

**SeQuent Scientific Limited**

Regd. Office: No. 116, Vardhaman Industrial Complex, L B S Marg Thane (W).  
Corporate Office: STAR II, OPP IIM-B, Bilekahalli, Bannerghatta Road  
Bangalore – 560 076

**Sequent**  
Proven Ability In Life Science

Dear Shareholder(s),

**Notice pursuant to Section 192A (2) of the Companies Act, 1956:**

Pursuant to Section 372A of the Companies Act, 1956 read with Section 192A of the Companies Act, 1956 and Companies (Passing of Resolution by Postal Ballot) Rules, 2011, special resolution seeking confirmation of the Shareholders for the Corporate Guarantee issued by the Company for an amount of INR 90 Crore in favour of State Bank of Hyderabad and State Bank of Travancore, for the facility sanctioned by the said banks to SeQuent Penems Private Limited, a subsidiary of the Company, along with relevant explanatory statement and postal ballot form is being sent to you.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on **Friday, 21st September, 2012**. The Scrutinizer will submit his report after completion of the scrutiny and the results of the Postal Ballot will be announced on **Tuesday, 25th September 2012** and displayed at the Registered Office and Corporate Office of the Company.

The Company has appointed **Mr. Binoy Chacko**, Company Secretary in Wholetime practice, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

**Draft Special Resolution:**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

RESOLVED that, pursuant to the provisions of Section 372A of the Companies Act, 1956, Section 192A of the Companies Act, 1956 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the resolution passed by the Board of Directors of the Company at its meeting held on March 17, 2012 regarding issue of Corporate Guarantee of Rs.90,00,00,000 (Rupees Ninety Crores) in favor of State Bank of Hyderabad and State Bank of Travancore, in respect of facilities sanctioned by the said Bank to SeQuent Penems Private Limited, a subsidiary of the Company notwithstanding that such guarantee together with guarantees executed, loans given, investments made and securities given hitherto to and/or in respect of Body Corporate exceed the limits specified under Section 372A of the Companies Act, 1956, be and is hereby confirmed and ratified.

Bangalore

August 14, 2012

By Order of the Board,

**Vinayak Hegde**  
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE  
COMPANIES ACT, 1956.**

SeQuent Penems Private Limited, a subsidiary of the Company has availed credit facilities from State Bank of Hyderabad and State Bank of Travancore under consortium banking, for which the Company has issued a Corporate Guarantee. In view of the urgency of the requirement of the facility, the Board of Directors of the Company has, by a resolution passed at its meeting held on March 17, 2012, approved issue of the said guarantee in favor of State Bank of Hyderabad and State bank of Travancore, and the same has also been issued thereafter.

As per Section 372A of the Companies Act, 1956, a Company cannot make investment, give loan or guarantee or provide any security in excess of the limits set out therein unless it is previously authorized by a special resolution. Further, in terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the consent of the Shareholders for the above purpose is required to be obtained through Postal Ballot.

However, the Board is permitted to give Corporate Guarantee without being previously authorized by a special resolution, in exceptional circumstances, subject to the condition that the resolution of the board authorizing giving of the guarantee is confirmed within twelve months in a General Meeting or the Annual General Meeting of the Company held immediately after passing of the board resolution, whichever is earlier.

Accordingly, the Board of Directors authorized giving the guarantee subject to confirmation by the Shareholders through special resolution.

Your Directors recommend this resolution for approval by Members. You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set therein.

None of the Directors of the Company is concerned or interested in this resolution.

Bangalore

August 14, 2012

By Order of the Board,

**Vinayak Hegde**  
Company Secretary

**NOTE:**

We request you to exercise your option in the Postal Ballot Form enclosed and return the same to the SCRUTINISER in the self addressed prepaid postage envelope.

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**POSTAL BALLOT FORM**

- 1 Name(s) of Shareholder(s) (in block letters)  
(including joint-holders, if any)
- 2 Registered address of the sole/  
First named Shareholder/  
Beneficial Owner
- 3 Registered Folio Number/DPID No./  
Client ID No.\*  
(\*Applicable to Investors holding  
shares in dematerialized form)
- 4 Number of shares held
- 5 I/We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent the Resolution (AGAINST)
Special Resolution pursuant to section 372A of the Companies Act, 1956 regarding Corporate Guarantee of INR 90 Crore to State Bank of Hyderabad and State Bank of Travancore, on behalf of SeQuent Penems Private Limited a subsidiary of the Company.			

Place:

Date:

**(SIGNATURE OF THE SHAREHOLDER)****INSTRUCTIONS**

1. A Shareholder desiring to exercise Vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder. In case of Joint-holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named shareholder.
4. Postal Ballot cannot be exercised by a Proxy.
5. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
6. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours on Friday, 21st September, 2012. **All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.**
7. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority.
8. Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Shareholder on the date of despatch of the Notice.
9. **Shareholders are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Prepaid Envelope in as much as all such Envelopes will be sent to the Scrutinizer and any extraneous paper found in the Envelopes would be destroyed by the Scrutinizer.**
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.