

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 Monday, March 2, 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 approve the appointment of Dr. Kausalya Santhanam as a Director and Independent Director of the Company

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

RESOLVED that Dr. Kausalya Santhanam (DIN: 06999168), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 28, 2014 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, who holds 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 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. Kausalya Santhanam as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder, read with Schedule IV to the Act (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Dr. Kausalya Santhanam (DIN: 06999168) who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (Five) years with effect from October 28, 2014 upto October 27, 2019 and not liable to retire by rotation.

Item No. 2 :

To approve the appointment of Mr. Manish Gupta as a Director of the Company

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

RESOLVED that Mr. Manish Gupta (DIN: 06805265), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 12, 2014 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, who holds 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 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. Manish Gupta 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. 3:

To approve the appointment of Mr. Manish Gupta as a Managing Director of the Company

To consider and if thought fit, to pass with or without modifications, 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 Mr. Manish Gupta (DIN: 06805265) as a Managing Director of the Company for a period of 5 years with effect from November 12, 2014 with remuneration and other terms and conditions as mentioned below:

- Basic Salary of Rs. 3,750,000/- p.a. (Rupees Thirty Seven Lakh Fifty Thousand Only)
- Provident fund of Rs. 450,000/- p.a. (Rupees Four Lakh Fifty Thousand Only)
- House Rent Allowance and Ad Hoc Allowance of Rs. 3,242,500/- p.a. (Rupees Thirty Two Lakh Forty Two Thousand Five Hundred Only)
- Other Allowances of Rs. 115,000/- p.a. (Rupees One Lakh Fifteen Thousand Only)
- Annual Variable Pay of 25% of the total CTC based on the performance

RESOLVED FURTHER that Mr. Manish Gupta shall be eligible for annual increment on salary not exceeding 30% of the then prevailing salary and performance incentive/ bonus, if recommended/ approved by the Nomination & Remuneration Committee/ Board of Directors.

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/ Board of Directors for that year, shall be treated as minimum remuneration payable and the Company shall make necessary applications to Central Government, if necessary.

RESOLVED FURTHER that the Board of Directors and the 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. 4:

To approve the related party transactions of the Company

To consider and if thought fit, to pass with or without modifications, 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 applicable provisions of Listing Agreement executed with the Stock Exchange (including any amendment, modification or re-enactment thereof), approval of the members of the Company be and is hereby accorded for entering into the following Related Party 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 upto June 30, 2015	Monetary Value upto (Rupees in Million)	Any other Information
1	Strides Arcolab Limited, India (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 (Related Party as per Accounting Standard -18)	Sale of Material / Services as per prevailing market prices	1,500.00	The Company will supply Active Pharmaceutical Ingredients (Raw Materials) to Strides at prevailing market price
2	Alivira Animal Health Limited, India (Alivira)	Mr. Arun Kumar, Promoter of the Company is a Director in Alivira Dr. Gopakumar G Nair an Independent Director of the Company is also an Independent Director in Alivira Mr. Manish Gupta Managing Director of the Company is also a Managing Director in Alivira Dr. Gautam Kumar Das Joint Managing Director of the Company is also a Joint Managing Director in Alivira Mr. Kannan P R Chief Financial Officer of the Company is also a Chief Financial Officer in Alivira	Subsidiary of the Company	Sale of Material / Services at cost plus 5% mark-up	1,010.00	The Company will supply finished products to Alivira
				Licensing Fee	475.00	Alivira has to pay this fee till the time the Intellectual Properties relating to the products of the company are transferred to Alivira
				Borrowings (Loans to receive)	1,400.00	NIL

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.

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

Place: Bangalore
Date: January 20, 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.

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. Members may obtain the physical copies of the documents by writing to the Company Secretary at the registered office of the Company.

5. 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.
6. 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 February 24, 2015

End of e-Voting: Upto 4.00 p.m. of February 26, 2015

e-Voting shall not be allowed beyond 4.00 p.m. of February 26, 2015. During the e-Voting period, member of the Company, holding shares as on January 30, 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 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.
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 terms of provisions of Section 149 of the Companies Act, 2013 ("the Act"), which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Every Independent Director to be appointed as per the provisions of this Section has to fulfill the criteria specified in the Act and the Rules framed thereunder and their appointment shall be approved by the members of the Company in terms of provisions of Schedule IV to the Act.

In this regard the Board of the Directors of the Company on October 28, 2014 had appointed Dr. Kausalya Santhanam as an Additional Director of the Company who shall be categorized as an Independent Director.

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. Kausalya Santhanam as a Non-Executive Independent Director of the Company.

As per Section 149 (4) of the Act read with amended Clause 49 of the Listing Agreement, the Company proposes to appoint Dr. Kausalya Santhanam as an Independent Director to hold the office for a period of 5 (Five) years from October 28, 2014.

Board is of the opinion that Dr. Santhanam fulfills the criteria of independence as provided under section 149(6) of the Act and the Rules framed thereunder and is independent of the management. The Company has received a declaration from her that she meets with the criteria of independence as prescribed under Section 149(6) of the Act.

A brief profile of Dr. Santhanam is given below:

Dr. Kausalya Santhanam, M Sc., LLB and Doctorate in Cell Biology and Immunology is a registered patent agent in the USPTO and India. After eight years of research experience in India and the US, she joined the Intellectual Property Department with CuraGen Corporation, a biopharmaceutical company in USA. She has considerable experience in designing patent strategies. She is currently an IP consultant to Biotechnology and Biopharmaceutical Corporates 'both in India and the US.

Dr. Kausalya Santhanam's knowledge and experience in the IP space will be of immense benefit to the Company in the backdrop of increased R&D initiatives.

The Board of Directors recommends the resolution as set out in item no. 1 of this notice for the appointment of Dr. Kausalya Santhanam as a Director and an Independent Director for the approval of members by way of Ordinary Resolution.

Dr. Kausalya does not hold directorship and committee membership in any other Company and also does not hold any equity shares in the Company.

Dr. Santhanam is not related to any other director of the Company.

The terms and conditions of appointment of the Director shall be open for inspection by the Members of the Company at the Registered Office and 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 is also available on the website of the Company www.sequent.in.

Except Dr. Santhanam 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. 2& 3:

Mr. Manish Gupta joined the company as a Chief Executive Officer on January 1, 2014.

The Board of Directors at its meeting held on November 12, 2014 had approved the appointment of Mr. Manish Gupta as an Additional Director and Managing Director of the Company. His appointment as a Managing Director will be for a period of 5 years with effect from November 12, 2014 with a remuneration as detailed in the resolution.

Nomination & Remuneration Committee recommended his appointment as a Managing Director of the Company to the Board at its meeting held on November 12, 2014.

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

As per Section 161 of the Companies Act, 2013 ("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 along with the deposit of requisite amount in terms of the provisions of Section 160 of the Act proposing the candidature of Mr. Manish Gupta as a Director 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 approval of the members and Central Government is required for paying remuneration in excess of the limits as prescribed in the said schedule.

Members approval is sought for the appointment of Mr. Manish Gupta as a Director and Managing Director of the Company, the remuneration payable to him as a 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 Mr. Manish during the currency of his tenure as a 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 and Clause 49 (VIII)(E) of the Listing Agreement is given below:

I. General Information:

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

Rs. in Million

Particulars	2013-14	2012-13	2011-12
Total Revenue	4,503.36	3,165.40	3,437.57
Total Expenses	5,647.52	3,793.51	3,462.53
Total Tax	-	(83.10)	(39.64)
Profit/(Loss) after tax	(1,144.16)	(545.01)	14.68
Dividend Rate	Nil	Nil	Nil

5. Foreign investments or collaborations, if any:

As at March 31, 2014 foreign exchange earnings of the Company is Rs. 1,950.20 Million as against the foreign exchange outgo of Rs. 1,143.50 million.

As on December 31, 2014 the foreign holdings in the Company is 12.67% of the Total Paid Up Capital of the Company. The Company does not have any foreign collaborations.

II. Information about the Appointee

1. Background Details, recognition or awards, job profile and his suitability:

Mr. Manish Gupta, BE (Mechanical) and MBA graduate joined the Company as a Chief Executive Officer on January 1, 2014 and joined the Board as Managing Director on November 12, 2014. Mr. Manish has over 22 years of experience in leading and managing business and performance enhancement across the USA, Europe and India. Prior to joining the Company, Mr. Manish was the CEO - Pharma of Strides Arcolab Limited, where he spearheaded the Pharma Operations. He also played a vital role in the sale of Australasian generics (Ascent) business and injectable (Agila) business.

2. Past Remuneration:

The Company paid the following remuneration to Mr. Manish Gupta as a Chief Executive Officer of the Company for the period April 1, 2014 to November 11, 2014:

- Basic Salary of Rs. 7,500,000/- p.a. (Rupees Seventy Five Lakh Only)
- Provident fund of Rs. 900,000/- p.a. (Rupees Nine Lakh only)
- House Rent Allowance and Ad Hoc Allowance of Rs. 6,485,000/- p.a. (Rupees Sixty Four Lakh Eighty Five Thousand Only)
- Other Allowances of Rs. 115,000/- p.a. (Rupees One Lakh Fifteen Thousand Only)
- Annual Variable Pay of 25% of the total CTC based on the performance

3. Remuneration Proposed:

- Basic Salary of Rs. 3,750,000/- p.a. (Rupees Thirty Seven Lakh Fifty Thousand Only)
- Provident fund of Rs. 450,000/- p.a. (Rupees Four Lakh Fifty Thousand Only)
- House Rent Allowance and Ad Hoc Allowance of Rs. 3,242,500/- p.a. (Rupees Thirty Two Lakh Forty Two Thousand Five Hundred Only)
- Other Allowances of Rs. 115,000/- p.a. (Rupees One Lakh Fifteen Thousand Only)
- Annual Variable Pay of 25% of the total CTC based on the performance

Mr. Manish Gupta has also been appointed as a Managing Director of Alivira Animal Health Limited, a Subsidiary of the Company ("Alivira") and is receiving a maximum remuneration of Rs. 7,442,500/- p.a. (Rupees Seventy Four Lakh Forty Two Thousand Five Hundred Only) and Annual Variable Pay of 25% of the total CTC based on the performance and a Company provided car subject to a maximum amount of Rs. 3,000,000/- (Rupees Thirty Lakh Only)

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

The remuneration payable to Mr. Manish Gupta, who is proposed to be appointed as a Managing director 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 pharmaceutical 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.

5. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Mr. Manish Gupta has pecuniary relationship with the Company in his capacity as a Managing Director of the Company. He is not related to any of the managerial personnel of the Company.

III. Other Information

1. Reasons for loss or inadequate profits and expected increase in productivity and profits in measurable terms:

During the financial year 2013-14, the Company's revenues stood at Rs. 4,503.36 Million as against Rs. 3,165.40 Million in 2012-13. The Company posted an EBITDA of Rs. 125.26 Million in the year as against Rs. (40.23) Million in 2012-13.

The Company posted a net loss of Rs. 1,144.16 Million for the year 2013-14.

The profitability was affected due to increase in input costs, competition in key segments, rupee devaluation, increased borrowing costs, discontinuation of Penems project due to delays in environmental approval from Government of India and the additional investment requirements to complete the project and by exiting Africa/Vietnam operations which were started for backward integration of a key product of the Company, which is no longer viable. The delay in obtaining regulatory approvals also resulted in deferred timelines and low capacity build up.

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. The Company divested its specialty chemicals business in Panoli, Gujarat in order to channelize its focus entirely on its core businesses. The proceeds are being used to pare down debt and also provide growth capital.

The Company hived off its Veterinary Formulations Division including the manufacturing facility located at Additional Ambarnath to a Joint Venture Company to focus independently on high growth potential animal health market and to become a significant player in the market.

IV. Disclosures

The disclosures relating to the remuneration package of the managerial personnel made under the Section 'Corporate Governance Report' in the Annual Report as required under Clause 49 (VIII) (E) of the Listing Agreement:

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 Mr. Manish Gupta is holding 1,000 equity shares of the Company.

3. Details of other directorship / committee memberships of Mr. Manish Gupta as on November 12, 2014:

Sl. No.	Name of Company	Committee Membership
1	Alivira Animal Health Limited	Audit Committee (Member) Nomination & Remuneration Committee (Member)

Mr. Manish Gupta is not related to any other director of the Company.

The Board of Directors recommends the resolution as set out in item no. 2 & 3 of this notice for the approval of members by way of Ordinary Resolution and Special Resolution respectively.

Except Mr. Manish Gupta 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. 4:

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 a 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 clause 49 of the Listing Agreement as entered into by the Company with Bombay Stock Exchange Limited ("Listing Agreement") 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 a Special Resolution.

The transaction with the related parties as mentioned below 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 clause 49 of the Listing Agreement.

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 upto June 30, 2015 as identified by the Company.

The Board of Directors and the Audit Committee at their meetings held on November 12, 2014 had approved these related party transactions.

The particulars of proposed contracts/ arrangements/ transactions of the Company with related parties' for the financial year 2014 -15 and upto June 30, 2015 are as under :

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 upto June 30, 2015	Monetary Value upto (Rupees in Million)	Any other Information
1	Strides Arcolab Limited, India (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 (Related Party as per Accounting Standard -18)	Sale of Material / Services as per prevailing market prices	1,500.00	The Company will supply Active Pharmaceutical Ingredients (Raw Materials) to Strides at prevailing market price
2	Alivira Animal Health Limited, India (Alivira)	Mr. Arun Kumar, Promoter of the Company is a Director in Alivira Dr. Gopakumar G Nair an Independent Director of the Company is also an Independent Director in Alivira Mr. Manish Gupta Managing Director of the Company is also a Managing Director in Alivira Dr. Gautam Kumar Das Joint Managing Director of the Company is also a Joint Managing Director in Alivira Mr. Kannan P R Chief Financial Officer of the Company is also a Chief Financial Officer in Alivira	Subsidiary of the Company	Sale of Material / Services at cost plus 5% mark-up	1,010.00	The Company will supply finished products to Alivira
				Licensing Fee	475.00	Alivira has to pay this fee till the time the Intellectual Properties relating to the products of the company are transferred to Alivira
				Borrowings (Loans to receive)	1,400.00	NIL

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 special 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: Bangalore
Date: January 20, 2015

**Sd/-
Preetham Hebbar
Company Secretary**

SeQuent Scientific Limited

CIN : L99999MH1985PLC036685

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Bangalore - 560 076. Karnataka. Tel.: +91 80 6784 0340 Fax : +91 80 6784 0400
Website: www.sequent.in | Email : info@sequent.in

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ATTENDANCE SLIP

Regd. Folio No.* / Client ID : _____

Name & Address of First/Sole Member : _____

No. of Shares held : _____

I hereby record my presence at the Extraordinary General Meeting of the Company to be held on Monday, March 2, 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 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

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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 Monday, March 2, 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:

Sl. No.	Resolutions	Vote**	
		For	Against
Special Business			
1	Appointment of Dr. Kausalya Santhanam as a Director and Independent Director of the Company		
2	Appointment of Mr. Manish Gupta as a Director of the Company		
3	Appointment of Mr. Manish Gupta as a Managing Director of the Company		
4	Approval for the related party transactions of the Company		

Signed this _____ day of _____ 2015

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

** 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.