

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.: +91 22 4111 4777 Fax : +91 22 4111 4754

Corp. Office: Star I, Opp. IIM-B, Bilekahalli, Bannerghatta Road, Bangalore - 560 076,
Karnataka. Tel.: +91 80 6784 0340 Fax : +91 80 6784 0400

Website: www.sequent.in | Email : info@sequent.in

Sequent

Proven Ability in Life Sciences

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the members of the Company will be held on Tuesday, March 31, 2015 at Hotel "The HHI Select", 686, 15th Cross, Ring Road, 2nd Phase, J. P. Nagar, Bangalore - 560 078, Karnataka at 12.00 noon to transact the following business:

SPECIAL BUSINESS:

Item No. 1 :

To consider issue of warrants to Promoters/ Promoter Group and Non-Promoters

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

RESOLVED that pursuant to Section 62 (1)(c), Section 42 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (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 approvals, consents, permissions and / or sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which terms 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 2,200,000 (Twenty Two Lakh) warrants on a preferential basis to Promoters / Promoter Group and Non – Promoters 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 at such price, terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India (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 February 28, 2015 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 pari-passu 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 such 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 such acts, deeds and things in connection therewith and incidental thereto as the Board 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/ Officers of the Company to give effect to the aforesaid resolution.

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

Item No. 2 :

To make investments upto Rs. 400 Crore in excess of the limits specified under Section 186 of the Companies Act, 2013

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 Section 186 and other applicable provisions 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 approvals, consents, sanctions and permissions, as may be necessary and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which terms 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) to acquire by way of subscription, purchase or otherwise, the securities of subsidiaries or any other body corporates in one or more tranches upto an aggregate amount of Rs. 400 Crore (Rupees Four Hundred Crore Only) in excess of the limits as mentioned in Section 186 of the Act.

RESOLVED FURTHER that the Board of Directors of the Company and the Company Secretary be and are hereby authorized to take from time to time all decisions and such steps as may be necessary for making such investments and to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

By Order of the Board of Directors
For Sequent Scientific Limited

Place: Bangalore
Date: March 2, 2015

Sd/-
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 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.
3. Members are requested to kindly bring the attendance slip duly filled and signed and handover the same at the entrance of the meeting.
4. 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 notice 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 Participant.
5. Members holding shares in physical form may intimate us their email address along with name, address and folio no. for registration at investors@sequent.in. Members may obtain the physical copies of the documents by writing to the Company Secretary at the registered office of the Company.
6. 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 the 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 March 25, 2015

End of e-Voting: Upto 4.00 p.m. of March 27, 2015

e-Voting shall not be allowed beyond 4.00 p.m. of March 27, 2015. During the e-Voting period member of the Company holding shares as on February 27, 2015 either in physical form or in dematerialized form may cast their vote electronically.

7. 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 email IDs with the Company along with physical copy of the notice. Those members who have registered their email 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 email.
8. The Company has appointed Mr. Binoy Chacko, Practicing Company Secretary as 'Scrutinizer' for conducting the e-Voting process for the Extraordinary General Meeting in a fair and transparent manner.

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

Item No. 1:

In order to fund the long term growth requirements of the Company and for general corporate purposes, it is proposed to issue upto 2,200,000 warrants on preferential basis to the Promoters, Promoter Group of the Company and Non-Promoters entitling the warrant holders to apply for equivalent number of fully paid equity shares of the Company in accordance with the regulations for preferential issues contained in Chapter VII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations").

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 will be available for inspection for the members of the Company at the registered office/ corporate office of the Company on all working days from 10.00 a.m. to 4.00 p.m. till the conclusion of this meeting and shall also be laid before the members.

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

- i. **Objects of the preferential Issue :** To fund the long term growth requirements of the Company and for the general corporate purposes.
- ii. **Proposal of Promoters / Directors / Key Management Persons to subscribe to the preferential issue :** Pronomz Ventures LLP, Promoter Group Entity has intended to subscribe to the Warrants (1,100,000 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 of the Company 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	21,042,832	69.03	27,142,832	72.02
2	Persons acting in concert	-	-	-	-
	Sub Total (A)	21,042,832	69.03	27,142,832	72.02
B	NON PROMOTER GROUP				
1	Institutions				
a	Mutual Funds	1,062,254	3.48	1,062,254	2.82
b	Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	-	-	-	-
c	FII	2,423,761	7.95	2,423,761	6.43
	Sub Total (B1)	3,486,015	11.43	3,486,015	9.25
2	Non-institutions				
a	Bodies Corporate	858,162	2.82	858,162	2.28
b	NRI/ Foreign Companies	1,307,116	4.29	1,307,116	3.47
c	Foreign Nationals	-	-	-	-
d	Indian Public / Others	3,208,566	10.52	4,308,566	11.43
e	Shares held by Custodians against which Depository Receipts have been issued	-	-	-	-
	Sub Total (B2)	5,373,844	17.63	6,473,844	17.18
3	Non-Public & Non-Promoter				
	ESOP Trust	582,500	1.91	582,500	1.55
	Sub Total (B3)	582,500	1.91	582,500	1.55
	GRAND TOTAL	30,485,191	100.00	37,685,191	100.00

The pre-issue shareholding pattern has been prepared based on the shareholding pattern of the Company as on February 27, 2015.

The post issue shareholding pattern has been arrived at considering the following :

- Conversion of 2,000,000 warrants which were issued to Promoters on May 28, 2014.
 - Conversion of 3,000,000 warrants which were issued to Promoters on July 11, 2014.
 - Conversion of 1,100,000 warrants which are proposed to be issued pursuant to this resolution to Promoters.
 - Conversion of 1,100,000 warrants which are proposed to be issued pursuant to this resolution to Non-Promoters.
- 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 the proposed allottees :**

Mr. Arun Kumar Pillai and Mr. K R Ravishankar, who are also part of the Promoter Group of the Company are the ultimate beneficial owners and they also have the ultimate control of Pronomz Ventures LLP.

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

Sl. No.	Name of the Allottees	Category	Pre Allotment		Post Allotment	
			Shares	%	Shares	%
1	Pronomz Ventures LLP	Promoter Group	1,506,152	4.94	4,606,152	12.22
2	Mr. Shivanand Shankar Mankekar jointly with Mr. Kedar Shivanand Mankekar	Non-Promoter & Public	729,932	2.39	1,829,932	4.86

The post issue shareholding of proposed allottees has been arrived at considering the following :

- a. Conversion of 2,000,000 warrants by Pronomz Ventures LLP issued on July 11, 2014.
- b. Conversion of 1,100,000 warrants which are proposed to be issued pursuant to this resolution to Pronomz Ventures LLP.
- c. Conversion of 1,100,000 warrants which are proposed to be issued pursuant to this resolution to Mr. Shivanand Shankar Mankekar jointly with Mr. Kedar Shivanand Mankekar.
- 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 February 28, 2015 being the date 30 days prior to the date of passing of this resolution.
- viii. **Other 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 the date of trading approval granted for the equity shares in accordance with the provisions of the SEBI (ICDR) Regulations (including any amendments thereto or re-enactment 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 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, etc., such shares shall be offered to the existing members of the Company in the manner laid down in Section 62, unless the members decide otherwise by passing a Special Resolution.

The Board of Directors recommends the resolution as set out in item no. 1 of this notice for the issue of warrants by way of Special Resolution.

Since Pronomz Ventures LLP, the allottee being part of Promoter Group, Mr. Arun Kumar & Mr. K R Ravishankar, Promoters of the company are also deemed to be indirectly interested in the resolution.

No Director, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution.

Item No. 2:

In terms of Section 186 of the Companies Act, 2013 ("the Act"), the Company may give loan or guarantee or provide security in connection with a loan to any other body corporate or person or acquire by way subscription, purchase or otherwise, the securities of any other body corporate upto sixty percent of its paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more.

Where the aggregate of loans and investments made, guarantees given and securities provided exceed the aforesaid limits, prior approval of the Members by way of Special Resolution is required.

In order to achieve greater financial flexibility and to enable optimal financing structure, the approval of the members is sought pursuant to the provisions of Section 186 of the Act and the rules framed thereunder to give powers to the Board of Directors for making further investments in the subsidiaries or any other body corporate in one or more tranches for an amount not exceeding Rs. 400 Crore (Rupees Four Hundred Crore Only) in excess of the limits as specified under Section 186 of the Act.

Accordingly the Board of Directors recommends the resolution as set out in item no. 2 of this notice for the approval of members by way of Special Resolution.

No 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: Bangalore
Date: March 2, 2015

**Sd/-
Preetham Hebbar
Company Secretary**

SeQuent Scientific Limited

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ADDENDUM TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Addendum to the Notice of the Extraordinary General Meeting of the members of Company scheduled to be held on Tuesday, March 31, 2015 at Hotel "The HHI Select", 686, 15th Cross, Ring Road, 2nd Phase, J. P. Nagar, Bangalore - 560 078, Karnataka at 12.00 noon.

In furtherance to the notice of Extraordinary General Meeting of the Company to be held on Tuesday, March 31, 2015 ("the notice"):

1. The following may be read as part and parcel of point no. v under item No. 1 of explanatory statement of the notice.

The category of the first holder Mr. Shivanand Shankar Mankekar under the Non-Promoter & Public category is "HUF" and the ultimate beneficial owners of said HUF are Mr. Shivanand Shankar Mankekar (Karta) with Mrs. Laxmi Shivanand Mankekar, Mr. Kedar Shivanand Mankekar, Mrs. Dipali Kedar Mankekar and Mr. Vyom Kedar Mankekar, as Members.

2. The provision relating to lock-in under point no. viii under item no. 1 of explanatory statement of the notice, to be read as under:

The warrants under this preferential offer and resultant equity shares proposed to be issued to Promoters / Promoter Group and Non-Promoters upon exercise of entitlements against such warrants shall be subject to lock-in for a period of three years and one year respectively from the date of trading approval granted for the equity shares in accordance with the provisions of the SEBI (ICDR) Regulations (including any amendments thereto or re-enactment thereof).

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

Place: Bangalore
Date: March 2, 2015

**Sd/-
Preetham Hebbar
Company Secretary**

SeQuent Scientific Limited

CIN : L99999MH1985PLC036685

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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, March 31, 2015 at Hotel "The HHI Select", 686, 15th Cross, Ring Road, 2nd Phase, J. P. Nagar, Bangalore - 560 078, Karnataka at 12.00 noon.

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 who 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 Area,
Thane (W) - 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

- Name: _____ Address: _____
_____ Email ID: _____ Signature: _____ or failing him/her
- Name: _____ Address: _____
_____ Email ID: _____ Signature: _____ or failing him/her
- Name: _____ Address: _____
_____ Email ID: _____ Signature: _____ or failing him/her

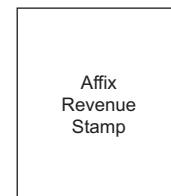
as my/ our Proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, March 31, 2015 at Hotel "The HHI Select", 686, 15th Cross, Ring Road, 2nd Phase, J. P. Nagar, Bangalore - 560 078, Karnataka at 12.00 noon and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote*	
		For	Against
Special Business			
1	To consider issue of warrants to Promoters / Promoter Group and Non-Promoters		
2	To make investment upto Rs. 400 Crore in excess of the limit specified under Section 186 of the Companies Act, 2013		

Signed this _____ day of _____ 2015

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:

- Proxy need not be a member of the Company.
- 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.
- 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.