

## SeQuent Scientific Limited

Regd. Office: 301, 3<sup>rd</sup> 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

**Sequent**  
Proven Ability In Life Sciences

Dear Shareholder(s),

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

Pursuant to Section 180(1) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, special resolution seeking approval of the Shareholders for the slump sale of its Veterinary Formulations Division located at Additional Ambarnath along with all related assets and liabilities ("Veterinary Formulations Division") of the Company to a wholly owned subsidiary of the Company, for cash or any other form of consideration, as the Board of Directors ("Board") may deem appropriate, along with the explanatory statement and postal ballot form is being sent to you.

The Companies Act, 2013 has been enacted with effect from August 29, 2013 and the provisions of Companies Act, 2013 with respect to sale of assets under section 180(1) (a) of the Companies Act, 2013 and section 102 (1) with respect to explanatory statement has been notified w.e.f. September 12, 2013. However, the provisions of passing of resolutions by postal ballot have not been notified as on the date of this Notice and the Company is following the procedure prescribed under Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on October 25, 2013.

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

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 December 7, 2013.

The Scrutinizer will submit his report after completion of the scrutiny and the results of the Postal Ballot will be announced on December 10, 2013 and displayed at the Registered Office and the Corporate Office of the Company.

The results will be communicated to the Bombay Stock Exchange and also displayed on the Company's website [www.sequent.in](http://www.sequent.in)

### 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 180(1)(a) of the Companies Act, 2013, Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to compliance of all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned/ statutory authorities and subject to such other terms and conditions as may be imposed by them, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee of directors constituted and authorized for purposes mentioned hereof), to sell/ transfer the Veterinary Formulations Division located at Additional Ambarnath, along with all related assets and liabilities including but not limited to employees, contracts, licenses, permits, consents and approvals of the Company as a "going concern" by means of a slump sale (as defined in Section 2 (42C) of the Income Tax Act, 1961) to its wholly owned subsidiary for a lump sum consideration of Rs. 300,000,000 (Rupees Thirty Crore Only) subject to adjustment of net working capital position calculated on the date of transfer ("Business Transfer"), subject to any variation of consideration as the Board may finalize, to be discharged by way of cash or in any other mode as the Board may finalize, and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER that the Board be and is hereby authorized to finalize the terms and conditions without further referring the matter to the Members of the Company, as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memoranda, deeds of assignment/ conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company, including to seek registration of any such documents, deeds as may be necessary, filing intimations, applying for and/or behalf of the Company and seeking approvals/consents of necessary parties, including without limitation regulatory authorities, for giving effect to this resolution and that the Board shall also have the power and authority to delegate all or any of its powers conferred herein as it may deem fit to give effect to this Resolution.

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

Sd/-  
**Preetham Hebbbar**  
Company Secretary

Place: Bangalore  
Date: October 30, 2013

Note : For explanatory statement, please see overleaf

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013  
READ WITH SECTION 192A (2) OF THE COMPANIES ACT, 1956**

**FOR THE TRANSFER OF COMPANY'S UNDERTAKING PERTAINING TO VETERINARY FORMULATIONS DIVISION**

SeQuent Scientific Limited ("the Company") operates in 3 main businesses which are Active Pharmaceutical Ingredients ("API"), Veterinary Formulations and Specialty Chemicals.

Considering the specific and diverse needs of the different businesses, the management of the Company has taken a strategic decision to distinctly focus its efforts and resources towards growth and development of each line of businesses. The management also intends to simplify the group's operating structure by aligning businesses under different companies for the purpose of administrative convenience. This would also enable the Group as a whole to achieve expertise in businesses, focus and develop capacity & capability across geographies in order to build scale, ability to meet customer demand and develop products to meet customer requirements. Hence, the Company has decided to undertake a slump sale of the Veterinary Formulations Division located at Additional Ambemath ("Veterinary Formulations Division") to a wholly owned subsidiary.

The Board of Directors of the Company on October 30, 2013 has, subject to the approval of shareholders and other requisite approvals, approved hiving off the Veterinary Formulations Division, along with all related assets and liabilities, including but not limited to employees, contracts, licenses, permits, consents and approvals as a separate business by way of slump sale to its wholly owned subsidiary, Alivira Animal Health Limited ("AAHL").

The transfer of the Veterinary Formulations Division would be effective from the date as may be decided by the Board, for a lump sum consideration of Rs. 300,000,000 (Rupees Thirty Crore only) subject to adjustment of net working capital position calculated on the date of transfer and any variation of consideration as the Board may finalize to be discharged by way of cash or in any other mode of consideration as the Board may finalize.

For the purposes of effecting the sale / transfer of the veterinary Formulations Division, the Company proposes to execute a Business Transfer Agreement ("BTA") and other related agreements such as assignment deeds, applications to governmental authorities etc.

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

Dr. Gopakumar Nair, Mr. Kannan Ramanujam and Dr. Gautam Kumar Das, Directors of the Company are also Directors in AAHL. Dr. Gautam Kumar Das, Director of the Company and Mr. Kannan P R, Key Managerial Personnel of the Company hold 1 (one) Equity share each in AAHL as nominees of the Company. 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: October 30, 2013

Sd/-  
**Preetham Hebbar**  
Company Secretary

**SeQuent Scientific Limited**

Regd. Office: 301, 3<sup>rd</sup> Floor, Dosti Pinnacle, Plot No. E7, Road No. 22,  
Wagle Industrial Estate, Thane (W), Maharashtra – 400 604  
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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/ DP ID No./ Client ID No.\*  
(\*Applicable to Investors holding shares in dematerialized form)
  
- 4 Number of shares held

I/We hereby exercise my/ our votes in respect of the following Resolution to be passed through Postal Ballot for the business as set out 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 (tick in both the boxes will render the ballot invalid):

Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for hiving of Veterinary Formulations Division 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. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours on December 07, 2013. 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 as on October 25, 2013.
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.

Postage  
will be  
paid by  
addressee

## **BUSINESS REPLY ENVELOPE**

PERMIT No. : TNC/BRP-110/2013-2014  
WAGALE I.E.P.O. 400604



**To,**  
**Mr. Binoy Chacko**  
**Scrutinizer**  
**SeQuant Scientific Limited**  
301, 3<sup>rd</sup> Floor, Dosti Pinnacle, Plot No. E7,  
Road No. 22, Wagle Industrial Estate,  
Thane (W), Maharashtra – 400 604