



FISCHER CHEMIC LTD

CIN:L24231MH1993PLC288371

28th Annual General Meeting

2020-2021

FISCHER CHEMIC LIMITED

28th ANNUAL REPORT

2020-21

CIN: L24231MH1993PLC288371

BOARD OF DIRECTORS

Mr. Dharav Dani - Managing Director

Mrs. Arthi Khandelwal -Independent Director

Mrs. Sejal Soni - Non - Executive Director

Mr. Nehul Chheda - Independent Director

Mr. Ravi Egurla - Chief Financial Officer

Mr. Vedant Bhatt - Company Secretary &
Compliance Officer

Auditor:

M/s. Bilimoria Mehta & Co.,
Chartered Accountants

Banker:

Allahabad Bank

Registered Office:

104, First Floor Raghuleela Mega
Mall, Behind Poisar Depot, Kandivali
(west), Mumbai - 400 067.

CONTENTS

Registrar and Share Transfer Agent

**M/s Adroit Corporate
Services Pvt. Ltd.**

17/18/19/20, Jaferbhoy Ind.Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai - 400 059.
Tel No. 022 - 2850 0835.

Particulars

Page

Notice	1-6
Directors' Report.	7-14
Extract of Annual Return	15-20
Secretarial Audit Report	21-25
Independent Auditor's Report	28-36
Balance Sheet	37
Statement of Profit & Loss	38
Cash Flow Statement	39
Notes Forming part of Balance Sheet and Profit & Loss	40-48
Attendance Slip & Proxy Form	49-50

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 28th ANNUAL GENERAL MEETING OF THE MEMBERS OF FISCHER CHEMIC LIMITED WILL BE HELD ON THURSDAY 30th SEPTEMBER, 2021, AT 11:00 A. M. AT KRIISH COTTAGE, C-101/201, MANAS BUILDING, NEAR ST. LAWRENCE HIGH SCHOOL, DEVIDAS LANE, BORIVALI (W), MUMBAI – 400 103 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, 2021 and Balance Sheet as at date, Cash Flow Statement for the year ended 31st March, 2021 and report of the directors and auditors thereon.
2. To Appoint a Director in place of Mrs. Sejal Soni (DIN: 07751759), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

Registered Office:

104, First Floor Raghuleela Mega Mall
Behind Poisar Depot, Kandivali West,
Mumbai - 400067.

**By Orders of the Board
For Fischer Chemic Limited**

Date: 06.09.2021

Place: Mumbai

**Sd/-
Mr. Dharav Dani
Chairman**

NOTES:

1. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy/ Proxies To Attend And Vote Instead Of Himself/Herself. Such A Proxy/ Proxies Need Not Be A Member Of The Company.

In Order That the Appointment of A Proxy Is Effective, The Instrument Appointing A Proxy Must Be Received At The Registered Office Of The Company Not Later Than Forty Eight Hours

A Person Can Act As Proxy On Behalf Of Members Not Exceeding Fifty (50) And Holding In The Aggregate Not More Than Ten (10) Percent Of The Total Share Capital Of The Company Carrying Voting Rights. A Member Holding More Than Ten (10) Percent Of The Total Share capital Of The Company Carrying Voting Rights May Appoint A Single Person Only As A Proxy And Such Person Shall Not Act As Proxy For Other Shareholder.

2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
3. Members, proxies and Authorized representative are requested to bring to the meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
4. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and 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.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from, 24th September, 2021 to 30th September, 2021 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2021.
7. Members holding shares in physical form are requested to forward all applications for transfers and all other share related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company Adroit Corporate Services Pvt Ltd, 17/18/19/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059. Tel No. 022 - 4227 0400, Email ID: prafuls@adroitcorporate.com
8. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details along with proof thereon.
10. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively. OR In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2021 dated April 08, 2021, Circular No.17/2021 dated April 13, 2021 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2021 dated May 05, 2021 physical attendance of the Members to the EGM/AGM venue is not required and kindly note that company is exempted from sending physical copies of notice and annual report to shareholders for this year. However, the shareholders have to be provided with a facility to update their email id with the registrar.
11. Electronic copy of the Notice of the 28th 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 28th 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.

The Notice of the AGM and the Annual Report of the company for the year ended March 31st, 2021 will also be available on the Company's website www.fischerchemic.com and may be accessed by the Members. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company 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.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a. **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*****).
 - b. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your 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. a .pdf file. Open the .pdf file. The password to open the .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 .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.
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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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.
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.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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 **cspriyashah1@gmail.com** to with a copy marked to evoting@nsdl.co.in.
2. 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.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

Other Instructions:

1. The e-voting period commences on Monday, 27th September, 2021 (9.00 a.m. IST) and ends on Wednesday, 29th September, 2021 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 23rd September 2021, i.e. cut-off date, 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 Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first 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 and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.fischerchemic.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

Registered Office:

104, First Floor Raghuleela Mega Mall,
Kandivali West, Mumbai - 400 067

**By Orders of the Board
For Fischer Chemic Limited**

Date: 06.09.2021

Place: Mumbai

**Sd/-
Mr. Dharav Dani
Chairman**

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

Name of Director	Mrs. Sejal Soni
Date of Birth	25/12/1979
Qualification	B.COM
Experience	10 years of experience in the field of Marketing & Administration
Date of appointment on the Board of the Company	10/04/2017
Directorship in other Indian Public Limited Companies	Kuber Udyog Limited
Name(s) of other companies in which she is Chairman /Member of the Committee(s) (Audit and Stakeholder committee)	Kuber Udyog Limited
No. of shares held of Rs.10/- each	NIL

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 28th Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2021.

1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

(In Lacs.)		
PARTICULARS	31st March 2021	31st March 2020
Revenue from Operations	16.50	18.39
Indirect Income	-	-
Total Revenue	16.50	18.39
Other Expenses	10.30	11.79
Depreciation and Amortization Expense	-	-
EBIT	10.30	11.79
Interest and Finance Cost	1.80	1.80
EBT (before exceptional items)	12.19	13.59
Exceptional items	-	-
Employee Benefit Expense	7.96	8.90
Profit before Tax	(3.56)	(4.10)
Taxes		
i) Current Tax	-	-
ii) Deferred Tax	17.62	
iii) MAT Tax		
Profit (Loss) for the period	14.06	(4.10)

2. PERFORMANCE HIGHLIGHTS:

During the financial year under review, the Company had earned a total Revenue of Rs. 16.50 Lakhs which is lower as compared to the previous year. Since the year 2020-2021 was greatly affected by Covid-19 and thereby affecting the Company's business and the chemical sector, the effect can be seen directly on the Company's performance as well.

3. DIVIDEND:

Your Directors have not recommended any dividend on Equity Shares in view of the present financial position of the Company for the 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. TRANSFER TO RESERVES:

Being a profit, during the year, the Company has transferred amount to Reserve & Surplus Account.

6. SHARE CAPITAL:

During the financial year under review, the Authorized Share Capital of the Company was Rs.4,00,00,000/- (Rupees Four Crores only), and the Issued, Subscribed and Paid-up Share Capital of the Company stood at 17,20,000/- (Rupees Seventeen Lacs Twenty Thousand only) divided into 1,72,000 shares of Rs 10 each.

7. 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 to the Company.

8. 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.

9. 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.

10. 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.

11. MEETINGS:

Board meeting:

The Board of Directors duly met 6 (Six) times during the financial year 2020-2021, the details are as under:

26th June 2020, 04th September 2020, 16th September 2020, 20th October 2020, 28th November 2020, and 09th February 2021. The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (LODR) Regulations', 2015 / Companies Act, 2013.

The Composition of the Board as on the date of approval of the Board's Report is as under:

Sr. No	Name of the Director	Category of Directorship
1.	Mr. Dharav Dani	Managing Director
2.	Mrs. Arthi Khandelwal	Independent Director
3.	Mr. Nehul Chheda	Independent Director
4.	Mrs. Sejal Soni	Non-Executive Director

12. COMMITTEE MEETINGS:

A. Audit Committee:

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations read with Section 177 of the Companies Act, 2013. Apart from all the matters provided in Regulation 18 of SEBI Regulations and Section 177 of the Companies Act, 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the Company.

The Audit Committee is duly constituted and during the financial year 2020-2021, 4 (Four) Meetings of the Audit Committee were held 26th June 2020, 04th September 2020, 28th November 2020 and 09th February 2021.

The Composition of the Audit Committee for the financial year ended 31.03.2021 was as under: