



FISCHER CHEMIC LIMITED

REGD. OFF: 104, First Floor, Raghuleela Mega Mall,
Behind Poisar Depot, Kandivali West, Mumbai - 400 067.
Tel : 022 - 6591 6655 E-mail Id: fischerchemicltd@gmail.com
CIN : L24231MH1993PLC288371

Date: 31/08/2019

To,
Department of Corporate Services,
BSE LIMITED
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir/ Madam,

Subject:- Disclosure pursuant to Regulation 30 and Regulation 42 of SEBI LODR (Listing Obligations & Disclosures Requirements) Regulations 2015.
Ref: BSE Scrip Code: 524743

With reference to the captioned subject, please find the details as under:

The 26th Annual General Meeting of the Company will be held on **Tuesday, 24th September, 2019** at 10.15 A.M. at Kriish Cottage, C-101/201, Manas Building, Nr ST. Lawrence High School, Devidas Lane, Borivali(W), Mumbai - 400 103.

Pursuant to section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI(LODR) Regulations 2015, the Register of Members and the **Share Transfer Book will remain closed** from Tuesday, 17th September 2019 to Tuesday, 24th September, 2019 both days inclusive for the purpose of Annual General Meeting of the Company.

Further pursuant to Regulation 44 of the SEBI (LODR) Regulations 2015, the Company has provided the facility to vote by electronics means (E-voting) to all shareholders holding shares either in physical or in electronic form as on the **cut-off date** i.e. Tuesday, 17th September, 2019. The remote **e-voting** will commence on Saturday, 21st September, 2019 at 09.00 A.M. and ends on Monday, 23rd September, 2019 at 05.00 P.M.

The Notice of the 26th Annual General Meeting is enclosed herewith for your kind perusal

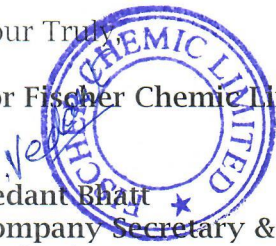
You are requested to take the same on records and oblige.

Thanking You

Your Truly

For Fischer Chemic Limited

Vedant Bhatt
Company Secretary & Compliance Officer
Encl: a/a



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF FISCHER CHEMIC LIMITED WILL BE HELD ON TUESDAY, 24th SEPTEMBER, 2019, AT 10:15 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, 2019 and Balance Sheet as at date, Cash Flow Statement for the year ended 31st March, 2019 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.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Dharav Chetan Dani (holding DIN 08426974), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

4. To Consider and if thought fit, to pass with or without modification (s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Dharav Chetan Dani (DIN: 08426974) as the Managing Director of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Dharav Chetan Dani in the best interests of the Company and as may be permissible at law, viz.:

- A. **Period:** 5 years w.e.f. 20th April, 2019 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

- B. **Remuneration:** At present Mr. Dharav Chetan Dani will work on Honorary basis and will not be paid any remuneration. However, during his tenure, the Board of Directors of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board) be and is hereby authorized to consider and pay him remuneration and perquisites pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government at the relevant time.
- C. Mr. Dharav Chetan Dani shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Dharav Chetan Dani functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

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: 13.08.2019

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 SHARECAPITAL 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, 17th September, 2019 to 24th September, 2019 (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March, 2019.
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. Electronic copy of the Notice of the 26th 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 26th 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, 2019 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 Saturday, 21st September, 2019 (9.00 a.m. IST) and ends on Monday, 23rd September, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 17th September 2019, 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: 13.08.2019

Place: Mumbai

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO. 3 & 4**

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, The Board of Directors of the Company have appointed Mr. Dharav Dani as an Additional Director on the Board of the Company with effect from 20th April, 2019 to hold office up to the date of the Annual General Meeting. He was also appointed as the Managing Director of the Company with effect from 20th April, 2019, subject to the approval of the Members.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Dharav Dani as a Director of the Company.

The remuneration and other terms and conditions of Mr. Dharav Dani's appointment as Managing Director as set out in the resolution is subject to your approval.

The resolutions as set out in item no. 3 & 4 of this Notice is accordingly recommended for your approval.

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

Name of Director	Mr. Dharav Dani	Mrs. Sejal Soni
Date of Birth	06/10/1989	25/12/1979
Qualification	M.COM	B.COM
Experience	5 Years experience in the field of Administration	10 years experience in the field of Marketing & Administration
Date of appointment on the Board of the Company	20/04/2019	10/04/2017
Directorship in other Indian Public Limited Companies	NIL	1. Amaze Entertech Limited 2. Kuber Udyog Limited
Name(s) of other companies in which he is Chairman /Member of the Committee(s) (Audit and Stakeholder committee)	NIL	NIL
No. of shares held of Rs.10/- each	NIL	NIL

FISCHER CHEMIC LIMITED

(CIN: - L24231MH1993PLC288371)

Regd Office:- 104, First Floor Raghuleela Mega Mall, Behind Poisar Depot Kandivali West,
Mumbai, Maharashtra - 400 067

Contact No. 86555 50209 Email id: - fischerchemicltd@gmail.com

Website: - www.fischerchemic.com

ATTENDANCE SLIP**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.**

Name of the Shareholder (In Block Letters)

Register Folio No/DP ID & Client ID No.-----

No. of Shares held-----

Name of the Proxy (In Block Letters) in case the Proxy attends instead of the Shareholder(s).
-----I hereby record my presence at the 26th Annual General Meeting of the Company to be held at Kriish Cottage, C-101/201, Manas Building, Near ST. Lawrence High School, Devidas Lane, Borivali (W), Mumbai - 400 103 on Tuesday, 24th September, 2019 at 10:15 A.M.

Signature of the Shareholder or Proxy-----

ELECTRONIC VOTING PARTICULARS

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Event Number (EVEN)	User ID	Password

FISCHER CHEMIC LIMITED

(CIN: - L24231MH1993PLC288371)

Regd Office:- 104, First Floor Raghuleela Mega Mall, Behind Poisar Depot Kandivali West,
Mumbai, Maharashtra - 400 067

Contact No. 86555 50209 Email id: - fischerchemicltd@gmail.com

Website: - www.fischerchemic.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 Company: Fischer Chemic Limited****Registered Office:** 104, First Floor Raghuleela Mega Mall Behind Poisar Depot, Kandivali (West)
Mumbai - 400067.**Tel:** . 86555 50209;**Website :** www.fischerchemic.com ;
fischerchemicltd@gmail.com**Email:**

Name of the Member(S):			
Registered Address:			
Email -id:			
Folio No. Client ID:		DP ID:	

I/We, being the member(s) having _____ shares of the above named Company, hereby
appoint

1.Name:_____

-
Address:_____-
EmailId:_____Signature:_____ or failing
him

2.Name:_____

Address:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual
General Meeting of Fischer Chemic Limited to be held on Tuesday, the 24th day of September, 2019 at
10:15 A.M. at Kriish Cottage, C-101/201, Manas Building, Near ST. Lawrence High School, Devidas Lane,
Borivali (W), Mumbai - 400 103 And at any adjournment thereof in respect of such Resolutions as are
indicated below:

Resolution No.	RESOLUTION	OPTIONAL	
		For	Against
	ORDINARY BUSINESS		
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2019.		
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.		
	SPECIAL BUSINESS		
3.	To Regularize the Appointment of Mr. Dharav Dani as a Director of the Company.		
4.	To Appoint Mr. Dharav Dani as a Managing Director of the Company.		

Signed this..... day of..... 2019

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered
Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

Route Map to the Venue of the AGM

VENUE : KRIISH COTTAGE, C-101/201, MANAS BUILDING, NEAR ST. LAWRENCE HIGH SCHOOL, DEVIDAS LANE, BORIVALI (W), MUMBAI - 400 103.

