

SeQuent Scientific Limited

Regd. Office: 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22, Wagle Industrial Estate, Thane (W), Maharashtra – 400 604
Corporate Office: Star II, Opp. IIMB, Bilekahalli, Bannerghatta Road, Bangalore – 560 076

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of the Company will be held on Tuesday, 14th January 2014 at Hotel, The HHI Select, 686, 15th Cross, Ring Road, 2nd Phase, J P Nagar, Bangalore - 560 078 at 12.00 noon to transact the following business.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum & Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approval, consent, permission, and/or sanction of any other authorities/institutions and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, sanction and which may be agreed to by the Board of Directors (herein after referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized to create, offer, issue, allot and deliver in one or more tranches upto 37,00,000 (Thirty Seven Lakh only) warrants on a preferential basis to Promoters/Promoter Group entitling the holder of each warrant to apply for and obtain allotment of one equity share against each warrant (hereinafter referred to as 'Warrants'), in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations 2009 (SEBI (ICDR) Regulations) (including any amendments thereto or re-enactment thereof) or other provisions of law as may be prevailing at the time, provided that the price (inclusive of premium) of the Warrant so issued shall not be less than the minimum price arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of warrants in accordance with the SEBI (ICDR) Regulations, would be 15th December 2013 being the date 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the resultant equity shares to be allotted on conversion of warrants in terms of this resolution shall rank paripassu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors / Executives of the Company to give effect to the aforesaid resolution.

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

Sd/-

Preetham Hebbar
Company Secretary

Place: Bangalore
Date: December 20, 2013

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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

To augment the long term resources of the Company for meeting the funding requirements and for general corporate purposes, it is proposed to issue, on preferential basis to the promoters and /or entity / entities of the promoter group of the Company, in accordance with the Regulations for Preferential Issues' contained in Chapter VII of the SEBI (ICDR) Regulations, upto 37,00,000 warrants, entitling the warrant holders to apply for equivalent number of fully paid equity shares of the Company.

A copy of the Certificate of the Statutory Auditors of the Company certifying adherence to the SEBI's guidelines for Preferential Issues, for the proposed issue shall be laid before the shareholders. The same shall also be made available for inspection at the registered office and corporate office on any working day between 10.00a.m. to 5.00p.m. till the date of EGM.

The information as required under SEBI (ICDR) Regulations, are as under:

- (i) **Objects of the Issue :** To augment the long-term resources of the Company for meeting the funding requirements and for general corporate purposes.
- (ii) **Proposal of promoters / directors / key management persons to subscribe to the preferential issue:** Agnus Capital LLP, Chayadeep Ventures LLP and Pronomz Ventures LLP, Promoter Group Entities have intended to subscribe to the Warrants proposed to be issued. The existing promoters and management team will continue to remain in the management of the Company. Further, the composition of the present Board of Directors is not expected to undergo any change.

(iii) Shareholding pattern before and after the preferential issue:

	Category of Shareholder	Pre-issue shareholding		Post-issue shareholding	
		Shares	%	Shares	%
A	PROMOTERS GROUP				
1	Promoter and Promoter Group	1,73,12,833	64.64	2,10,12,833	68.93
2	Persons acting in concert	-	-	-	-
	Sub Total (A)	1,73,12,833	64.64	2,10,12,833	68.93
B.	NON PROMOTER GROUP				
1	Institutions				
a.	Foreign Institutional Investors	41,000	0.15	41,000	0.13
	Sub Total (B1)	41,000	0.15	41,000	0.13
2	Non-institutions				
a.	Bodies Corporate	687,389	2.57	687,389	2.25
b.	NRI/ Foreign Companies	50,77,345	18.95	5,077,345	16.66
c.	Indian Public/Others	36,66,624	13.69	36,66,624	12.03
	Sub Total (B2)	94,31,358	35.21	94,31,358	30.94
	GRAND TOTAL	2,67,85,191	100.00	3,04,85,191	100.00

Note: The post issue share holding pattern has been arrived at considering Conversion of entire 37,00,000 warrants, which is proposed to be issued pursuant to this resolution.

- (iv) **Proposed time within which the preferential issue shall be completed:** The Company proposes to complete the preferential issue on or before the fifteenth day from the date of passing of this resolution or on or before the fifteenth day from the date of receipt of any approval for such allotment from any regulatory authority or the Central Government, whichever is later, as per SEBI Regulations, as amended.
- (v) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control of the proposed allottee:**

Mr. Arun Kumar Pillai and Mr. K. R. Ravishankar, who are also part of the promoter group of SeQuent Scientific Limited, are the ultimate beneficial owners and they also have the ultimate control of the proposed allottees.

% of post preferential issue capital that may be held by allottees:

Sl. No.	Name of the Allottees	Pre Allotment		Post Allotment	
		Shares	%	Shares	%
1	Agnus Capital LLP	24,25,000	9.05	35,25,000	11.56%
2	Chayadeep Ventures LLP	24,25,000	9.05	35,25,000	11.56%
3.	Pronomz Ventures LLP	NIL	NIL	15,00,000	4.92%

- (vi) **Issue price:** The warrants will be issued at a price (including premium) not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations.
- (vii) **Relevant Date:** "Relevant Date" in relation to the issue of warrants in accordance with the SEBI (ICDR) Regulations, would be December 15, 2013 being the date 30 days prior to the date of passing of this resolution.
- (viii) **Others terms of issue of warrants:** An amount equivalent to at least 25% of the issue price shall be payable on subscription to the warrants. The warrant holders shall be entitled to apply for and be allotted, in one or more tranches, one equity share of the face value of Rs. 10/- each of the Company per warrant, any time after the date of allotment of warrants but on or before the expiry of 18 months from the date of allotment of such warrants. Upon exercise of the rights to apply for equity shares, the warrant holders will be liable to make the payment of the balance amount of the issue price. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited. The warrants under this preferential offer and resultant equity shares issued upon exercise of entitlements against such warrants shall be subject to lock-in for a period of 3 years from date of trading approval granted for the equity shares, in accordance with the provisions of the SEBI (ICDR) Regulations, (including any amendments thereto or reenactment thereof). The equity shares arising out of conversion of warrants pursuant to the Resolution shall rank pari-passu in all respects with the then existing equity shares of the Company.

The Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, where it is required to do so
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

Section 81 of the Companies Act, 1956 provides, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 81, unless the shareholders decide otherwise by passing a Special Resolution.

The Board recommends the resolution for approval of the shareholders.

None of the Directors except Mr. K. R. Ravishankar, Director is concerned or interested in this resolution. No other Director/ Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution.

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

Place: Bangalore
Date: December 20, 2013

Sd/-
Preetham Hebbar
Company Secretary

SeQuent Scientific Limited

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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 Extraordinary General Meeting of the Company to be held on Tuesday, the 14th day of January, 2014 at 12.00 noon at Hotel The HHI Select, 686, 15th Cross, Ring Road, 2nd Phase, J P Nagar, Bangalore - 560 078

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

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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 Extraordinary General Meeting of the Company to be held on Tuesday, the 14th day of January, 2014 at 12.00 noon at Hotel The HHI Select, 686, 15th Cross, Ring Road, 2nd Phase, J P Nagar, Bangalore - 560 078.

Signed this _____ day of _____ 2013/14

Revenue
Stamp

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: No. 301, 3rd Floor, Dosti Pinnacle, Plot No. E7, Road No. 22, Wagle Industrial Area, Thane (W) – 400 604 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.