AsahiSongwon

Ref: ASCL/NSE/SEC20/1607/31

July 28, 2016

To,
General Manager (Listing)
National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051
Fax: 022-26598237/38

SUB: NOTICE OF EXTRA ORDINARY GENERAL MEETING

REF: COMPANY SYMBOL: ASAHISONG

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith notice of Extra Ordinary General Meeting of the Company to be held on 22nd August, 2016 at the Registered Office of the Company.

Kindly take the above information on your records.

Thanking you,

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

SAJI JOSEPH
Company Secretary

Encl: As above

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ASAHI SONGWON COLORS LIMITED

CIN : L24222GJ1990PLC014789
Registered Office : "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing,
Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059, Gujarat, India
Tel: +91-79-39825000, Fax: +91-79-39825100 email : cs@asahisongwon.com, www.asahisongwon.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the members of **ASAHI SONGWON COLORS LIMITED** will be held on Monday, 22nd day of August, 2016, at the registered office of the Company situated at "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059, Gujarat at 4:00 p.m. to transact the following business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy

1. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors), Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby given to the appointment of M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 111072W) (In the capacity of Partnership Firm) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 111072W) (in the Capacity of Proprietorship) due to change in their constitution/ status from Proprietorship to Partnership Firm and the auditors so appointed shall hold the office from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors in consultation with auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolution."

By the Order of the Board of Directors

MRS. PARU M. JAYKRISHNA
Chairperson and Managing Director
DIN No. 00671721

Place : Ahmedabad
Date : July 22, 2016
Registered Office :
"Asahi House" 13, Aaryans Corporate Park,
Nr. Shilaj Railway Crossing, Thaltej – Shilaj Road,
Thaltej, Ahmedabad – 380 059 Gujarat, India
CIN:L24222GJ1990PLC014789

NOTES:

1. The Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, in respect of the business under Item No. 1 of the Notice, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company, either in person or through post, duly completed and signed, not later than forty-eight hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing the representatives to attend and vote on their behalf at the Extraordinary General Meeting (EGM).

4. Members are requested to notify immediately any change in their address, to their DP in respect of their Demat Accounts and to the Registrar in respect of their physical shares, as the case may be. To support 'Green Initiative' Members holding share in physical mode are requested to register their email ids with the Company/Registrar.

5. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.

6. Electronic copy of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

7. Members have been provided option of voting through electronic means (remote e-voting). A Member may participate in the Extraordinary General Meeting even after exercising his/her right to vote through remote e-voting facility but shall not be allowed to vote again in the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company email id: cs@asahisongwon.com.

8. Members may also note that the Notice of an Extraordinary General Meeting will also be available on the Company's website www.asahisongwon.com for their download. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days from the date of dispatch of the Notice, up to Saturday, August 20, 2016.

9. Route Map showing directions to reach to the venue of the Extra Ordinary General Meeting is given at the end of this Notice.

10. **Voting Options**

I. Voting through electronic means:

Pursuant provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to members to exercise their right to vote at this Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and open PDF file viz; "Asahi Songwon Colors Ltd e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: *https://www.evoting.nsdl.com/*

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Asahi Songwon Colors Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail cs@asahisongwon.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of Extraordinary General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Ballot Form for the EGM:

(ii) EVEN (E-Voting Event Number) USER ID PASSWORD/PIN

(iii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. Voting at Extra Ordinary General Meeting:

The members who have not cast their vote by remote e-voting can exercise their voting rights at the meeting. The Company will make arrangements of ballot papers in this regards at the meeting venue.

OTHER INSTRUCTIONS

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of *www.evoting.nsdl.com*.
2. If you are already registered with NSDL / CDSL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) regarding NSDL remote e-voting system in future.
4. The remote e-voting period will commences on Friday, August 19, 2016 (9:00 a.m. IST) and ends on Sunday, August 21, 2016 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 17, 2016, may cast their vote electronically. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 17, 2016.
6. Any person who acquires shares of the Company and become member of the Company after the dispatch of the Notice and holding shares as of the cut-off date i.e. August 17, 2016, may obtain the login ID and password by sending an email to the Company at cs@asahisongwon.com or at *evoting@nsdl.co.in* by mentioning their Folio No./ DP ID and Client ID No.
7. A person, whose name is recorded in the register of members or in the beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Form.
8. Mr. Bipin L. Makwana, Practicing Company Secretary (Membership No. A15650) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
9. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. Scrutiniser shall within 3 days of the conclusion of the meeting submit a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the Results of the voting forthwith.
10. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited & National Stock Exchange of India Limited.

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EXPLANATORY STATEMENT PURUSANT 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement set out all the material facts relating to the Special Business mentioned in Item No. 1 of the accompanying notice.

Item No. 1

As the members are aware that the Company had appointed M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 111072W) as the Statutory Auditors of the Company in the capacity of Proprietorship firm at the Twenty Five Annual General Meeting (AGM) in calendar year 2015 to hold office till the conclusion of the next Annual General Meeting.

M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 111072W) have tendered their resignation from the position of Statutory Auditors of the Company on account of change in their constitution/ status from proprietorship firm to partnership firm. However, there is no change in their registration number. As envisaged by section 139(8) of the Companies Act, 2013 ("Act"), any casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting as per the recommendations made by the Audit Committee and Board of Directors in this regard. The Audit Committee and the Board of Directors have recommended the appointment of M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 111072W) in the capacity as partnership firm as Statutory Auditors of the Company, if appointed in the Extra Ordinary General Meeting will hold office of the Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting of the Company.

M/s. Trushit Chokshi & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 111072W) in the capacity of partnership firm, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and they do not suffer from any disqualifications. Accordingly, the same is put before the members for their consideration and approval.

The Board recommends the passing of this resolution as an Ordinary Resolution.

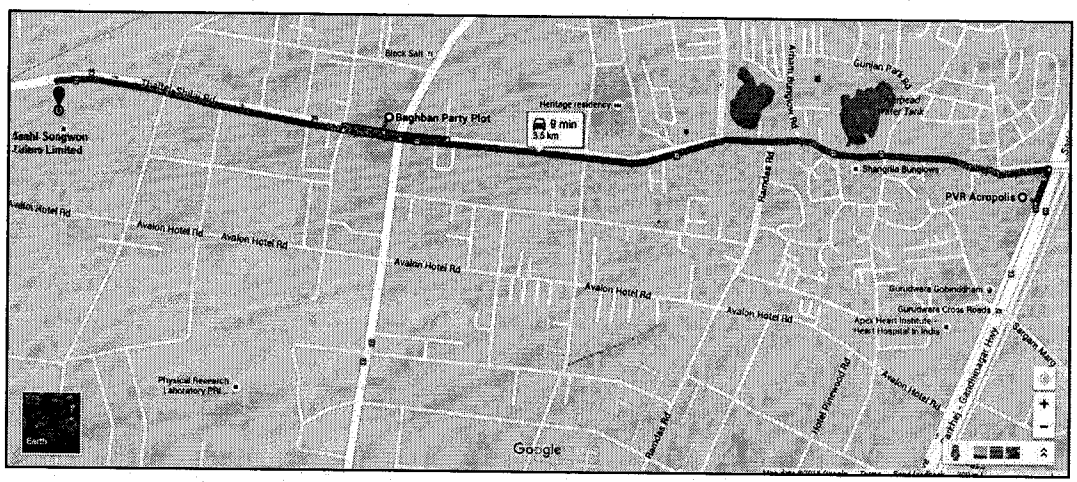
None of the Directors, Key Managerial Persons or their relatives is in any way, concerned or interested or deemed to be concerned or interested in the said resolution.

By the Order of the Board of Directors

Place : Ahmedabad
Date : July 22, 2016

MRS. PARU M. JAYKRISHNA
Chairperson and Managing Director
DIN No. 00671721

ROUTE MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING OF ASAHI SONGWON COLORS LIMITED



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ASAHI SONGWON COLORS LIMITED

CIN : L24222GJ1990PLC014789

Registered Office : "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059, Gujarat, India

Tel: +91-79-39825000, Fax: +91-79-39825100 email : cs@asahisongwon.com, www.asahisongwon.com

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING on Monday, 22nd August, 2016 at 4.00 p. m. at the Registered Office of the Company at "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059

Registered Folio No/DP/ Client ID No : _____

No of Shares held : _____

Name of the Member : _____

I/ We hereby record my/ our presence at the EXTRA ORDINARY GENERAL MEETING of the Company at "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059, Gujarat at 4:00 p.m. on 22nd day of August, 2016.

_____ _____

Member/ Proxy's Name in Block Letters Members/Proxy's Signature

Note:

1. Member/Proxy holders are requested to bring this Attendance Slip to the Meeting and handover the same at the entrance duly signed.
2. If signed by Proxy, his/her name should be written in BLOCK Letters.

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ASAHI SONGWON COLORS LIMITED

CIN : L24222GJ1990PLC014789

Registered Office : "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059, Gujarat, India

Tel: +91-79-39825000, Fax: +91-79-39825100 email : cs@asahisongwon.com, www.asahisongwon.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____

Registered address : _____

_____

Email id : _____

Folio No/DP ID/Client Id : _____

I/We being a member of _____ shares of the above name company, hereby appoint:

1. Name : _____
   Address : _____
   Email id : _____ Signature : _____
   Or failing him/her:
2. Name : _____
   Address : _____
   Email id : _____ Signature : _____
   Or failing him/her:
3. Name : _____
   Address : _____
   Email id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EXTRA ORDINARY GENERAL MEETING to be held on the Monday, 22nd August, 2016 at 4.00 p.m. at the Registered office of the Company at "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380 059 and at any adjournment therof in respect of the such resolutions as are indicated below:

Sr. No.	Particulars of Resolution	Optional	
		For	Against
		I/We assent to the resolution	I/We dissent to the resolution
	Special Business		
1.	Ordinary Resolution for Appointment of Statutory Auditor to fill casual vacancy		

Signed this _____ day of _____ 2016

Please Affix Revenue Stamp

Signature of member(s) _____

Signature of proxy holder (s) _____

Note:

1. The Proxy form, in order to be effective, should be completed, duly signed and stamped and must be deposited at the Registered Office of the Company not less than 48 hours before the time of the aforesaid meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
4. This is only optional. Please indicate your option by putting an "X" in the appropriate column against the resolutions indicated. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.