Ref: ASCL/SEC/19-20/45

October 22, 2019

1. To,
The General Manager
Department of Corporate Services
BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P. J. Tower
Dalal Street, Fort
Mumbai – 400 001
BSE Scrip Code: 532853

2. To,
The General Manager (Listing)
National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Plot No. C/1, G Block
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051
NSE Trading Symbol: ASAHISONG

SUB: INTIMATION OF JOINT VENTURE CUM SHAREHOLDERS AGREEMENT

REF: REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir/Madam,

In terms of the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the Company has signed a Joint Venture Cum Shareholders Agreement with Tennants Textile Colours Limited, London for setting up a manufacturing facility for AZO Pigments in India at Dahej, Bhrauch, Gujarat.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are given in Annexure A to this letter.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For, **ASAHI SONGWON COLORS LIMITED**

GOKUL M. JAYKRISHNA
Jt. Managing Director & CEO

Encl: As above

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Annexure – A

Sl. No.	Particulars of Events	Details
1.	Name(s) of parties with whom the agreement is entered	i) Asahi Songwon Colors Limited (ASCL) ii) Tennants Textile Colours Limited (TTC)
2.	Purpose of entering into the agreement	Setting up a manufacturing facility for AZO Pigments in India at Dahej, Bhrauch, Gujarat.
3.	Shareholding, if any, in the entity with whom the agreement is executed	i) Asahi Songwon Colors Limited (ASCL) will hold 51% of total Equity Share Capital of the proposed Joint Venture Company. ii) Tennants Textile Colours Limited (TTC) will hold 49% of total Equity Share Capital of the proposed Joint Venture Company.
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, rights to restrict any change in capital structure etc.	a. Each party will have right to appoint Directors, Asahi Songwon Colors Limited (ASCL) will have 4 (Four) Directors and Tennants Textile Colours Limited (TTC) will have 2 (two) Directors on the board of Joint Venture Company. Capital contribution will continue in the ratio of the agreed proportions. b. Lock-in period of 5 years for both shareholders - no transfer of shares shall be permitted in the first five years of the Joint Venture Company life, without the prior consent of the other party. c. Upon expiry of the Lock-in period as mentioned above, the parties can transfer the shares by giving the right of first refusal to the other by following the procedure as per the said Joint Venture Cum Shareholders Agreement.

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		d. Tag Along Right - if a party sells its shares to a third party, then the other party shall have the right to sell its own shares to the third party.
5.	Whether, the said parties are related to promoter/promoter group / group companies in any manner. if yes, nature of relationship	Tennants Textile Colours Limited (TTC), London is not related to promoter/promoter group / group companies in any manner.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length".	No
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	The Joint Venture Company will issue equity shares to both the parities (in Agreed Equity Proportion) at par value i.e. Rs. 10/- per equity share. The initial paid up capital will be subscribed by ASCL for the purpose of incorporation of Joint Venture Company.
8.	Any other disclosure related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not applicable

ASAHI SONGWON COLORS LTD.