.

Now, the Company proposes to re-appoint Dr. Gautam Kumar Das as a Joint Managing Director of the Company for a further period of 1 year with effect from January 7, 2016.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 14, 2016 approved the re-appointment of Dr. Gautam Kumar Das as a Joint Managing Director of the Company for a further period of 1 year with effect from January 7, 2016.

His appointment as Joint Managing Director and remuneration payable is subject to approval of the members of the Company.

In terms of Schedule V to the Act, if in any financial year the company has no profits or the profits are inadequate, during the currency of tenure of the managerial personnel the approvals of the members and Central Government are required for paying remuneration in excess of the limits as prescribed in the said schedule.

Members approval is sought for the re-appointment of Dr. Gautam Kumar Das as a Joint Managing Director of the Company, the remuneration payable to him as a Joint Managing Director of the Company and also for paying the then prevailing remuneration as minimum remuneration, if it's in excess of

limits prescribed under the schedule V to the Act to Dr. Gautam Kumar Das during the currency of his tenure as a Joint Managing Director of the Company, if the Company has no profits or the profits are inadequate, subject to approval of Central Government, if necessary.

INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013:

I. General Information:

- Nature of Industry:** Pharmaceutical
- Date or expected date of commencement of commercial production:** July 5, 1985
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
- Financial Performance Based on given indicators:**

Particulars	₹ in Million)		
	2015-16	2014-15	2013-14
Total Revenue	4,083.51	4,480.37	4,503.36
Total Expenses	4,006.60	4,580.31	5,036.74
Total Tax	0.69	16.98	-
Profit/(Loss) after tax	70.82	413.07	(1,144.16)
Dividend Rate	Nil	Nil	Nil

- Foreign investments or collaborations, if any:**

As at March 31, 2016 foreign exchange earnings of the Company is ₹ 1,711.12 Million as against the foreign exchange outgo of ₹ 766.20 Million.

As on March 31, 2016, the foreign holdings in the Company is 18.83% of the total paid up capital of the Company. The Company does not have any foreign collaborations.

II. Information about the Appointee

- Background Details, recognition or awards, job profile and his suitability:**

Dr. Gautam Kumar Das, a Doctorate in Synthetic Organic Chemistry from IIT Kharagpur has over 35 years of in depth experience in the pharmaceutical industry. Dr. Das has extensive experience in R&D, Plant Operations, Project Management, Material Management, Resource Management and Man Management. He has a proven track record in developing several cost effective processes, driving these processes from the laboratory to the plant and increasing productivity of plants. Dr. Das has authored several publications on chemical processes. He has worked earlier as a president in Orchid Chemicals & Pharmaceuticals Ltd., Chennai as its President - API.

- Past Remuneration:**

The Company paid the following remuneration to Dr. Gautam Kumar Das as a Joint Managing Director of the Company in his previous tenure:

- Basic Salary of ₹ 2,200,000/- p.a. (Rupees Twenty Two Lakh Only)
- Provident fund of ₹ 264,000/- p.a. (Rupees Two lakh Sixty Four Thousand Only)
- House Rent Allowance and Ad Hoc Allowance of ₹ 3,932,500/- (Rupees Thirty Nine Lakh Thirty Two Thousand Five Hundred Only)
- Variable Pay of ₹ 900,000/- p.a. (Rupees Nine Lakh Only) based on the performance
- Employee Stock Options as granted by the Company
- Perquisites namely Company Accomodation and car with chauffer subject to a maximum amount ₹ 1,000,000/- p.a. (Rupees Ten Lakh Only)

Dr. Gautam Kumar Das, as a Joint Managing Director of Alivira Animal Health Limited, a wholly owned subsidiary of the Company ("Alivira") also received a remuneration from Alivira within a maximum limit of ₹ 6,396,500/- p.a. (Rupees Sixty Three Lakh Ninety Six Thousand Five Hundred Only) and a Variable Pay of ₹ 900,000/- p.a. Rupees Nine Lakh Only) based on the performance.

- Remuneration Proposed:**

As mentioned in the resolution

- Comparative remuneration Profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration payable to Dr. Gautam Kumar Das, who is proposed to be re-appointed as a Joint Managing Director of the Company and whose profile is detailed above has been benchmarked with the remuneration being drawn by other managerial personnel in the similar capacity of other Companies of comparable size in the pharmaceuticals industry. Considering the general industry and the specific Company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.

- Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Dr. Gautam Kumar Das has pecuniary relationship with the Company in his capacity as a Joint Managing Director of the Company. He is not related to any of the managerial personnel of the Company.

III. Other Information

- Reasons for loss or inadequate profits and expected increase in productivity and profits in measurable terms:**

During the financial year 2015-16, on a standalone basis, your Company's revenues stood at ₹ 4,083.51 Million as against ₹ 4,480.37 Million in 2014-15. The Company posted an EBITDA of ₹ 484.22 Million in the year as against ₹ 638.37 Million in 2014-15.

The Company made a net profit of ₹ 70.82 Million.

The profitability was affected due to various factors including increase in input costs, competition in key segments, rupee devaluation and increased borrowing costs.

The Company is focusing and taking strategic decisions to improve its revenues and profitability. The Management of the Company is confident about better performance and substantial increase in revenues in coming years and being profitable in near future.

2. Steps taken or proposed to be taken for improvement:

The Company is taking all necessary steps including improving product portfolio, improved capacity utilization as well as continued reduction in costs. The Company is also partnering with new clients, offering customized high quality products and strengthening all areas of operations to further fortify the tough phase. A strong foundation is being laid for sustained growth. The Company initiated a set of corporate actions with a long-term vision of becoming a power-house in global animal health business with a portfolio of niche human APIs.

IV. Disclosures

Details to be provided as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. A brief resume of the Director and nature of his expertise in specific functional areas

As given above.

2. Shareholding of the Director in the Company: As on date, Dr. Gautam Kumar Das holds 182,744 equity shares of the Company.

3. Details of other directorships/ committee memberships of Dr. Gautam Kumar Das held in other listed entities as on Date: Nil

4. Disclosures of relationships between Directors Inter-se: Dr. Gautam Kumar Das is not related to any other director of the Company.

The Board of Directors recommends the resolution as set out in item no. 8 of this notice for the approval of members by way of Special Resolution.

Except Dr. Gautam Kumar Das no other Director, Promoter, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution.

Item no. 9 – Service of documents to the Members of the Company in particular mode

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to them by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or such other mode as may be prescribed.

Further proviso to Section 20(2) of the Companies Act, 2013 provides that a member can request for delivery of any document to him/her through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

Now the Company has received a request from its member for delivery of documents through a particular mode.

Considering the same, the Company is placing the proposal before the members of the Company to determine the fees for delivering the documents to the members of the Company upon receipt of a request from a member for delivery of such document to him/ her through a particular mode.

The Board of Directors recommends the resolution as set out in item no. 9 of this notice for the approval of members by way of Ordinary Resolution.

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

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

Place: Bengaluru
Date: August 12, 2016

Preetham Hebbar
Company Secretary



Sequent Scientific Limited

CIN : L99999MH1985PLC036685

Regd. Office: 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22, Wagle Industrial Estate,
Thane (W) - 400 604, Maharashtra
Tel No: +91 22 4111 4777 Fax No: +91 22 4111 4754

Corp. Office: Galaxy, Plot No. 30, 1st Main Road, 3rd Phase, J P Nagar, Bengaluru - 560 078, Karnataka
Tel No: +91 80 4657 0300 Fax No: +91 80 4657 0400
Website: www.sequent.in | Email : info@sequent.in

ATTENDANCE SLIP

Regd. Folio No* / Client ID :

Name & Address of
First/ Sole Shareholder:

No. of Shares held:

I hereby record my presence at the 31st Annual General Meeting of the Company to be held on Friday, September 23, 2016 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.

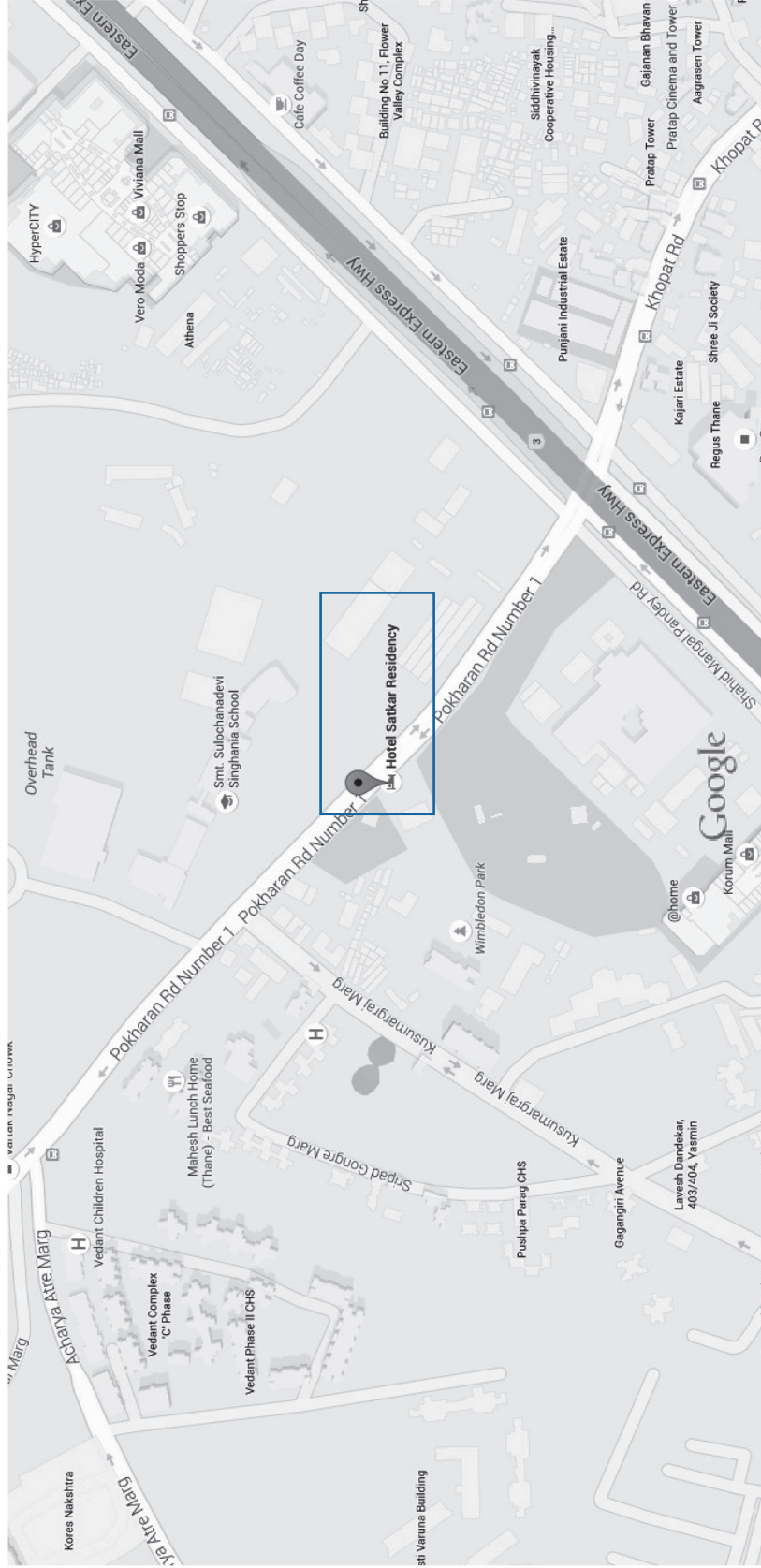
Signature of the Member/ Proxy

Notes:

- a) Only Member/ Proxy can attend the meeting. No minors would be allowed at the meeting
- b) 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

Location Map of Venue of the 31st Annual General Meeting of the Company to be held on Friday, September 23, 2016 at Hotel Satkar Residency, Pokhtran Road No. 01, Next to Cadbury, Opp. Singhania High School, Thane (W) - 400 606, Maharashtra at 11.30 a.m.





Sequent Scientific Limited

CIN : L99999MH1985PLC036685

Regd. Office: 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22, Wagle Industrial Estate, Thane (W) - 400 604, Maharashtra
Tel No: +91 22 4111 4777 Fax No: +91 22 4111 4754

Corp. Office: Galaxy, Plot No. 30, 1st Main Road, 3rd Phase, J P Nagar, Bengaluru - 560 078, Karnataka
Tel No: +91 80 4657 0300 Fax No: +91 80 4657 0400
Website: www.sequent.in | Email : info@sequent.in

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 (W) - 400 604, Maharashtra
Name of the Member(s) :
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:

as my/ our Proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the 31st Annual General Meeting of the Company to be held on Friday, September 23, 2016 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:

Sl. No.	Resolutions	Vote*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for (Standalone and Consolidated) the period ended March 31, 2016		
2	Appointment of Director in place of retiring director		
3	Ratification of appointment of Statutory Auditors		
Special Business			
4	Appointment of Dr. S Devendra Kumar as a Non-Executive Director		
5	Appointment of Mr. K E C Rajakumar as a Non-Executive Director		
6	Remuneration to the Cost Auditor for the Financial Year 2016-17		
7	Related Party Transactions of the Company		
8	Re-appointment of Dr. Gautam Kumar Das as Joint Managing Director		
9	Service of documents to the members of the Company in particular mode		

Signed this day of 2016

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 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.