

FISCHER CHEMIC LIMITED

23rd
2015-2016

Annual Report

Name of the Company
CIN:

FISCHER CHEMIC LIMITED
L24231TN1993PLC024661

Directors

Mr. Vinay Mehta - Managing Director
***Mr. Mohan Sankaranarayanan – Non Executive Director**
****Mr. Lalji Yadav – Non Executive Director**
Mr. Krishnamurthy Vsudevan – Non Executive Director
Mr. Arthi Khandelwal – Independent Director
Mr. Ashish Kumar Dhakan – Independent Director

*(Resigned w.e.f 10.08.2015)

**(Resigned w.e.f 10.08.2015)

Chief Financial Officer

Mr. Ravi Egurla

Auditors

M/S KOSHAL & ASSOCIATES
Chartered Accountant

Registered Office

First Floor, Silver Sky Super Market Complex,
New No 15, Gangai Amman Koli Street, Kodambakkam,
Chennai, Tamil Nadu, 600024

Registrar and Share Transfer

System Support Services, 209, Shivai Industrial
estate, Near Park- Davis 89, Andheri Karla Road,
Saki Naka Andheri, Mumbai, Maharashtra, 400072

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF FISCHER CHEMIC LIMITED WILL BE HELD ON FRIDAY, 30th SEPTEMBER, 2016, AT 09.30 A. M. AT THE EXECUTIVE CENTRE, LEVEL 5, PRESTIGE PALLADIUM, 129 - 140 GREAM'S ROAD, CHENNAI – 600 032 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31st March, 2016 and Balance Sheet as at date, Cash Flow Statement for the year ended 31st March, 2016 and report of the directors and auditors thereon.
2. To Appoint a Director in place of Mr. Vinay Mehta (DIN: [07264798](#)), Director who retires by rotation and being eligible offers himself for re- appointment.
3. To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

To Ratify appointment of M/s Koshal & Associates, Chartered Accountant (Membership No-043746) as Statutory Auditors of the Company and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s Koshal & Associates, Chartered Accountants, (Registration No. 043746), (who was appointed in the 22nd Annual General Meeting, as Statutory Auditor for a period of five years up to the conclusion of the 27th Annual General Meeting to be held during the year 2020) be and is hereby ratified for the financial year 2016-17 as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax thereon and reimbursement of out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the auditors based on the recommendation of the Audit Committee."

Registered Office:

First Floor, Silver Sky Super Market Complex
New No.15 Gangai Amman Koil Street,
Kodambakkam, Chennai- 600024
CIN: L24231TN1993PLCO2466

By the Order of the Board
For Fischer Chemic Limited

Sd/-
Mr. Vinay Mehta
Chairman

Date: 13.08.2016
Place: Mumbai

NOTES:

1. A member entitled to attend and vote the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company proxies in order to be effective must be deposited at the registered.
2. A person appointed as proxy shall act as a proxy on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting right.
3. The register of members and the share transfer books of the company will remain closed from, Friday 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive). For the purpose of annual general meeting for the financial year ended 31st March, 2016.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the annual report at the meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. The members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts and the members holding shares in physical form can submit their PAN details to the company.
6. Members are requested to kindly notify changes including email address, if any, in their address to the company's registered office address, situated at First Floor, Silver Sky Super Market Complex, New No.15, Gangai Amman Koli Street, Kodambakkam, Chennai, Tamil Nadu, 600 024 or to the Share Transfer Agents of the Company M/s System Support Services at 209, Shivai Industrial Estate, Sakinaka, Andheri Kurla Road, Mumbai – 400 072. Website: www.sysss.com Email. Id: sysss72@yahoo.com.
7. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 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.
8. The register of directors and key managerial personnel and their shareholding, maintained under section 170 of the companies act, 2013 will be available for inspection by the members at the Annual General Meeting of the company the register of contracts or arrangements in which the directors are interested, maintained under section 189 of the companies act, 2013 will be available for inspection by the members at the annual general meeting of the company.
9. Electronic copy of the notice of the 23rd annual general meeting of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email ids are registered with the company/depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 23rd annual general meeting of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

10. Members may also note that the notice of the 23rd Annual General Meeting and the Annual Report for 2016 will also be available on the company's website www.fischerchemic.com for their download. The physical copies of the aforesaid documents will also be available at the company's registered office at First Floor, Silver Sky Super Market Complex, New No 15, Gangai Amman Koli Street, Kodambakkam, Chennai, Tamil Nadu, 600024 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's investor email id: fischerchemicltd@gmail.com

11. Details of Directors seeking Appointment/Reappointment at the Annual General Meeting

| Particulars | Mr. Vinay Mehta |
|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| Date of Birth | 03/12/1971 |
| Qualification | Post Graduate |
| Experience | Years of experience in handling the Administration of the Company and works relating to that. |
| Date of appointment on the Board of the Company. | 10/08/2015 |
| Nature of expertise in specific functional Areas | He has wide experience in the field of Administration. |
| Name(s) of other Companies in which Directorship held. | NIL |
| Name(s) of other companies in which he is Chairman / Member of the Committee(s) | NIL |
| No. of shares | NIL |

* Directorship in Private Limited Company is not considered.

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS:

12. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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

(I) Open email and open PDF file viz; "Fischer Chemic Limited e-Voting.pdf" with your Client ID or Folio No. as password.

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

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

- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password / PIN noted in step (i) above.
Click Login.
- (v) Password change menu appears.
Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of Fischer Chemic Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to urmila.bohra2@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.
- (2) **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I 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
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23rd September, 2016, are entitled to vote on the Resolutions set forth in this Notice.
- V. The remote e-voting period will commence at 9.00 a.m. on Tuesday, 27th September, 2016 and will end at 5.00 p.m. on Thursday, 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016 may obtain the login ID and password by sending an email to fischerchemicltd@gmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mrs. Urmila Bohra, Practicing Company Secretary has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Bombay Stock Exchange Limited.

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CIN: L24231TN1993PLCO2466

By the Order of the Board
For Fischer Chemic Limited

Sd/-
Mr. Vinay Mehta
Chairman

Date: 13.08.2016
Place: Mumbai

DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting their 23rd Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2016.

1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

| Particulars | Financial Year 201516 | Financial Year 201415 |
|--------------------------------------|--------------------------|--------------------------|
| Total Income | 8,94,500 | 10,95,050 |
| Total Expenditure | 12,26,941 | 8,27,129 |
| Profit/(Loss) before Taxation | (3,32,441) | 2,67,921 |
| Profit/ (Loss) after Taxation | (3,32,441) | 2,67,921 |

2. REVIEW OF OPERATION:

The Company has made Loss of Rs. (3, 32,441)/- during the financial year. Your Director expects to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

3. DIVIDEND:

Your Director regrets their inability to recommend Dividend in view of inadequacy of Profits and carry forward losses, in year under review.

4. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

5. PARTICULARS OF EMPLOYEES:

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your Company has no such employees.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans, guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013.

7. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

8. RELATED PARTY TRANSACTIONS :

There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure in Form AOC-2 and the same forms part of this report. **ANNEXURE A.**

9. NUMBER OF MEETINGS:

The Board has met Five times during the financial year, the details of which are as under:

30th May 2015, 10th August 2015, 28th September 2015, 09th November 2015, 12th February 2016,

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

10. COMPOSITION OF COMMITTEES:

During the F.Y 2015-16, Four **Audit Committee Meetings**, Four **Stakeholder Grievance Committee Meetings**, and One **Nomination and Remuneration Committee Meeting** were held and the Composition as on 31.03.2016 is as below:

| AUDIT COMMITTEE | |
|-----------------------------|---------------------------------|
| Ms. Arthi Khandelwal | Chairman & Independent Director |
| Mr. Ashish Dhakan | Member & Independent Director |
| Mr. Krishnamurthy Vasudevan | Member & Non Executive Director |

| STAKEHOLDER GRIEVANCE COMMITTEE | |
|----------------------------------------|---------------------------------|
| Ms. Arthi Khandelwal | Chairman & Independent Director |
| Mr. Ashish Dhakan | Member & Independent Director |
| Mr. Krishnamurthy Vasudevan | Member & Non Executive Director |

| NOMINATION AND REMUNERATION COMMITTEE | |
|---------------------------------------|---------------------------------|
| Ms. Arthi Khandelwal | Chairman & Independent Director |
| Mr. Ashish Dhakan | Member & Independent Director |
| Mr. Krishnamurthy Vasudevan | Member & Non Executive Director |

11. **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, and Stakeholder's Relationship Committees.

12. **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

A. REAPPOINTMENT OF DIRECTOR :

Mr. Vinay Mehta who retires by rotation being eligible offers himself for re-appointment at the ensuing Annual General meeting.

B. INDEPENDENT DIRECTORS:

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchanges. None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

C. APPOINTMENT OF INDEPENDENT DIRECTOR:

The Board of Directors appointed Mr. Ashishkumar Dhakan as an Additional Director at their meeting held on 10th August, 2015 and subsequently he was designated as an Independent Director in the 22nd Annual General Meeting. He holds office up to the period of 5(Five) consecutive years.

D. CESSATION OF DIRECTOR:

During the F.Y. 2015-16 Mr. Mohan Sankaranarayanan, Mr. Lalji Yadav resigned from the post of Executive Director on the Board of Directors of the Company w.e.f. 10.08.2015. The Board placed on record its appreciation for the assistance and guidance provided by Mr. Mohan Sankaranarayanan, Mr. Lalji Yadav during his tenure as Director of the Company.