

Quotient Ltd
Form DEFA14A
October 11, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

QUOTIENT LIMITED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

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- (4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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The following form of email is being sent to certain shareholders of the Registrant in connection with the Registrant's 2017 Annual General Meeting of Shareholders.

FORM OF EMAIL TO CERTAIN SHAREHOLDERS OF QUOTIENT LIMITED

Dear Shareholder,

Recently you received the proxy statement for this year's annual general meeting of shareholders of Quotient Limited (the Company). The annual general meeting is scheduled to be held on October 27, 2017.

Certain of the resolutions (Resolutions 1 to 8) seek shareholder approval to re-elect our eight current directors to the board of directors (the Board). **In the proxy statement, the Board unanimously recommends a vote FOR each of the nominees as directors.**

You may be aware that Glass, Lewis & Co., LLC, an independent proxy advisory firm (Glass Lewis), has issued a withhold vote recommendation on the resolution (Resolution 7) to re-elect Zubeen Shroff to the Board. This recommendation appears to be based on concerns over Mr. Shroff's independence, which in Glass Lewis's view impacts his ability to serve on Board committees generally.

As described in more detail in our proxy statement, although Mr. Shroff is not currently independent as defined in the applicable SEC rules related to audit committee composition, the Board has however determined that Mr. Shroff is an independent director under the applicable NASDAQ rules. The SEC independence rules relate only to the audit committee and Mr. Shroff does not serve on our audit committee. Mr. Shroff serves on our remuneration and nominating and corporate governance committees and satisfies all applicable NASDAQ independence criteria related to his service on such committees. Mr. Shroff also serves on our strategy and regulatory committee.

I also note that another proxy advisory firm, Institutional Shareholder Services Inc. (ISS), has issued yes vote recommendations for all of our director nominees, including Mr. Shroff. I hope with these clarifications you will be able to support Mr. Shroff's re-election.

Regards,

Paul Cowan

Chairman

Quotient Limited