AsahiSongwon

Ref: ASCL/NSE/SEC20/1602/46

February 26, 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: POSTAL BALLOT NOTICE

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 Postal Ballot Notice along with Postal Ballot Form sent for approval of the Members 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

AsahiSongwon

ASAHI SONGWON COLORS LIMITED

CIN : L24222GJ1990PLC014789
Registered Office : 167/168, Village Indrad, Kadi – Kalol Road, Dist : Mehsana, Gujarat – 382 715
Tel : 02764-233007/8/9, Website : www.asahisongwon.com Email ID: cs@asahisongwon.com

Postal Ballot Notice

(Notice Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the **"Act"**) if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Resolution(s) appended below are proposed to be passed as Special Resolution(s) by way of Postal Ballot and reasons thereof is annexed to the Postal Ballot Notice along with Postal Ballot (the **"Form"**) for your consideration and voting. The Postal Ballot Notice along with the Postal Ballot Form shall be uploaded on the website of the Company.

The Board of Directors has appointed Mr. Bipin L. Makawana, Company Secretary in Practice, Ahmedabad as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner and National Securities Depository Limited (NSDL) as agency in respect of remote e-voting for the Postal Ballot.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer at Link Intime India Pvt Ltd, C -13, Pannalal Silk Mills Compound, L.B.S. Marg, Mumbai - 400078 not later than the close of business hours i.e., 5:00 p.m. on Monday, March 28, 2016. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means".

Upon completion of the Postal Ballot process (including voting by electronic means), the Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the Postal Ballot process (including e-voting period) unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairperson and Managing Director of the Company and in her absence to the Joint Managing Director of the Company. The results of the Postal Ballot (including e-voting) would be announced by the Chairperson and Managing Director and in her absence by the Joint Managing Director of the Company on or before Wednesday, 30th March, 2016 at 11.00 a.m. at the Registered Office of the Company. The said results would be displayed on the notice board of the Company at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's equity shares are listed and displayed along with the Scrutinizer Report on the Company's website and the website of NSDL.

ITEM NO. 1

Shifting of Registered Office of the Company

To consider and if thought fit, to give assent/dissent to the following as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 12,110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from 167-168, Village : Indrad, Tal : Kalol, Dist : Mehsana - 382 715 to "Asahi House", 13, Aaryans Corporate Park, Thaltej - Shilaj Road, Thaltej, Ahmedabad - 380059, with in the State of Gujarat.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised, on behalf of the company, to do all acts, deeds and things as may be deem necessary, proper or desirable and to sign, execute all necessary documents, applications and returns for purpose of giving effect to the above resolution and to file necessary forms with Ministry of Corporate Affairs (MCA) and /or Registrar of Companies (ROC), Gujarat."

ITEM NO. 2

To authorize the Board of Directors of the Company to secure the borrowings

To consider and if thought fit, to give assent/dissent to the following as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors ("the Board", which term shall include any Committee which the Board may constitute to exercise its powers including the powers conferred under this resolution) to create from time to time such mortgage, hypothecation, charges, liens, pledge, assignment, transfer and/or other securities already created by the Company including those, if any, created pursuant to the special resolution passed by the shareholders in the 24th Annual General Meeting be and is hereby ratified by this resolution, on terms and conditions as the Board in its sole discretion may deem fit, on Company's assets and properties, both present and future, whether immovable, movable, current assets or stock-in-trade including whole or substantially the whole of the Company's undertaking(s) in favour of Financial Institution(s)/ Bank(s)/Body Corporate(s) / other Agencies / Trustees for the holders of the Debentures / Bonds, other instruments / and /or person or persons (hereinafter called "Lenders") as may be agreed to by the Board for the purpose of securing any financial facilities / the repayment of any loans/ financial assistance / other borrowings, subject to maximum of Rs. 500 Crore (Rupees Five Hundred Crore Only) together with interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, cost, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements/arrangements entered into / to be entered into by the Company in respect of the said Loans, Debentures, Bond or other instruments as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize the terms and conditions for creating the aforesaid mortgage, hypothecation, charges, liens, pledge, assignment and/ or any other encumbrances and to execute the documents, letters, papers, undertakings and such other agreements including amendments thereto from time to time, as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company."

ITEM NO. 3

To give loans or to give guarantee or to provide securities in connection with the loan made to any other body corporate or person or to make investment

To consider and if thought fit, to give assent/dissent to the following as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by Resolution) to invest/acquire the securities of any body corporate by way of subscription/ purchase or otherwise, give any loan or guarantee or provide security in connection with a loan to any other body corporate or person, upto a sum of Rs. 300 Crores (Rupees Three Hundred Crores Only), notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively "transaction") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, disinvestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction."

ITEM NO. 4

Private Placement of Non-convertible debentures and/or other Debt Securities

To consider and if thought fit, to give assent/dissent to the following as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and all other applicable rules, if any, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India, provisions of the Listing Agreement with the Stock Exchanges, or any other applicable law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other approvals as may be required from regulatory authorities from time to time, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to make offer(s), invitation(s), to subscribe and issue Non-Convertible Debentures ("NCDs"), Bonds, Commercial Papers ("CP") or any other Debt Securities in one or more series/tranches aggregating upto Rs. 500 crores (Rupees Five Hundred Crores Only), whether rupee denominated or denominated in foreign currency, during the period of 1 (one) year from the date of declaration of results of this postal ballot and e-voting, on such terms and conditions and at such times and at par or at such premium, as the Board may, from time to time determine and consider proper and most beneficial to the Company including as to when the said Non Convertible Debentures and /or Bonds and/or

Commercial Papers or other debt securities be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, and execute all such deeds, documents, instruments and writings, and take all such steps as it may in its sole and absolute discretion deem necessary including for the purpose of determining terms of issue of Non-Convertible Debentures and/or Bonds and/or Commercial Papers and/or other debt securities and to settle all questions, difficulties and doubts that may arise in relation thereto."

Place : Ahmedabad
Date : January 25, 2016
Registered Office :
167-168, Village Indrad
Kadi – Kalol Road, Dist : Mehsana
Gujarat – 382 715 (India)
CIN : L24222GJ1990PLC014789

By the Order of the Board of Directors

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.

2. The Board of Directors of the Company has appointed Mr. Bipin L. Makwana (ACS 15650 /CP No. 5265) Company Secretary in Practice, Ahmedabad, to act as the Scrutinizer for conducting the Postal Ballot/e-voting process in accordance with the law and in a fair and transparent manner.

3. The Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members/ List of Beneficial Owner as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, February 19, 2016. Accordingly the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from NSDL and CDSL as on Friday, February 19, 2016 (cut-off-date) will be considered for the purpose of voting. A Person who is not a member as on that date should treat this notice for information purposes only.

4. All the material documents referred in the Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection at the Registered Office of the Company during the business hours i.e. 9.00 a.m. to 6.00 p.m. on all working days except Saturdays and Sundays and national holidays from the date of dispatch of the Notice till Monday, March 28, 2016.

5. In accordance with the provisions of Section 101 of the Act read with Rules 18, 20 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.

6. In compliance with the provisions of Section 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.

7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering for voting by electronic means (e-voting facility) to all its Members as an alternate mode to exercise their right to vote and has engaged the service of National Securities Depository Limited (NSDL) as agency to provide e-voting facility. Instructions to be followed for voting through electronic means are annexed to the notice. Please note that e-voting is optional. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members participation in the decision making process.

8. Kindly note that the Members can opt for only one mode of voting i.e., either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical ballot and vice versa. However, in case Members cast their vote through both the modes, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.

9. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to cs@asahisongwon.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.

10. The Postal Ballot Notice is also being uploaded on the Company's website viz., www.asahisongwon.com and of NSDL viz., https://www.evoting.nsdl.com.

11. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) Gujarati newspaper, each having wide circulation in Gujarat, where the Registered Office of the Company is situated.

12. The voting rights of the Members shall be in proportion to their shares in the total paid up equity share capital of the Company.

13. Voting rights in the Postal Ballot cannot be exercised by proxy.

14. In case the shares are jointly held, the Postal Ballot Form should be completed and signed by the first named member and in his/her absence, by the next named member.

15. In case of shares held by Companies, Trust, Societies etc, the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution / Authority Letter duly certified by Authorised Signatory(ies).

16. **Instructions for Voting:**

A. Voting through Physical Postal Ballot Form:

(i) A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company.

(ii) The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer on or before Monday, March, 28, 2016 by 5.00 p.m. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. Voting through Electronic Mode:

a. In case a member receives e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depository Participants), the member should open the PDF file attached with the e-mail (using his/her Client ID or Folio No. As password). The said PDF file contains his/her User ID and password for e-voting. Please note that the password is an initial password.

b. In case a member receives Postal Ballot Notice and Postal Ballot Form in physical form (form members whose email addresses are not registered with the Company / Depository Participants), the User ID and initial password for e-voting is provided at the bottom of the Postal Ballot Form attached with the Postal Ballot Notice.

c. The below mentioned steps should be followed for casting the vote through e- voting:

(i) Open the internet browser and type the following URL: https://www.evoting.nsdl.com/

(ii) Click on Shareholder – Login

(iii) If you are already registered with the NSDL for e-voting then you can use your existing User ID and password.

(iv) If you are logging in for the first time, please enter the User ID and password provided through e-mail.

(v) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or combination of both. Please keep your password confidential.

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

(vii) Select "EVEN" (E-Voting Event Number) of Asahi Songwon Colors Limited. Now you are ready for e-voting as Cast Vote page opens.

(viii) 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.

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

(x) In case of shares held by companies, societies, trust, 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 to cs@asahisongwon.com or with a copy marked to evoting@nsdl.co.in.

d. The e-voting period shall commence on February 28, 2016 (9.00 a.m.) and ends on March 28, 2016 (5.00 p.m.). At the end of the e-voting period, the e-voting facility shall be blocked by NSDL forthwith. The e-voting shall not be allowed after March 28, 2016 (5.00 p.m.).

e. 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 or call on toll free no. 1800-222-990.

17. In case of any queries / grievances connected with the voting by postal ballot including e-voting, the members may also contact Mr. Saji Joseph, Company Secretary of the Company through email at cs@asahisongwon.com.

18. The Scrutinizer shall submit his report to the Chairperson and Managing Director and in her absence to the Joint Managing Director of the Company after completion of scrutiny. The result of Postal Ballot shall be announced on or before Wednesday, March 30, 2016 at 11.00 a. m. at the Registered Office of the Company. The result of the Postal Ballot along with the scrutinizer's report will be hosted on the Company's website www.asahisongwon.com and the website of NSDL. The result of the Postal Ballot along with the scrutinizer's report shall also be displayed on the Notice Board of the Company at its Registered Office of the Company (as per details mentioned above). The special resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot forms and e-voting i.e. Monday, March 28, 2016.

Place : Ahmedabad
Date : January 25, 2016
Registered Office :
167-168, Village Indrad
Kadi – Kalol Road, Dist : Mehsana
Gujarat – 382 715 (India)
CIN : L24222GJ1990PLC014789

By the Order of the Board of Directors

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

ITEM NO. 1:

As members are aware that Hon'ble High Court of Gujarat vide its order dated October 17, 2014, sanctioned the Composite Scheme of Arrangement under Sections 391 and 394 read with Sections 78 and 100 to 103 of the Companies Act, 1956 between the Company and AksharChem (India) Limited and their respective shareholders and creditors in the nature of de-merger and transfer of CPC Green Division of the Company to AksharChem (India) Limited with all its assets and liabilities transferred to AksharChem (India) Limited with effect from April 1, 2014 (Appointed Date). The Scheme was effective with effect from December 2, 2014 i.e. date of filing of the certified copy of the order of the Hon'ble High Court of Gujarat with the Registrar of Companies, Gujarat. The Registered Office of the Company is situated on the premises of the CPC Green Division which no longer belongs to the Company and hence it is proposed to shift the Registered Office of the Company from Tal : Kadi, Meshana to Ahmedabad.

The proposed shifting is not prejudicial to the interest of any party.

In terms of the provisions of Section 12 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, the approval of members by way of Special Resolution through Postal Ballot is required to shift the registered office of the Company from one city to another city within the jurisdiction of same Registrar of Companies. Therefore, the approval of members by way of special resolution is sought.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 2:

The Members of the Company had at the Annual General Meeting held on September 26, 2014 vide Special Resolution authorised the Board of Directors of the Company ("the Board") to create charge/mortgage/ hypothecation of the assets of the Company both present and future for securing funds raised by the Company under Section 180(1)(a) of the Companies Act, 2013 ("Act") up to Rs. 500 Crores (Rupees Five Hundred Crores only).

In terms of the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the approval of Members for the resolution as set out in Item No. 2 shall be taken through Postal Ballot.

The Board recommends the resolution set out in Item No. 2 of the Notice for the approval of the Members of the Company vide Special Resolution by way of Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 3:

Under the provision of Section 186 of the Companies Act, 2013 read with the Rules framed there under. The Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate, giving any loan or guarantee or providing security in connection with a loan to any other body corporate or person exceeding 60% of its paid up share capital, free reserves and securities premium of the Company or 100% of its free reserves and securities premium of the Company, whichever is more.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, to achieve long term strategic and business objectives, it is proposed to authorise the Board of Directors of the Company for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate, giving any loan or guarantee or providing security in connection with a loan to any other body corporate or person upto Rs. 300 Crores (Rupees Three Hundred Crores Only).

The Board recommends the resolution set out in Item No. 3 of the Notice for the approval of the Members of the Company vide Special Resolution by way of Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 4:

Pursuant to the provision of Section 42 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the Company by a Special Resolution for each offer or invitation. Further, the sub rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company shall obtain previous approval of the members by means of special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment resources inter alia, for financing capital expenditure and / or for general corporate purposes, the Company may offer or invite subscription for secured and / or unsecured, bonds, Commercial Paper ("CP") or any other Debt securities in one or more series / tranches on private placement basis.

Accordingly, consent of the members is sought for passing a Special Resolution as set out under this item no 4 of the Notice. This resolution enables the Board of Directors of the Company / its duly authorised Committee to offer or invite subscription for debt securities, including but not limited to non-convertible debentures, commercial paper, bonds, etc., whether in rupee denominated or denominated in foreign currency, in one or more series or tranches, as deemed fit, from time to time within a period of one year from the date of declaration of results of this Postal Ballot and e-voting within the overall Borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the said Resolution.

Place : Ahmedabad
Date : January 25, 2016
Registered Office :
167-168, Village Indrad
Kadi – Kalol Road, Dist : Mehsana
Gujarat – 382 715 (India)
CIN : L24222GJ1990PLC014789

By the Order of the Board of Directors

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

ASAHI SONGWON COLORS LIMITED

CIN : L24222GJ1990PLC014789
Registered Office : 167/168, Village Indrad, Kadi – Kalol Road, Dist : Mehsana, Gujarat – 382 715
Tel : 02764-233007/8/9, Website : www.asahisongwon.com Email ID: cs@asahisongwon.com

POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Company]

Postal Ballot No.

No.	Particulars	Details of Member[s]
1.	Name and Registered Address of the sole / first named Member	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered Folio No. / DP ID No./Client ID No.*: *(applicable to share-holders holding shares in dematerialized form)	
4.	No. of shares held	
5.	I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice by sending my / our assent or dissent to the said Special Resolution by placing the tick (✓) mark in the appropriate box below.	

Item No.	Description	No. of shares held by me/us	I / We assent [agree] to the Resolution [FOR]	I/ We dissent to the Resolution [AGAINST]
1.	Special Resolution for Change in situation of Registered Office.			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorising the Board of Directors for creation of Charge / Hypothication /Mortgage on the movable and immovable properties of the Company for securing the borrowing of Company.			
3.	Special Resolution under Section 186 of the Companies Act, 2013 authorising the Board of Directors to invest or to provide loans and advance or give guarantees / securities.			
4.	Special Resolution for issue of Non convertible Debenture / Bonds / Commercial Papers or other debt securities on private placement basis			

Place :
Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

For those opting to vote through electronic means, instead of voting by the above postal ballot facility is available at the web link: http://evoting.nsdl.com. Particulars for electronic voting are as under:

EVEN (E Voting Even Number)	USER ID	PASS WORD / PIN

Commencements of e-voting	End of e-voting

Notes:

1. Last date of receipt of Postal Ballot by the Scrutinizer is **March 28, 2016** before 5.00 p.m
2. Read the instructions carefully printed overleaf before exercising your vote through this Form or e-voting.
3. If you wish to exercise your vote by e-voting, there is no need to use this form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
4. The facility for voting through electronic means will be disable for voting by NSDL upon expiry of the aforesaid voting period.

INSTRUTIONS

- This Ballot Form is provided for the benefit of members who do not have access to e-voting facility
- For detailed instruction on e-voting, please refer to the notes appended to the Notice of Postal Ballot

PROCESS AND MANNER FOR VOTING BY POSTAL BALLOT FORM

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self - addressed business reply envelope. Postage will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the Member will also be accepted.
2. This Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company / RTA in respect of shares held in physical form or furnished by Depository Participants in respect of shares held in dematerialized form). In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member.
3. 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/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
4. There will be only one Postal Ballot Form for every Registered Folio No/Client ID No. / DP ID No. irrespective of the number of joint members. The right of voting by postal ballot shall not be exercised by a proxy.
5. The Votes should be cast either in favour of or against by putting (✓) tick mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both column will render the form invalid.
6. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizers decision on the validity of the Postal Ballot form will be final and binding.
7. A member need not use all his/her votes nor cast all the votes in the same way. The voting rights of the Members shall be in the proportion to their shares in the total paid-up equity share capital of the Company as on February 19, 2016.
8. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company so as to reach the Scrutinizer not later than the close of working hours on or before Monday, March 28, 2016 (i.e. 5.00 p.m.). Postal Ballot Forms received after this date will be strictly treated as if the reply from such member(s) has not been received.
9. A member can apply for duplicate Postal Ballot Form through an email at cs@asahisongwon.com, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before March 28, 2016 (i.e. 5.00p.m.).
10. Members are requested not to send any other paper along with the Postal Ballot Form other than as required in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
11. The members who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the weblink - www.evoting.nsdl.com or the website of the Company i.e. www.asahisongwon.com and take a print thereof. The members can seek a duplicate Postal Ballot Form from the Company at "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej - Shilaj Road, Thaltej, Ahmedabad - 380 059 or through email cs@asahisongwon.com.
12. The postal ballot form shall be considered invalid on any of the following grounds:
    a. It has not been signed by or on behalf of the Member;
    b. Signature on the form doesn't match the specimen signature with the Company;
    c. It is not possible to determined without any doubt the assent or dissent of the member;
    d. Neither assent nor dissent is mentioned.
    e. Any competent authority has been directions in writing to the Company to freeze the voting rights of the member.
    f. The envelope containing the Postal Ballot Form is received after the last date prescribed ie. March 28, 2016 (upto 5.00 pm);
    g. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
    h. The postal ballot form is torn, defaced or mutilated in such a manner that the signature of the member could not be verified or it is difficult for the scrutinizer to identify the member or the number of votes cast or to ascertain whether the votes are for "Assent" or "Dissent", or one or more of these grounds;
    i. The member has made any amendment to the Resolution or imposed any condition while exercising his/her vote.
13. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.