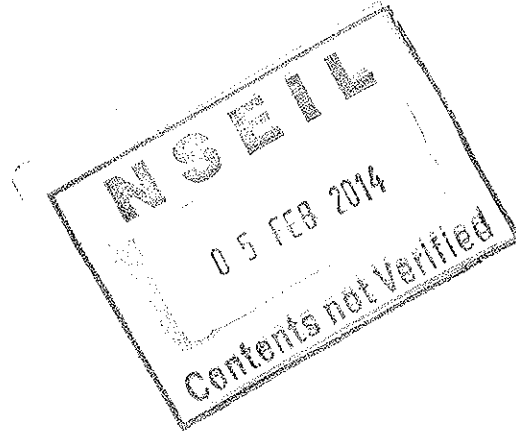


Ref: ASCL/NSE/SEC20B/1402/90

February 3, 2014

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



Subject: Application under Clause 24(f) of the Listing Agreement for the proposed Scheme of Arrangement between Asahi Songwon Colors Limited ('the Company') and AksharChem (India) Limited and their respective shareholders and creditors

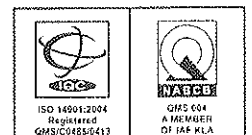
REF: COMPANY SYMBOL : ASAHISONG

Dear Sir/Madam,

We refer to our letter dated 19th December 2013, informing you about the decision of the Board of Directors of the Company approving the "Scheme of Arrangement in the nature of Demerger and transfer of Demerged Undertaking and consequential restructuring of Share Capital between Asahi Songwon Colors Limited and AksharChem (India) Limited and their respective shareholders and creditors" ("Scheme") under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 subject to the requisite approvals of the shareholders and the creditors of the respective companies and the sanction of the Hon'ble High Court of Gujarat or such other competent authority and other necessary statutory approvals.

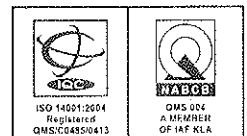
In continuation of the aforesaid, we are now applying under Clause 24(f) of the Listing Agreement. Enclosed is the checklist duly filled in together with the

Annexures thereto relating to the Clause 24(f) application.



Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, for the Scheme of Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391 - 394 and other relevant provisions of the Companies Act, 1956

Sr. No.	Documents submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexure No.	Page No.
1.	Certified copy of the draft Scheme proposed to be filed before the Hon'ble High Court or Tribunal under Section 391 to 394 and other relevant provisions of the Companies Act, 1956.	1	1-31
2.	Certified True Copy of Valuation report obtained from an Independent Chartered Accountant as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 along with related calculation/workings.	2	32-46
3.	Report from Audit Committee of the Company recommending the Draft Scheme taking into consideration, inter alia, the Valuation Report issued by Independent Chartered Accountant.	3	47-50
4.	A fairness opinion obtained from Merchant Banker.	4	51-53
5.	Shareholding pattern in accordance with Clause 35 of Listing Agreement - for pre and post scheme of arrangement of Companies.	5A, 5B and 6A, 6B	54-93
6.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old).	7 and 8	94-95
7.	Certificate from Auditors to the effect that the accounting treatment contained in the scheme is in compliance with all the applicable Accounting Standards specified by the Central Government in Section 211(3C) of the Companies Act, 1956.	9	96
8.	Certificate from Statutory Auditors/ Practicing Chartered Accountant for Net Worth of the Company pre and post Scheme under Section 391 to 394 and other relevant provisions of the Companies Act, 1956.	10 and 11	97-100
9.	In case of Scheme of demerger of a listed company a Certificate from Statutory Auditor certifying Percentage turnover and profitability of the division, being hived off vis-à-vis the other divisions of the company.	12	101-102
10.	Certified copy of the resolution passed by the Board of Directors of the Company at its meeting held on 19 th December, 2013.	13	103-105
	Confirmation from the company regarding the following:		



Sr. No.	Documents submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexure No.	Page No.
a)	Undertaking in accordance with Clause 24(g) of Listing Agreement i.e. scheme of amalgamation / arrangement to be presented to any Court or Tribunal does not in any way violate, override or circumscribe the provisions of securities laws or the stock exchange requirements.	14	106-107
b)	Undertaking that the Company is in Compliance with Clause 49 of the Listing Agreement.	15	108-109
c)	Rationale behind the scheme of arrangement.	16	110-114
d)	Brief details about the business of the companies.		
12.	Website link of the Company where the draft Scheme and other required documents shall be uploaded - www.asahisongwon.com	-	-
13.	Complaint report in the prescribed format. (Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme).	-	-
14.	Processing fee (non-refundable) payable will be as below, favoring 'National Stock Exchange of India Limited' Rs.33,500/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger	-	-
15.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID. Mr. Saji Joseph Company Secretary Tel.: 079 3982 5000 Mob.: 9099041872 Email id: cs@asahisongwon.com	17	115

Date : February 3, 2014

Place : Indrad, Mehsana

For, ASAHI SONGWON COLORS LTD.

Saji Joseph

COMPANY SECRETARY
Name : Saji Joseph

Designation : Company Secretary



Draft Scheme:

The Scheme proposed to be filed with the High Court is enclosed as per **Annexure -**

1. The Scheme provides for the Demerger of CPC Green Division of Asahi Songwon Colors Limited into AksharChem (India) Limited.

The Scheme also provides for various other matters consequential or otherwise integrally connected therewith including restructuring of Share Capital.

Rationale of the Scheme:

Asahi Songwon Colors Limited has two manufacturing divisions namely CPC Green Division, which is located at Kadi, Mehsana and Pigment Blue division, which is located at Padra Vadodara, both in the State of Gujarat. With a view to achieving operational efficiencies, site synergies and streamlining its current structure, Asahi Songwon Colors Limited has decided to demerge its CPC Green Division into AksharChem (India) Limited with primary intention to focus its business synergies on Pigment Blue division.

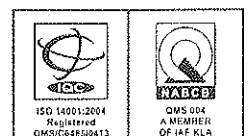
The transfer and vesting of the CPC Green Division of Asahi Songwon Colors Limited to AksharChem (India) Limited pursuant to this Scheme is with a view to establishing highest operational standards and also to unlock the economic value of the CPC Green Division.

The re-organization exercise would inter alia achieve the following advantages:

- i) Realigning assets to create an integrated business model;
- ii) More focused leadership and dedicated management;
- iii) Greater visibility on the performance of Pigment Blue Division.

Listing of equity shares of AksharChem (India) Limited:

Post the scheme becoming effective, equity shares proposed to be issued, pursuant to the Draft Scheme by AksharChem (India) Limited will be listed on the stock



exchange(s) where the shares of the Company are listed, subject to SEBI regulations and other regulations as may be applicable in this behalf.

Applicability of Para 5.16(a) of Circular CIR/CFD/DIL/5/2013 dated 4 February 2013

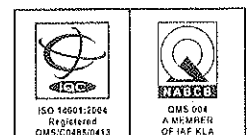
Para 5.16(a) of circular CIR/CFD/DIL/5/2013 dated February 4, 2013 states that where an application in respect of a Scheme is being made to the Hon'ble High Court and such Scheme of Arrangement involves a listed entity and any other entity involving the promoters / promoter group, then the voting by public shareholders shall be made through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such special resolution. Further, it requires that the Scheme shall be acted upon 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 view, of the above, we understand that the above mentioned provision of the circular is applicable to Asahi Songwon Colors Limited and shall be duly complied with. An undertaking in respect of the same is provided in **Annexure 14 - paragraph (e)**.

Designated Stock Exchange:

We wish you to inform you that the designated stock exchange, for the purpose of coordinating with SEBI, shall be BSE Limited (BSE). A copy of certified board resolution deciding BSE as designated stock exchange has been provided in **Annexure 13**.

Further, a cheque no. 233059 drawn on HDFC Bank Limited dated 31.01.2014 of Rs. 33,877 (inclusive of Rs. 4,141 towards service tax @ 12.36% and net of TDS @10% amounting to Rs. 3,764) towards processing fee is enclosed herewith.




We will be pleased to provide any clarification, as you may require in this regard.

We request you to take above on record and oblige. We look forward to a prompt and favourable review of this application and request you to issue an observation letter at the earliest so as to enable us to file the Draft Scheme with the Hon'ble High Court of Gujarat.

Thanking you,

Yours faithfully,

For, **ASAHI SONGWON COLORS LIMITED**



SAJI JOSEPH
Company Secretary



Encl: As above