

# Sequent SCIENTIFIC LIMITED

**Corporate Office :** Star II, Opp. IIM, Bilekahalli, Bannerghatta Road, Bangalore - 560 076, India.  
Tel: +91 80 6784 0340 Fax: +91 80 6784 0400

**Regd. Office :** 301, 3rd Floor, 'Dosti Pinnacle', Plot No. E7, Road No. 22, Wagle Indl. Estate,  
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**CIN : L99999MH1985PLC036685 | Email : info@sequent.in | Website : www.sequent.in**

# Sequent

Proven Ability in Life Sciences

Dear Member(s),

## Notice pursuant to Section 110 of the Companies Act, 2013

Pursuant to Section 110 of the Companies Act, 2013 ("the Act") and Rule 22 of Companies (Management and Administration) Rules, 2014, notice for seeking approval of the members of the Company for the following resolutions along with the explanatory statement and Postal Ballot Form is being sent to you:

1. Ordinary Resolution to approve sub-division of equity shares of the Company.
2. Special Resolution to approve alteration of Capital Clause in the Memorandum of Association and Articles of Association of the Company.

The notice is being sent to all the Members, whose names appear in the Register of Members and list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on December 18, 2015.

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 Postal Ballot Form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on January 28, 2016, failing which, it will be strictly considered that no reply has been received from the Member.

The Company is pleased to offer e-Voting facility as an alternate for the members of the Company to enable them to cast their votes electronically instead of dispatching physical Postal Ballot Forms. The Company has engaged the services of NSDL to provide e-Voting facilities. Members may choose to vote using the e-Voting facility, the details whereof are specified under instructions to the Postal Ballot Form which is forming part of this notice. e-Voting will be open from 9.00 a.m of December 29, 2015 till 5.00 p.m of January 28, 2016.

The Scrutinizer will submit his report after completion of the scrutiny and the results of the Postal Ballot will be announced on February 1, 2016 and displayed at the Registered Office and the Corporate Office of the Company.

The results will be communicated to BSE Limited and also displayed on the Company's website www.sequent.in.

### Item No. 1 :

#### Approval for sub-division of equity shares of the Company

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

RESOLVED that pursuant to the provisions of Section 61 and all 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 provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the Statutory Authorities concerned, consent of the members of the Company be and is hereby accorded for the sub-division of 1 (One) Equity share of the Company of face value of Rs. 10/- each fully paid up into 5 (Five) Equity shares of Rs. 2/- each of the Company fully paid-up ("Sub-division").

RESOLVED FURTHER that upon Sub-division, 5 (Five) Equity shares of face value of Rs. 2/- each fully paid up be allotted in lieu of 1 (One) Equity Share of Rs. 10/- each fully paid up subject to the terms of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid Equity shares of Rs. 10/- each of the Company and shall be entitled to participate in full dividends to be declared after the sub-division of Equity shares.

RESOLVED FURTHER that upon Sub-division, the share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form would be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company, with new set of distinctive numbers, in lieu of such existing share certificate(s), subject to the provisions of the Companies (Share Capital and Debenture) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members maintained with the respective depository participants, in lieu of the existing credits representing the Equity Shares of the Company before the Sub-division.

RESOLVED FURTHER that the issue price per convertible warrant and the number of existing convertible warrants issued in accordance with the provisions of Chapter VII of Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, outstanding as on the Record Date, will be adjusted on a proportionate basis to reflect the proposed sub-division of equity shares.

RESOLVED FURTHER that the issue price per Employee Stock Option and the number of Stock options granted in accordance with the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Shares Based Employee Benefits) Regulation, 2014 outstanding as on the Record Date, whether vested or not, will be adjusted on a proportionate basis to reflect the proposed sub-division of equity shares.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall also be deemed to include any Committee constituted thereof) be authorized to fix the Record Date for the purpose of Sub-division and take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) and the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, undertakings and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution.

## **Item No. 2:**

### **Approval for alteration of Capital Clause in the Memorandum of Association and Articles of Association 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 Section 13, 61 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) the existing Clause V of Memorandum of Association of the Company be and is hereby substituted as follows:

*“The Authorised Share Capital of the Company is Rs. 500,000,000 (Rupees Fifty Crore Only) divided into 250,000,000 (Twenty Five Crore) equity shares of Rs. 2/- (Rupees Two Only) each with power to increase and/ reduce the capital, to divide the shares in the capital for the time being into several classes and to attach there to respectively such qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.”*

RESOLVED FURTHER that pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the existing Article 5 of the Articles of Association of the Company be and is hereby substituted as follows:

*“The Authorised Share Capital of the Company is Rs. 500,000,000 (Rupees Fifty Crore Only) divided into 250,000,000 (Twenty Five Crore) equity shares of Rs. 2/-(Rupees Two Only) each.*

*The Company has power from time to time to increase or to reduce its capital. Any of the said shares and any new shares thereafter to be created may from time to time be divided into shares of several classes in such manner as may be provided hereinafter and the company may allow and so that the shares of each class may have or confer such preferred or other special rights and privileges as may be issued under such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise as shall have been assigned thereto by or under the provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any shares issued with preferred or other rights shall not be varied or abrogated or affected except with sanction as is provided for hereafter.”*

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.

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

Place: Bangalore  
Date: October 29, 2015

**Sd/-  
Preetham Hebbar  
Company Secretary**

**Notes :**

1. Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on December 18, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants/ the Company. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice and Postal Ballot Form are being sent by post along with a self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on December 18, 2015 will be considered for the purpose of voting.
4. Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.
5. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to investors@sequent.in or may write to the Company Secretary at the Registered Office of the Company. The Company will forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
6. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
7. A Member cannot exercise his / her vote through proxy on postal ballot.
8. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the members.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) READ WITH  
SECTION 110 OF THE COMPANIES ACT, 2013**

**Item nos. 1 & 2:**

The Equity shares of the Company are listed and actively traded in BSE Limited. There has been considerable interest in the Company's Shares in the Stock Market, resulting in constant increase in the market price of the shares of the Company. With an intent to improve the liquidity of the Company's shares in the stock market and also to encourage the participation of small investors in the equity shares of the Company, the Board of Directors of the Company at its meeting held on October 29, 2015, approved the sub-division of 1 (One) Equity share of the Company of face value of Rs. 10 each into 5 (Five) Equity shares of Rs. 2/- each subject to approval of members of the Company and such other authorities, as may be necessary.

The proposed sub-division of equity shares of the Company requires alteration of Authorised share Capital of the Company from Rs. 500,000,000 (Rupees Fifty Crore Only) divided into 50,000,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten Only) each of the Company to Rs. 500,000,000 (Rupees Fifty Crore Only) divided into 250,000,000 (Twenty Five Crore) equity shares of Rs. 2/- (Rupees Two Only) each of the Company.

Pursuant to the alteration, Clause V of the Memorandum of Association ("MOA") of the Company and the Article 5 of the Articles of Association ("AOA") of the Company have to be substituted as mentioned in the Resolution set out in Item no. 2 of this notice.

The Board of Directors recommends the resolution as set out in Item no. 1 of this notice as an Ordinary Resolution for the sub-division of equity shares of the Company and Resolution set out in Item no. 2 of the notice as a Special Resolution for the alteration of MOA and AOA .

The MOA and AOA of the Company along with the proposed alterations will be open 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 Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company and their relatives are interested in the above resolutions and does not have any concern or interest, financial or otherwise.

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

Place: Bangalore  
Date: October 29, 2015

**Sd/-  
Preetham Hebbar  
Company Secretary**

# Sequent SCIENTIFIC LIMITED

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**CIN: L99999MH1985PLC036685 | Email: info@sequent.in | Website: www.sequent.in**

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### POSTAL BALLOT FORM

1. Name(s) of Member(s) (in block letters) :  
(including joint-holders, if any)
2. Registered address of the Sole / :  
First named Member / 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 Resolutions to be passed through Postal Ballot for the business as set out in the Notice of the postal ballot dated October 29, 2015 issued by the Company by sending my / our assent or dissent to the said Resolutions by placing the tick ( ✓ ) mark at the appropriate box below (tick in both the boxes will render the ballot invalid):

Sl. No.	Particulars	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Ordinary Resolution to approve sub-division of equity shares of the Company.			
2.	Special Resolution to approve alteration of Capital Clause in the Memorandum of Association and Articles of Association of the Company.			

Place:

Date:

(Signature of the Member)

### e-Voting Particulars

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting facility will be available during the following voting period :

Commencement of e-voting	End of e-voting
From 9 a.m. of December 29, 2015	Upto 5.00 p.m. of January 28, 2016

**Note: Please read carefully the instructions printed overleaf before exercising vote.**

## INSTRUCTIONS

The member(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-Voting, then do not vote by physical postal ballot also and vice versa. However, in case members cast their vote by physical ballot and e-Voting, then voting done through e-voting will prevail and voting done through physical will be treated as invalid.

### A. Voting in Physical form:

1. A member desiring to exercise vote by Postal Ballot in physical mode 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 or registered post at the expense of the Registered Member 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 member. 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 member and in his absence, by the next named member.
4. The Postal Ballot shall not 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 January 28, 2016. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member 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, authorizing the signatory to execute and sign the Postal Ballot Form.
8. Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the member as on December 18, 2015.
9. Members 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. Members are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
10. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later the close of working hours on January 28, 2016.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

### B. Process and Manner for Members opting for e-Voting is as under:

#### a) In case of Members receiving e-mail from NSDL

1. Open e-mail and open PDF file viz. "Sequent Scientific Limited e-Voting.pdf" with your Client ID or Folio No. as password. The PDF file contains user ID and Password for e-Voting. Please note that, this password is an initial password.
2. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>.
3. Click on Shareholder-Login.
4. Put user ID and Password noted in step (1) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
5. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits/ characters or a combination thereof. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
6. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
7. Select "EVEN (E-Voting Event Number)" of Sequent Scientific Limited. For any EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
8. Now you are ready for "e-voting" as "Cast Vote" Page opens.
9. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the vote on a resolution is cast by the Member she/ he shall not be allowed to change it subsequently.
12. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/ JPG format) of the relevant Board resolution/ authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : **binoy@cnpartners.in** with a copy marked to **evoting@nsdl.co.in** and **investors@sequent.in**.

#### b) In case of Members receiving Postal Ballot Form by Post:

1. Initial Password is provided at the bottom of the Postal Ballot Form. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
2. Please follow all steps from Sl. No. (2) to (12) of point no. B given above to cast your vote.

In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of <https://www.evoting.nsdl.com/> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)