



Asahi Songwon Colors Limited

CIN: L24222GJ1990PLC014789

Registered Office: "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380059, Gujarat,
Tel : 079 -39825000, Fax : 079-39825100, email : cs@asahisongwon.com, www.asahisongwon.com

Notice

Notice is hereby given that the 29th Annual General Meeting of the Members of **ASAHI SONGWON COLORS LIMITED** will be held on Friday, 27th day of September, 2019 at AMA Seminar Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015, at 11.30 A. M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend on Equity Shares of the Company for the financial year 2018-19.
3. To appoint a director in place of Mr. Munjal M Jaykrishna (DIN: 00671693), liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MR. RAJKUMAR SUKHDEVSINHJI (DIN: 00372612) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Mr. Rajkumar Sukhdevsinhji (DIN: 00372612), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires at the ensuing Annual General Meeting, and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from August 12, 2019, and whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation as Non-Executive Independent Director of the Company notwithstanding that he has attained the age of 75 years.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

5. **RE-APPOINTMENT OF MR. ARVIND GOENKA (DIN: 00135653) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Mr. Arvind Goenka (DIN: 00135653), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires at the ensuing Annual General Meeting, and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from August 12, 2019, and whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

6. **RE-APPOINTMENT OF DR. PRADEEPBHAI JASUBHAI JHA (DIN: 01539732) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Dr. Pradeepbhai Jasubhai Jha (DIN: 01539732), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires at the ensuing Annual General Meeting, and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of 5 (five)

consecutive years commencing from August 12, 2019, and whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation as Non-Executive Independent Director of the Company beyond November 28, 2020, on account of his attaining the age of 75 years on the said date.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

7. **APPOINTMENT OF MR. JAYPRAKASH MANEKLAL PATEL (DIN: 00256790) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made there under, (including any statutory modification(s) or re-enactment for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Mr. Jayprakash Maneklal Patel (DIN: 00256790), who was appointed as an Additional Director and Non-executive Independent Director of the Company with effect from August 12, 2019 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, along with the Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from August 12, 2019 and whose office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Mr. Jayprakash Maneklal Patel (DIN: 00256790), as Non-Executive Independent Director of the Company beyond February 09, 2023, on account of his attaining the age of 75 years on the said date.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

8. **PAYMENT OF MANAGERIAL REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** partial modification to the resolution passed by the Members at the 26th Annual General Meeting of the Company held on

September 26, 2016 and pursuant to the second proviso to Sub-Section (1) of Section 197 of the Companies Act, 2013 (‘the Act’) as amended vide Companies (Amendment) Act, 2017 effective from September 12, 2018 and all other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded for payment of managerial remuneration for the Financial Year 2019-20 and all subsequent Financial Years, in excess of the limits prescribed under the second proviso to Sub-Section (1) of Section 197 of the Act as under:

- (a) exceeding five per cent (5%) of net profits of the Company calculated in accordance with Section 198 of the Act (‘Net Profits’) to any one Managing Director or Whole Time Director or Manager;
- (b) where there is more than one Managing Director or Whole Time Director, exceeding ten per cent (10%) of the Net Profits of the Company to all such Directors and Manager; and
- (c) exceeding one percent (1%) of Net Profits of the Company to all Directors who are neither Managing Director nor Whole Time Director of the Company.

RESOLVED FURTHER THAT the total managerial remuneration payable by the Company to its Directors, including Managing Director and Whole-time Director, in respect of any Financial Year shall exceed eleven per cent (11%) of the net profits of the Company for that Financial Year computed in the manner laid down in Section 198 of the Act except as may be authorized by the Company in general meeting, subject to the provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to this Resolution.”

9. **PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTORS WHO ARE PROMOTERS OR MEMBER OF PROMOTER GROUP**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for payment of remuneration to the Executive Directors who are Promoters or members of Promoter Group as under:

- (a) annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding ₹ 5 Crores or 2.5 per cent (2.5%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 (‘Net Profit’), whichever is higher; or
- (b) aggregate annual remuneration to Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent (5%) of the Net Profit.

RESOLVED FURTHER THAT the approval herein granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group ("such Executive Directors") shall be effective for the Financial Year commenced from April 1, 2019 and for subsequent years till the expiry of respective term of such Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to the above Resolution."

10. **PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES AND/OR OTHER DEBT SECURITIES**

To consider and if thought fit, to pass the following resolution as **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 there under as amended from time to time 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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 ₹ 500 crores (Rupees Five Hundred Crores Only), whether rupee denominated or denominated in foreign currency, during the period commencing from the date of passing

of special resolution till completion of one year thereof or the date of next Annual General Meeting be held in calendar year 2020, whichever is earlier, 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."

By the Order of the Board of Directors

Paru M. Jaykrishna

Chairperson and Mg. Director
DIN 00671721

Place : Ahmedabad
Date : August 12, 2019

Registered Office :

"Asahi House"
13, Aaryans Corporate Park
Nr. Shilaj Railway Crossing
Thaltej – Shilaj Road
Thaltej, Ahmedabad – 380 059 (India)
CIN: L24222GJ1990PLC014789
Phone: +91 79 39825000
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Website: www.asahisongwon.com
Email id: cs@asahisongwon.com

NOTES:

1. **Proxy**

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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.

2. The relevant explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") as set out under Item No. 4 to 10 of the Notice, is annexed hereto.
3. Mr. Gaurang Navinchandra Shah (DIN:00024424) was appointed as Independent Directors of the Company at the 24th Annual General Meeting held on September 26, 2014 to hold office for a term of five consecutive years till the conclusion of the 29th Annual General Meeting. Mr. Gaurang Navinchandra Shah, who will be completing their

first term of appointment as Independent Directors at the conclusion of the ensuing Annual General Meeting, has expressed his unwillingness to be re-appointed as Independent Directors for a second term of 5 years and has resigned as Independent Director of the Company w.e.f. August 12, 2019, due to work and other travel commitments.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive).**
5. At the ensuing Annual General Meeting, Mr. Munjal M. Jaykrishna (DIN: 00671693), retire by rotation and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as annexure to notice of Annual General Meeting.
6. The Company's Statutory Auditors M/s. Mahendra N. Shah & Co, Chartered Accountants (Firm Registration No. 105775W), Ahmedabad were appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of Thirty Second Annual General Meeting of the Company (subject to ratification of such appointment at every Annual General Meeting, if so required under the Companies Act, 2013).

Pursuant to the Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from Section 139 of the Companies Act, 2013.

In view of the above, no resolution is proposed for ratification of appointment of the Statutory Auditors. As authorised by the members, at the 27th Annual General Meeting, the Board of Directors (the Board), as recommended by the Audit Committee, has ratified the appointment of the Statutory Auditors for their respective remaining terms, at such remuneration as may be mutually agreed between the Board and the Statutory Auditors, from time to time. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as the Statutory Auditors.

7. The dividend on equity shares for the financial year ended March 31, 2019, if declared by the members, will be paid within thirty days of declaration by members:
 - (i) in respect of shares held in physical form, to those members whose names appear in the Register of Members of the Company on **Friday, September 20, 2019.**
 - (ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by NSDL and CDSL as at the end of business on **Friday, September 20, 2019.**

The members are hereby informed that the Company is required to transfer the dividends, which remain unclaimed for a period of seven years, to the Investor Education and Protection Fund ("IEPF") constituted by the Central Government. During the financial year 2018-19, the Company has transferred unclaimed dividend for the financial year 2010-11 (Final) and 2011-12 (Interim) to IEPF.

The Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last Annual General Meeting i.e. **Friday, September 28, 2018**, on the website of the Company as well as on the website of the Ministry of Corporate Affairs. The following are the details of dividends declared by the Company and respective due dates for transfer of unclaimed dividend to IEPF:

Dividend Year	Date of Declaration of Dividend	Due date of transfer to IEPF
2011-12 – Final	27/09/2012	01/11/2019
2012-13 – Final	27/09/2013	01/11/2020
2013-14 - Final	26/09/2014	31/10/2021
2014-15 – Final	30/09/2015	04/11/2022
2015-16 – Interim	23/03/2016	28/04/2023
2016-17 – Interim	18/03/2017	23/04/2024
2017-18 Final	28/09/2018	02/12/2025

The members are advised to send their requests for payment of unpaid dividend pertaining to the financial years 2011-12 to 2017-18 to our Registrar and Share Transfer Agent for payment before the same becoming due for transfer to IEPF.

8. **Payment of Dividend**

The members may kindly note that pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company to the demat account of Investor Education and Protection Fund Authority ("IEPF Authority"). During the financial year ended March 31, 2019, the Company has transferred 653 equity shares to the demat account of IEPF Authority in respect of which dividend has remained unpaid/ unclaimed for the last seven years.

The members, whose unclaimed dividend and / or shares have been transferred to IEPF/ IEPF Authority, may claim the refund of dividend and / or shares, as the case may be, from IEPF/IEPF Authority by submitting an application in Form No. IEPF-5 available on www.iepf.gov.in and following the procedure mentioned at the said website and in IEPF Rules.

9. **Dispatch of documents through electronic mode / Registration of E-mail addresses**

In pursuance of the provisions of the Companies Act, 2013 and the Rules made there under, the Company proposes to send documents like notice of general meeting, Annual Report, etc. to the shareholders through electronic mode. The members who have not registered their e-mail address so far, are requested to register their email address (or change therein, if any) with their Depository Participant (where the shares are held in dematerialized form) or our Registrar and Share Transfer Agent (where the shares are held in physical form) by submitting the E-communication Registration Form.

10. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and

Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the 29th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").

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

Voting Options

- 10.1 The Company has engaged National Securities Depository Limited ("NSDL") to provide the facility of casting the votes by the members using an electronic voting system from a place other than the venue of Annual General Meeting ("Remote E-voting").
- 10.2 The facility for voting through ballot paper shall also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not cast their vote by Remote E-voting shall be able to exercise their right at Annual General Meeting.
- 10.3 The members who have cast their vote by Remote E-voting prior to Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again at Annual General Meeting.
- 10.4 The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- 10.4.1.1 Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>
- 10.4.1.2 Once the home page of Remote E-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
- 10.4.1.3 A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to cast your vote electronically.

10.4.1.4 Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL or Physical)	User ID
(i) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
(ii) For members who hold shares in demat account with Central Depository Services (India) Limited ("CDSL")	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
(iii) For members holding shares in Physical Form	EVEN (E-Voting Event Number) of the Company followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

10.4.1.5 Password details are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. **Asahisongwon.pdf** file. Open the **Asahisongwon.pdf** file. The password to open the **Asahisongwon.pdf** file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The **Asahisongwon.pdf** file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

10.4.1.6 If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 10.4.1.7 After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 10.4.1.8 Now, you will have to click on “Login” button.
- 10.4.1.9 After you click on the “Login” button, Home page of e-Voting will open.
- 10.4.2 **Details on Step 2 is given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
- 10.4.2.1 After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 10.4.2.2 After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- 10.4.2.3 Select “EVEN” of **Asahi Songwon Colors Limited**.
- 10.4.2.4 Now you are ready for e-Voting as the Voting page opens.
- 10.4.2.5 Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 10.4.2.6 Upon confirmation, the message “Vote cast successfully” will be displayed.
- 10.4.2.7 You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 10.4.2.8 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 10.5 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to makwanabipin577@gmail.com with a copy marked to evoting@nsdl.co.in.
- 10.6 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 10.7 The Remote E-voting period shall commence at 9.00 a.m on **Tuesday, September 24, 2019** and ends at 5.00 p.m. on **Thursday, September 26, 2019**. At the end of the Remote E-voting period, the Remote E-voting facility shall be blocked by NSDL forthwith. The Remote E-voting shall not be allowed after 5.00 p.m. on **September 26, 2019**.
- 10.8 A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case of shares held in dematerialised form) as on the cut-off date i.e. **Friday, September 20, 2019** only shall be entitled to avail the facility of Remote E-voting as well as voting in the Annual General meeting. A person who is not a member of the Company, as on the cut-off date should treat this Notice for information purposes only.
- 10.9 The voting rights of the shareholders shall be reckoned in proportion to their shares in the total paid-up equity share capital of the Company as on cut-off date i.e. **Friday, September 20, 2019**.
- 10.10 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 download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990. In case of any queries/grievances connected with Remote E-voting, the members may contact Mr. Saji V. Joseph, Company Secretary & Compliance Officer at the Registered Office of the Company at “Asahi House”, 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej – Shilaj Road, Thaltej, Ahmedabad - 380059 Phone: 079-39825000. E-mail: cs@asahisongwon.com.
- 10.11 A person who becomes a member of the Company after dispatch of notice of Annual General Meeting and holding shares as on the cut-off date i.e. September 20, 2019, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or cs@asahisongwon.com or call on toll free no. 1800-222-990.
- 10.12 The Board of Directors of the Company has appointed Mr. Bipin L. Makwana, Practicing Company Secretary (Membership No. A15650), to scrutinise the voting at Annual General Meeting and Remote E-voting process in a fair and transparent manner.
- 10.13 The scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting and thereafter unblock the votes cast through Remote E-voting in the presence of atleast two witnesses not in the employment of the Company.
- 10.14 The Scrutiniser shall make, not later than 48 Hours of conclusion of the Annual General Meeting, a consolidated scrutiniser’s report and submit the same to the Chairperson of Annual General Meeting or any other person authorized by Chairperson in writing who shall countersign the same and declare the results of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office (as per details mentioned above). The results declared along with scrutiniser’s report shall be placed on the Company’s website www.asahisongwon.com and on the website of NSDL immediately after the results are declared. The results shall also be immediately forwarded to the BSE Limited (BSE), Mumbai, National Stock Exchange of India Limited (NSE), Mumbai.
11. Corporate members, intending to depute their authorised representatives to attend the meeting pursuant to Section 113 of the Act, are requested to send to the Company a duly certified true copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. In terms of the amendments to the Listing Regulations, with effect from April 1, 2019, requests for effecting transfer of securities in

physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e., NSDL and CDSL. Members are, therefore, requested to demat their physical holding for any further transfer. Members can, however, continue to make request for transmission or transposition of securities held in physical form.

14. Attendance slip, proxy form and a route map showing directions to reach the venue of the 29th Annual General Meeting is given along with this Annual Report as per the requirement of the Secretarial Standards - 2 on General Meetings are annexed hereto.
15. Members can send their queries, if any, to reach the Company's Registered Office atleast 10 days before the date of Annual General Meeting so that information can be made available at Annual General Meeting. The members are requested to bring attendance slip at the meeting.
16. All documents referred to in the notice and the explanatory statement requiring the approval of the members at the Annual General Meeting and other statutory registers shall be available for inspection by the

members at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m., on all working days of the Company from the date hereof up to the date of ensuing Annual General Meeting.

17. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.asahisongwon.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m., except Sundays and holidays.
18. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Private Limited. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required under section 102 (1) of the Companies Act, 2013, the following Statement set out all the material facts relating to the Special Business mentioned in Item No. 4 to 10 of the accompanying Notice.

Item No. 4, 5 & 6

Mr. Rajkumar Sukhadevsinhji (DIN : 00372612), Mr. Arvind Goenka (DIN: 00135653) and Dr. Pradeepbhai Jasubbhai Jha (DIN: 01539732), were appointed as Independent Directors at the 24th Annual General Meeting held on September 26, 2014, to hold office for a term of five consecutive years till the conclusion of 29th Annual General Meeting.

On the recommendation of Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, the Board of Directors have re-appointed Mr. Rajkumar Sukhadevsinhji, Mr. Arvind Goenka and Dr. Pradeepbhai Jasubbhai Jha as Independent Director(s) of the Company for a second term of 5 (five) consecutive years commencing from August 12, 2019 in accordance with the provisions of the Companies Act, 2013 (Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), subject to approval of members by way of special resolution in the ensuing Annual General Meeting.

Mr. Rajkumar Sukhadevsinhji, Mr. Arvind Goenka and Dr. Pradeepbhai Jasubbhai Jha have consented to their re-appointment and have confirmed that they do not suffer from any disqualifications which stand in the way of their re-appointment as the Independent Directors. The Company has also received declarations from the aforesaid Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has received a Notice from a member in writing under Section 160 of the Act, proposing their candidature for the office of Independent Directors. In the opinion of the Board, the aforesaid Independent Directors fulfill the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for their re-appointment as Independent Directors of the

Company and are independent of the management.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Nomination and Remuneration Committee of the Board discussed the matter and recommended the continuation of Directorship of Mr. Rajkumar Sukhadevsinhji, notwithstanding that he has attained the age of 75 years. Further, they also considered continuation of Directorship of Dr. Pradeepbhai Jasubbhai Jha, who may attain the age of 75 years during the tenure of reappointment.

The above mentioned Independent Directors are experts in their respective fields and their experience and valuable guidance is beneficial to the Company. The Board based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid independent Directors, has recommended the resolutions for approval of shareholders by way of special resolution.

Brief profile of the aforesaid Independent Directors and the disclosures required under the Listing Regulations forms part of the Notice.

A copy of the letters of their appointment as Independent Directors, setting out the terms and conditions of their appointment are available for inspection by the members at the registered office of the Company on all working days (except Saturday and public holidays) between 11.00 a.m. to 1.00 p.m. and will also be available at the Annual General Meeting.

Except Mr. Rajkumar Sukhadevsinhji, Mr. Arvind Goenka and Dr. Pradeepbhai Jasubbhai Jha and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the respective resolutions for their appointment, set out at Item Nos. 4 to 6 of this Notice.

Item No. 7

Mr. Jayprakash Maneklal Patel (DIN:00256790) was appointed as an Additional Director and Non-executive Independent Director of the Company with effect from August 12, 2019 by the Board of Directors of the Company. In terms of Section 161(1) of the Companies Act, 2013, Mr. Jayprakash Maneklal Patel holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a member in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Non Executive Independent Director, to be appointed under Section 149 of the Act.

The Company has received a declaration form Mr. Jayprakash Maneklal Patel to the effect that he meet the criteria for independence as provided in Section 149(6) of the Act, along with the Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has also confirmed that he does not suffer from any disqualification in terms of Section 164 of the Act.

Mr. Jayprakash Maneklal Patel, 71 years, is a chemical engineer having vast experience of 44 years in chemical industry. In the opinion of the Board Mr. Jayprakash Maneklal Patel fulfills the conditions specified in the Act and Rules thereunder and the Listing Regulations and is Independent to the Management.

Accordingly, the Board recommends the passing of Special resolution as set out in the Item No. 7 of the Notice for the appointment of Mr. Jayprakash Maneklal Patel as an Independent Director notwithstanding that he has attained the age of 70 years not liable to retire by rotation..

Brief profile of Mr. Jayprakash Maneklal Patel as an Independent Director on the Board of the Company and the disclosures required under the Listing Regulations form part of the Notice.

A copy of the letter of his appointment as Independent Director, setting out the terms and conditions of his appointment is available for inspection by the members at the registered office of the Company on all working days (except Saturday and public holidays) between 11.00 a.m. to 1.00 p.m. and will also be available at the Annual General Meeting.

Mr. Jayprakash Maneklal Patel is not related to any other Director of the Company.

Except Mr. Jayprakash Maneklal Patel and his relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

Item No. 8

As per the provisions of Section 197 of the Companies Act, 2013 ("the Act") the overall managerial remuneration to Directors shall not exceed 11 per cent (11%) of the net profits of the Company calculated in accordance with Section 198 of the Act ("Net Profit") and should be within the sub-limits as prescribed under the second proviso to Sub-Section (1) of Section 197 of the Act.

As per the amendments made by the Companies (Amendment) Act, 2017 in the second proviso to Sub-Section (1) of Section 197 of the Act, which were made effective from September 12, 2018, with the approval of the Members of the Company by special resolution at the general meeting, pay remuneration to the Managing Director, Whole Time Director or Manager, in excess of 5 per cent (5%) of the Net Profit for a particular financial year and where there is more than one such Directors, in excess of 10 per cent (10%)

of the Net Profit to all of them together and to the Non-Executive Directors in excess of 1 per cent (1%) of the Net Profit of the Company.

Accordingly, approval of the Members is being sought for the Special Resolution as set out under Item No. 8 of the Notice for payment of remuneration to Directors in excess of sub-limits prescribed under the provisions of Section 197 of the Act for the Financial Year 2019-20 and subsequent years.

None of the Key Managerial Personnel of the Company / their relatives, other than the Directors to the extent of remuneration which may be paid to them in accordance with the provisions of Section 197 of the Companies Act, 2013, are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 8 of the Notice for approval by the Members.

Item No. 9

As required under Regulation 17 (6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('Listing Regulations'), inserted by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group of the listed entity, shall be subject to the approval of the shareholders by special resolution in general meeting, if :

- (i) Annual remuneration payable to such executive director exceeds ₹ 5 Crore or 2.5 per cent (2.5%) of the net profits of the listed entity, whichever is higher; or
- (ii) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent (5%) of the net profits of the listed entity Further, the approval of the shareholders under the said Regulation shall be valid only till the expiry of the terms of such director.

In view of the above and in order to have a flexibility for payment of annual remuneration to the Executive Director(s) who are Promoter(s) or Member(s) of Promoter Group in excess of the limits as mentioned in Regulation 17 (6) (e) of the Listing Regulations from Financial Year 2019-20 and for subsequent years, till the expiry of respective term of such Executive Directors, it is necessary to obtain the approval of shareholders by way of Special Resolution.

None of the Key Managerial Personnel of the Company / their relatives, other than the Directors to the extent of remuneration which may be paid to them, are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Item No. 10

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.

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 as amended from time to time, 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.

Accordingly, consent of the members is sought for passing a Special Resolution as set out under this item no. 10 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 aggregating up to ₹ 500 crores (Rupees Five Hundred Crores Only), as deemed fit, from time to time, during the period commencing from the date of passing of special resolution till completion of one year thereof or the date of next Annual General Meeting to be held in calendar year 2020, whichever is earlier within a period of one year within the overall Borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 10 except to the extent of their equity shareholding in the Company.

By the Order of the Board of Directors

Paru M. Jaykrishna

Chairperson and Mg. Director

DIN 00671721

Place : Ahmedabad

Date : August 12, 2019

Registered Office :

"Asahi House"

13, Aaryans Corporate Park

Nr. Shilaj Railway Crossing, Thaltej – Shilaj Road

Thaltej, Ahmedabad – 380 059 (India)

CIN: L24222GJ1990PLC014789

Phone : +91 79 39825000

Fax: +91 79 39825100

Website : www.asahisongwon.com

Email id : cs@asahisongwon.com

B. DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

	Re-Appointment	Re-Appointment	Re-Appointment	Re-Appointment	Appointment
Name of the Director	Mr. Munjal M. Jaykrishna	Mr. Rajkumar Sukhdevsinhji	Mr. Arvind Goenka	Dr. Pradeepbhai Jasubhai Jha	Mr. Jayprakash Maneklal Patel
DIN	00671693	00372612	00135653	01539732	00256790
Date of Birth /Age	08/04/1970 (49 years)	06/08/1936 (83 years)	05/06/1962 (57 years)	28/11/1945 (74 years)	09/02/1948 (71 years)
Date of first appointment to the Board	08/03/1996	28/05/1996	16/04/1996	26/08/1997	12/08/2019
Qualification	Major in Finance and Marketing from Lehigh University, USA	Commerce Graduate	Commerce Graduate	M.Sc (Maths), He holds a degree of doctorate in philosophy of science	BE – Chemical Engineer USA
Expertise in specific functional Area	He has an experience of working with Bank of California (San Francisco) as Financial Analyst and Paragon Knits, Bethlehem, (USA) as a Consultant. He is the Joint Managing Director & CEO of AksharChem (India) Limited.	He has served as the Chairman and Managing Director of Bharat Petroleum Corporation Ltd. He has held Board level position in various Central Government and public sectors companies. He was deputed to the Ministry of Petroleum and Natural Gas, as Director (Operations) in the Oil Coordination Committee (OCC).	He commands rich experience of over 32 years in managing and overlooking operations of diverse business interests such as jute, cotton textiles, rubber, chemical and sophisticated industrial engineering products. He is on the board of reputed companies like Oriental Carbon and Chemicals Ltd. and Duncan Engineering Ltd.	A renowned mathematician having over 44 years of teaching experience. A research guide at several universities actively involved in exploring different research areas in mathematics, he has written over 20 research articles, which have been published by reputed international journals. Additionally, he has authored several books on Mathematics and Operations Research along with designing soft skills program for corporate.	He is an industrialist with more than 44 years of experience in Dyes and Chemicals Industry and has indepth and expert knowledge in this field. He is the founder of Loxim Industries Limited.



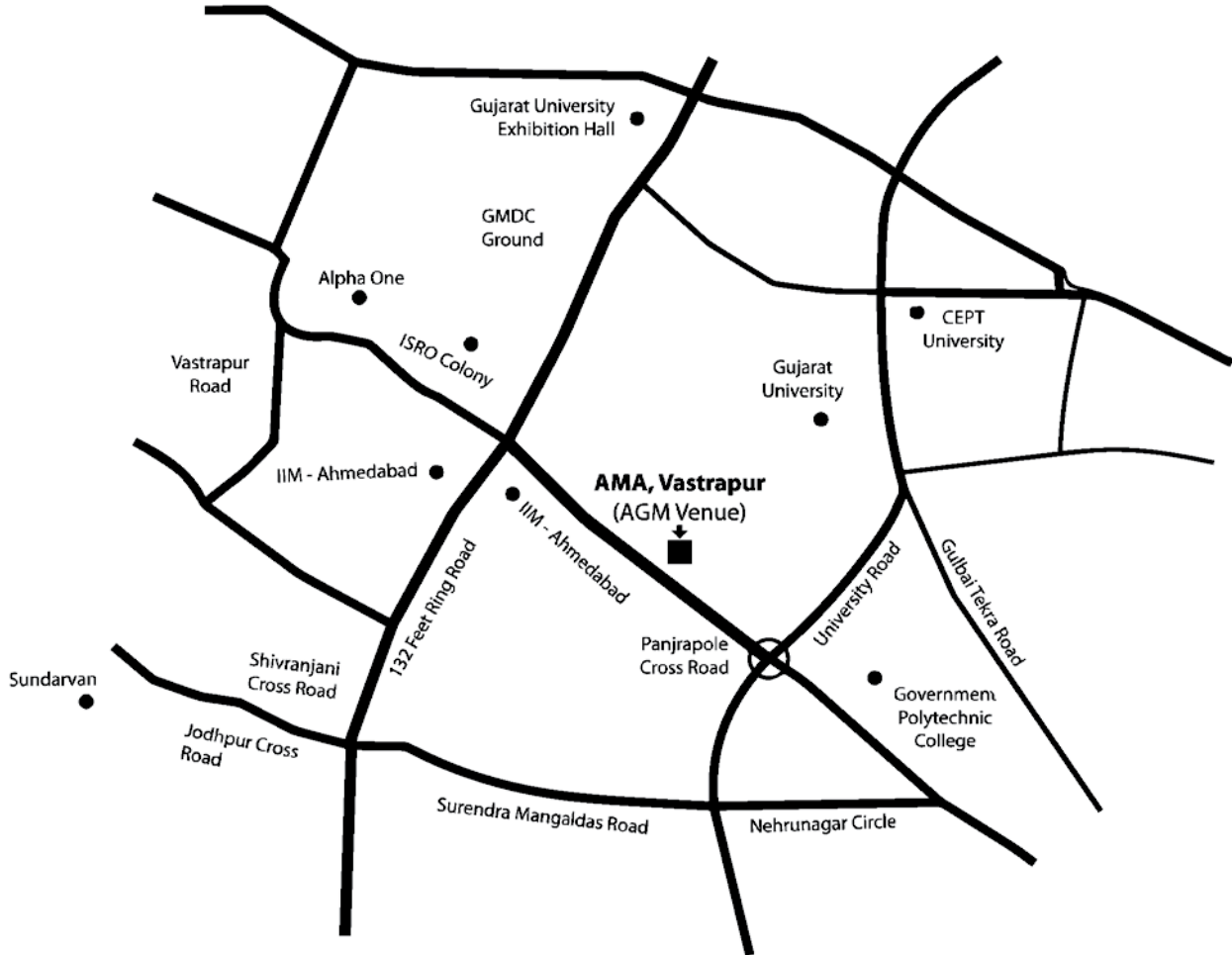
	Re-Appointment	Re-Appointment	Re-Appointment	Re-Appointment	Appointment
Name of the Director	Mr. Munjal M. Jaykrishna	Mr. Rajkumar Sukhdevsinhji	Mr. Arvind Goenka	Dr. Pradeepbhai Jasubhai Jha	Mr. Jayprakash Maneklal Patel
Number of shares held in the Company	0	0	0	0	0
Number of Board meetings attended during the Financial year 2018-2019	5	4	3	4	0
List of outside Directorship held in Listed Companies	1. AksharChem (India) Limited	1. Swan Energy Limited	1. Oriental Carbon and Chemicals Limited 2. Duncan Engineering Limited	1. AksharChem (India) Limited	None
Membership in the Committees of Board of other listed companies [#]	None	1. Audit Committee Swan Energy Limited – Member	1. Stakeholder Committee Oriental Carbon and Chemicals Limited – Member	1. Audit Committee AksharChem (India) Limited – Chairman 2. Stakeholder Committee AksharChem (India) Limited – Chairman	None
Membership and Chairman in the Committees of the Board of the Company [#]	None	1. Audit Committee – Member	None	1. Audit Committee – Chairman 2. Stakeholder Committee – Chairman	1. Audit Committee* – Member 2. Stakeholder Committee. – Member*
Terms and conditions of reappointment /appointment alongwith details of remuneration sought to be paid	He was appointed as Non-Executive Non Independent Director of the Company. As per the terms of appointment, he is liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offer himself of reappointment. He is not entitled to any remuneration.	He was appointed as Independent Director of the Company for a period of five years effective from September 26, 2014 to ensuing Annual General Meeting. The Board of Directors of the Company recommends reappointment of Mr. Rajkumar Sukhdevsinhji as an Independent Director for second term of five years commencing from August 12, 2019, subject to approval of the member at the ensuing Annual General Meeting.	He was appointed as Independent Director of the Company for a period of five years effective from September 26, 2014 to ensuing Annual General Meeting. The Board of Directors of the Company recommends reappointment of Mr. Arvind Goenka as an Independent Director for second term of five years commencing from August 12, 2019, subject to approval of the member at the ensuing Annual General Meeting.	He was appointed as Independent Director of the Company for a period of five years effective from September 26, 2014 to ensuing Annual General Meeting. The Board of Directors of the Company recommends reappointment of Dr. Pradeepbhai Jasubhai Jha as an Independent Director for second term of five years commencing from August 12, 2019, subject to approval of the member at the ensuing Annual General Meeting.	The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Jayprakash Maneklal Patel as Additional Director of the Company, effective from August 12, 2019. He holds office upto the date of ensuing Annual General Meeting, but eligible for appointment as Director. The Board of Directors of the Company recommends his appointment as an Independent Director for a term of five years commencing from August 12, 2019, subject to approval of the member at the ensuing Annual General Meeting.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mrs. Paru M. Jaykrishna and Brother of Mr. Gokul M. Jaykrishna	None	None	None	None

[#] Chairmanship and membership of the Audit Committee and the Stakeholders Relationship Committee are considered.

* Mr. Jayprakash Maneklal Patel has become a committee member with effect from August 12, 2019.

*Dr. Pradeepbhai Jasubhai Jha become Chairman of the Audit Committee and Stakeholders Relationship Committee with effect from August 12, 2019.

Route Map to the Venue of Annual General Meeting of Asahi Songwon Colors Limited CIN: L24222GJ1990PLC014789





Asahi Songwon Colors Limited

CIN: L24222GJ1990PLC014789

Registered Office: "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380059, Gujarat,
Tel : 079 -39825000, Fax : 079-39825100, email : cs@asahisongwon.com, www.asahisongwon.com

ATTENDANCE SLIP

29TH ANNUAL GENERAL MEETING on Friday, 27th September, 2019 at 11.30 a.m. at AMA Seminar Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015

Registered Folio No/DP/ Client ID No : _____

No of Shares held : _____

Name of the Member: _____

I/ We hereby record my/ our presence at the 29TH ANNUAL GENERAL MEETING of the Company at AMA Seminar Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015 at 11:30 a.m. on 27th day of September, 2019.

Members/ Proxy's Name in Block Letters

Members/Proxy's Signature

Note:

1. Shareholder/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 member's/Proxy's Signature should be written here in BLOCK Letters.



Asahi Songwon Colors Limited

CIN: L24222GJ1990PLC014789

Registered Office: "Asahi House", 13, Aaryans Corporate Park, Nr. Shilaj Railway Crossing Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380059, Gujarat,
Tel : 079 -39825000, Fax : 079-39825100, 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 29TH ANNUAL GENERAL MEETING to be held on the Friday, 27th September, 2019 at 11.30 a.m. at AMA Seminar Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015 and at any adjournment thereof in respect of the such resolutions as are indicated below:

Sr. No.	Particulars of Resolution	Optional	
		For I/We assent to the resolution	Against I/We dissent to the resolution
Ordinary Business			
1.	To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2.	To declare a final dividend on Equity Shares for the financial year 2018-19.		
3.	To appoint a director in place of Mr. Munjal M. Jaykrishna (DIN: 00671693), liable to retire by rotation, and, being eligible, offers himself for re-appointment.		
Special Business			
4.	Reappointment of Mr. Rajkumar Sukhdevsinji as Independent Director of the Company.		
5.	Reappointment of Mr. Arvind Goenka as Independent Director of the Company.		
6.	Reappointment of Dr. Pradeepbhai Jasubhai Jha as Independent Director of the Company.		
7.	Appointment of Mr. Jayprakash Maneklal Patel as Independent Director of the Company.		
8.	Payment of Managerial Remuneration under Section 197 of the Companies Act, 2013.		
9.	Payment of remuneration to executive directors who are promoters or member of promoter group.		
10.	Private Placement of Non-Convertible Debentures and/or other debt securities.		

Signed this _____ day of _____ 2019

Please Affix
Revenue
Stamp

Signature of shareholder(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 "✓" 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.