

Ref: NSE/LIST/237648-U

May 02, 2014

The Company Secretary
Asahi Songwon Colors Limited
167/168, Indrad Village,
Kadi-Kalol Road,
Dist-Mehsana,
Ahmedabad – 382721.

Kind Attn.: Mr. Saji Joseph

Dear Sir,

Sub: Observation letter for draft Scheme of Arrangement involving demerger of CPC Green Division of Ashahi Songwon Colors Limited into Aksharchem (India) Limited.

This has reference to draft Scheme of Arrangement in the nature of De-Merger and transfer of De-Merged undertaking and consequential restructure of share capital of Asahi Songwon Colors Limited between Asahi Songwon Colors Limited and AksharChem (India) Limited and their respective shareholders and the creditors submitted to NSE vide your letter dated February March 17, 2014.

Based on our letter reference no Ref: NSE/LIST/232647-J submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated April 30, 2014, has given following comments on the draft Scheme of Amalgamation:

“1. Asahi Songwon Colors Limited vide letter dated January 24, 2014 and February 03, 2014 submitted to BSE has confirmed that the company shall obtain shareholder approval in terms of SEBI circular dated May 21, 2013. However, the scheme does not provide for the same. Hence, Asahi Songwon Colors Limited may be advised to ensure that the scheme provides for:

- (i) The requirements of shareholders’ approval and*
- (ii) Asahi Songwon Colors Limited shall proceed with the scheme only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it in terms of SEBI Circular dated May 21, 2013 read with SEBI Circular dated February 04, 2013”.*

2. The company shall duly comply with various provisions of the Circulars.”

Accordingly, we do hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon’ble High Court.

However, the Exchange reserves its rights to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.



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The validity of this "Observation Letter" shall be six months from May 02, 2014, within which the Scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,
For National Stock Exchange of India Limited

Sania Surve
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm
