

**BOARD OF DIRECTORS:**

Mr.G.M.S. Narayanan	-	Whole Time Director
Mr.K. Vasudevan	-	Whole Time Director
Mr.V. Ganesh	-	Director

REGISTERED OFFICE & WORKS:

Plot No.111, SIDCO Industrial Estate,
Kakallur, Thiruvallur District, Tamil Nadu.

ADMINISTRATIVE OFFICE:

3/240, Govindan Nagar, Palavakkam
Chennai 600 041.

BANKERS:

KVB – Triplicane, Chennai – 600 005.
IB, Abiramapuram, Chennai – 600 018
Bank of India, Palavakkam, Chennai – 600 041.
Bank of Baroda, ECST, Chennai – 600 001.

AUDITORS:

Vivekanandan Associates,
Chartered Accountants,
Ground Floor – Murugesu Naicker Office Complex
81 Greams Road, Chennai - 600 006.

SHARE TRANSFER AGENTS:

Physical & Electronic:
Cameo Corporate Services Limited
“Subramanian Building”
No.1, Club House Road, Chennai 600 002.

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NOTICE

Notice is hereby given that the 18th Annual General Meeting of the company will be held on Friday the 30th September 2011 at 10.30 a.m at Sri Arjuna Mini Hall, #5, Panagal Street, Tiruvellore 602 001, Tamil Nadu to transact the following business.

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet at 31st March 2011 and the Profit and Loss Account made upto that date together with the report of the Directors and Auditor thereon.

2. To appoint a Director in the place of Mr. K.Vasudevan, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring auditors, M/s. Vivekanandan Associates are eligible for reappointment.

By Order of the Board
for **FISCHER CHEMIC LIMITED**

Place : Chennai
Date : 30th August 2011

G.M.S. NARAYANAN
Whole time Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Members are requested to bring their copies of the annual report to the meeting.
3. Members are requested to notify immediately any change in their address to the Company's registered office or to the Registrar and transfer agent.
4. The Register of Members and share transfer books of the company will remain closed from Friday 23rd September 2011 to Friday, 30th September 2011. (Both days inclusive).
5. Information pursuant to Clause 49 of the Listing Agreement for reappointment of Directors, retiring by rotation:

Item no. 2

Mr.K.Vasudevan, aged 54 years is a post graduate in Chemistry from Anna University, Chennai. He is a Promoter Director of the Company. He has worked in M/s. Glaxo Laboratories India Ltd. He has rich and varied experience in the manufacture and marketing of laboratory chemicals. He does not hold any other directorships.

DIRECTORS REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in presenting to you the 18th Annual Report together with the Audited Accounts for the year ended 31st March 2011.

a. FINANCIAL PERFORMANCE:

Particulars	Year Ended	
	31st March 2011 (Rs.in Lakhs)	31st March 2010 (Rs.in Lakhs)
Profit (loss) before interest & Depreciation	(0.82)	(55.06)
Interest	1.99	2.60
Depreciation	30.61	30.48
Loss for the year	(31.18)	-
Loss brought forward from Previous year	(407.81)	(317.75)
Balance Loss:		
Carried forward	(438.99)	(407.81)

b. DIVIDEND

In view of the accumulated loss, the Board of Directors has decided not to recommend any dividend for the year 2010 - 2011.

c. PERFORMANCE DURING THE YEAR 2010-2011

During the financial year your company has posted a sales turnover of Rs.209.85 lakhs as against the sales turnover of Rs.141.65 lakhs in the previous year. Lab chemicals division continues to be highly competitive and in view of this, the company did not concentrate much in Laboratory chemicals and instead focused more in bulk customers. This has helped in increasing the sales turnover, better utilization of the facilities and management of funds and consequently improvement in profitability.

d. REMEDIAL MEASURES

The conscious effort by the company in changing the product mix, customer profile, and cost cutting exercise has brought the desired result in decreasing the loss and increase the turnover by 48%. Your company completed the ISO surveillance audit during the year and continues to follow the ISO 9001-2008 systems very effectively.

e. FUTURE PROSPECTS

Your Company's Products are accepted by leading organization. With a change in the product mix and customer profile your company is sure to increase the Turnover and profitability during the current year.

f. DIRECTORS

Mr. K.Vasudevan is retiring at this meeting by rotation

and being eligible, offer himself for reappointment and the Board of Directors recommend his reappointment.

g. PARTICULARS OF EMPLOYEES

During the year under review there was no employee in respect of whom information as per Section 217 (2A) of the Companies Act 1956 is required to be given in the Directors report.

h. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, Your Directors confirm that they had,

- i) Followed in the preparation of Annual Accounts, the applicable Accounting standards and given proper explanations relating to material departures, if any ;
- ii) Selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- iii) Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 so as to safeguard the assets of the Company and to prevent and detect fraud and other irregularities; and
- iv) Prepared the Annual Accounts on a going concern basis.

i. CORPORATE SOCIAL RESPONSIBILITIES

The Manufacturing process and plants of your company adhere with the standards laid down by various statutory / regulatory authorities for the protection of environment and workers safety. Your company has obtained ISO 9001- 2008 from M/s. TUV India Private Limited. The Certification is valid upto 2012.

j. CORPORATE GOVERNANCE

Your company recognizes the importance and need of good Corporate Governance as an important step in creating stakeholders confidence and for a healthy and stable Capital Market thereby enhancing the long term enterprise value. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis Report and Corporate Governance Report along with Auditors' Certificate regarding Compliance of the conditions of Corporate Governance are given as part of this Annual Report (Annexure 'A', 'B').

k. AUDITORS

Vivekanandan Associates, Chartered Accountants, retire at this meeting and being eligible are proposed for reappointment. They also expressed their willingness to continue in office if reappointed, at the ensuing annual general meeting.

l. COMPLIANCE CERTIFICATE

In accordance with Section 383A of the Companies Act, 1956, and Companies (Certificate) Rules, 2001, the Company has obtained a certificate from M/s. Lakshmi Subramanian & Associates, Chennai, Secretary in whole time practice and a copy of such certificate is enclosed separately.

m. DEPOSITS

The company has not accepted any fixed deposits from the public during the year under review.

n. CONSERVATION OF ENERGY

The Company has been continuously taking all possible measures to conserve energy. The Company's manufacturing process is not power intensive.

Power Consumption

Particulars	2010-11	2009-10
Unit Consumed	42197	62900
Amount (Rs.in Lakhs)	2.36	2.91
Rate per Unit	5.60	4.64

o. RESEARCH & DEVELOPMENT

R & D facilities are used in the areas of development and new grades of Laboratory chemicals, change in methods of manufacturing existing products and to increase the yield of the process. R & D facilities are being continuously used for upgrading the quality of end products as per the requirement of end users.

p. FOREIGN EXCHANGE EARNINGS AND OUTGO

The company has earned an amount of US \$ 1220

and the company has not incurred any foreign exchange expenses.

q. DIRECTORS REPLY TO THE QUALIFICATIONS SPECIFIED IN AUDIT REPORT**4.f of the Auditors Report read with****Note No.7 of Annexure**

The Company had initiated the process to strengthen the audit system on a continuous basis during the current year.

Note No. 12 of schedule 20

The Company has already notified to all the suppliers for the confirmation regarding the status of micro, small, medium enterprises and the details of the same will be provided from the current year onwards.

Note No. 16 of Schedule 20

The Company has initiated reconciliation of accounts of sundry debtors and sundry creditors, unsecured loan, Loan and Advances, Deposits and Current Assets. The reconciliation is completed for major parties and for minor parties is under process.

r. ACKNOWLEDGEMENT:

The Board of Directors of the company would like to thank and wish to express the appreciation for the committed services by all the employees of the company. The Board placed on record their appreciation for the support and cooperation your company has been receiving from bankers, customers, distributors, suppliers. The Directors also wish to thank the shareholders, regulatory and government authorities for their support.

By Order of the Board
for FISCHER CHEMIC LIMITED

Place : Chennai

G.M.S. NARAYANAN K. VASUDEVAN

Date : 30th August 2011

Whole time Director Whole time Director

ANNEXURE A TO DIRECTORS REPORT REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance:

Fischer Chemic Ltd. is committed to good Corporate Governance. The core objective is "enhancement of the long term shareholders value while at the same time protecting the interests of individual shareholders". Fischer Chemic's code of Corporate Governance has been drafted in compliance with the code of Corporate Governance as amended by the Securities and Exchange Board of India (SEBI).

2. BOARD OF DIRECTORS:

The Board of Directors of Fischer Chemic Limited has the right mixture of Directors during the year. Two Non Independent Executive Directors Mr.R.Venkatachalam and Mr.V.Balakrishna have resigned from the Board and the company is in the process of appointing independent Directors to replace them.

During the financial year 2010-2011, Nine (9) meetings were held viz., from 1st April 2010 to 31st March 2011 on the following dates: 24.04.2010, 30.04.2010, 05.05.2010, 05.06.2010, 30.07.2010, 30.08.2010, 27.10.2010, 30.10.2010 and 29.01.2011. The Annual General Meeting was held on 30th September 2011.

The composition and membership on other Boards, Committees of Directors and attendance of Directors at the Board of Directors Meetings held during the Financial Year 2010-2011 and the last AGM held on 30.09.2010 is given below.

Composition, Attendance of each director at the Board Meetings and at the Last AGM and the number of other directorship, committee memberships are set out below:-

Name of the Director	Category	Attendance Particulars			Number of Directorships in other Public companies and Committee Members/Chairmanships		
		Board Meeting	Last AGM (Yes/No)	Last EGM (Yes/No)	Other Director-ships	Committee Member (other than Fischer Chemic)	Committee Chairman (other than Fischer Chemic)
Shri.G.M.S.Naryanan	Whole-Time Director – Executive	9	Yes	Yes	-	-	-
Shri.K.Vasudevan	Whole-Time Director – Executive	9	Yes	Yes	-	-	-
Shri. V.Ganesh	Non-Executive Independent	9	Yes	Yes	-	-	-

3. BOARD COMMITTEES:

A. Audit Committee:

Role and Terms of Reference:

The role and terms of reference of the Audit Committee cover the area mentioned under Clause 49 of the Listing agreement besides other terms as may be referred from time to time by the Board of Directors of the Company. The broad terms of reference of the audit committee were to review the following issues:

- Oversee company's financial reporting process and disclosures of its financial statements are correct, sufficient and credible.
- Recommend appointment and removal of statutory auditors, fixation of audit fee and also approve payment of other service.
- Review the adequacy of internal control system with the Management, Statutory auditors and Internal auditors.
- Review the Company's financial and risk management policies.

Composition:-

The Board committee will be reconstituted on appointment of independent directors during the year.

B. Remuneration Committee:

The Remuneration Committee will be reconstituted on appointment of independent directors during the year and there was no increase in the remuneration to the executive directors during the year.

Terms of reference:

The terms of reference of the Remuneration Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges that include determination of the Company's policy on specific remuneration packages for Directors.

Remuneration Policy:

The remuneration of the Executive Directors is recommended by the Remuneration Committee, based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry and responsibilities shouldered. The Company pays remuneration by way of salary and perquisites to its Executive Directors.

The Non-executive Directors are not paid any remuneration. Further the company has not entered into any pecuniary relationship or transactions with the Non-executive directors.

The details of the remuneration paid/payable to the Directors during the Financial Year 2010-2011 are as under:

Name of the Director	Salary & Perquisites (Rs.)	Sitting Fees (Rs.)	No. of shares held
Shri.G.M.S.Naryanan	3,90,000	-	243276
Shri.K.Vasudevan.	3,90,000	-	263676
Shri. V.Ganesh	-	Nil	Nil
Total	7,80,000	Nil	506952

C. Shareholders Committee:

Composition:-The Shareholders Committee comprises of:

- Mr. G. M. S. Narayanan, Member
- Mr. K. Vasudevan, Chairman of the Committee
- Mr. V.Ganesh, Member

The terms of reference of this committee are as under:-

The shareholders committee specifically looks into redressing of shareholder's and investor's complaints such as transfer of shares, non-receipt of shares, non-receipt of declared dividend and to ensure expeditious share transfers.

Meeting and Attendance of the committee:-

The said Committee met 13 times during the year 2010-2011. Mr. K. Vasudevan, Director is the Compliance officer.

During the Financial Year 2010-2011, No investor complaints were received from the shareholders. There are no complaints pending as on date of this report. There were no share transfers pending registration as at 31st March 2011.

In case of any investor complaint, shareholders are requested to address the same to fischerchemic@gmail.com

4. GENERAL BODY MEETINGS:

The particulars of Annual General Meetings held during the last three years are as under:

Year	Date and Time	Venue
2007-2008	30th December 2008	Sri Arjuna Mini Hall, #5, at 10.30 a.m. Panagal Street, Thiruvallur 602001
2008-2009	29th September 2009	Sri Arjuna Mini Hall, #5, at 10.30 a.m. Panagal Street, Thiruvallur -602001
2009-2010	30th September 2010	Sri Arjuna Mini Hall, #5, at 10.30 a.m. Panagal Street, Thiruvallur -602001

The particulars of Extra Ordinary General Meetings held during the Financial year 2010-2011 is under:

Date: 28th March 2011

Venue: Plot No.111, SIDCO Industrial Estate, Kakallur, Thiruvallur District, Tamil Nadu.

- I) Special Resolution Passed in the AGM's and EGM's passed during the last 3 years:- No special resolutions were passed during the last three annual general meetings.
- II) Postal Ballots:
No resolutions were passed through Postal Ballot during the financial year under review.

5. DISCLOSURES:

- a. Related Party Transactions: The Company has not entered into any transactions of a material nature with the Promoters, the Directors or the Management, their subsidiaries or relatives, etc, that may have potential conflict with the interests of the Company. The necessary disclosures regarding the transactions are given in the Notes to the Accounts.

- b. No penalty / stricture was imposed on company by the stock exchanges, SEBI or any other authority or any matter related to capital market during the year.
- c. Disclosure on accounting treatment: No differential treatment from the Accounting standard was followed in the preparation of the financial statements.
- d. The company does not have a Whistle Blower Policy and no employee has been denied access to approach the audit committee to report any serious concerns.
- e. No money has been raised through Public / right / Preferential issue during the year.

6. MEANS OF COMMUNICATION:

The financial results are published in newspapers.

7. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report forms a part of the Directors Report. (Given in Annexure B)

8. GENERAL SHAREHOLDERS INFORMATION:

- (i) **Date of Annual General Meeting** : 30th September 2011
Time : 10.30 a.m.
Venue : Sri Arjuna Mini Hall, #5, Panagal Street, Thiruvallur -602001
- (ii) **Financial Calendar** :
Results for the quarter ending June 30, 2011 : Last week of July 2011
Results for the quarter ending September 30, 2011 : Last week of October 2011
Results for the quarter ending December 31, 2011 : Last week of January 2012
Results for the quarter ending March 31, 2012 : Last week of April 2012
Annual General Meeting : By 3rd/4th week of September 2012
- (iii) **Book-Closure Dates** : 23th September 2011 to 30th September 2011 (Both days inclusive)
- (iv) **Dividend Payment Date** : No Dividend recommended for the year 2010-11
- (v) **Listing on the Stock Exchanges** : The Equity shares of the Stock Exchanges Company are listed in the Bombay, Madras and Coimbatore stock exchanges.
- (vi) **Stock Code** : Bombay Stock Exchange - 524743

(vii) **Stock Market Data** : Bombay Stock Exchange: High and Low quotations of the Company's shares during the period 1st April 2010 to 31st March 2011:

Month	Share Prices (Rs.)	
	High	Low
April 2010	-	-
May 2010	-	-
June 2010	-	-
July 2010	-	-
August 2010	-	-
September 2010	21.00	14.69
October 2010	16.20	15.40
November 2010	16.15	10.95
December 2010	10.41	9.40
January 2011	9.00	9.00
February 2011	8.60	8.56
March 2011	-	-

Note : The trading of the equity shares of the company have been suspended from the Bombay Stock Exchange since September 20, 2006. The Company had done the formalities for reinstatement and the trading has been resumed from September 2010.

(viii) **Registrar and Share Transfer Agents :**
M/s.Cameo Corporate Services Limited.
"Subramanian Buildings"
1, Club House Road, Chennai- 600 002

(ix) **Share Transfer System:**
Presently the share transfer documents which are received by the Company are processed, approved and kept ready for despatch within 15 days from the date of the receipt.

(x) **Distribution of Shareholding as on 31.3.2011:**

Range	No. of share-holders	% to total	Share/ Debenture Amount (Rs.)	% to total
10 – 5000	8654	93.0837	11935480	34.6961
5001-10000	337	3.6248	2669000	7.7587
10001-20000	174	1.81715	2704000	7.8604
20001-30000	62	0.6668	1576000	4.5813
30001-40000	16	0.1720	572000	1.6627
40001-50000	20	0.2151	954000	2.7732
50001-100000	16	0.1720	1102000	3.2034
100001 & above	18	0.1936	12888520	37.4637
Total	9347	100	34400000	100

(xi) **Shareholding Pattern as on 31.3.2011:**

Category	No. of Shares Held	Percentage of Share holding
A. PROMOTER HOLDING		
1. Promoters		
Indian Promoters	506952	14.73%
Foreign Promoters	Nil	Nil
2. Persons acting in concert	Nil	Nil
Sub-Total	506952	14.74%
B. Non-Promoters Holding		
3. Institutional Investors		
a. Mutual Funds and UTI	3300	0.10%
b. Banks, financial Institutions, Insurance Companies (central/state Govt. Institutions/ Non-government Institutions)	Nil	Nil
c. FIIs	Nil	Nil
Sub-Total	3300	0.10%
4. a. Private Corporate Bodies	125738	3.66%
b. Indian Public	2798610	81.36%
c. Clearing Member	300	0.01%
d. Hindu Undivided Family	5100	0.15%
Sub-Total	2929748	85.17%
Total Public Holding	2933048	85.26%
Grand Total	3440000	100.000%

(xii) **Dematerialisation of shares :** The equity shares of the company have been admitted for dematerialization with CDSL. The ISIN No. of the Company is INE771F01017. 8.94% of the Company's paid up Equity share capital has been dematerialized upto March 31, 2011.

(xiii) **Registered Office and Works:**
Plot No. 111, SIDCO Industrial Estate,
Kakallur, Thiruvallur District,
Tamil Nadu

(xiv) **Address for Correspondence:**
Fischer Chemic Limited,
3/240, Govindan Nagar,
Palavakkam,
Chennai 600 041

(xv) **E-Mail ID of Investor Grievance redressal cell :**
fischerchemic@gmail.com

9. NON-MANDATORY REQUIREMENTS:

- a. Chairman of the Board: The Company maintains the office of the Chairman at its Corporate Office and also reimburses the expenses incurred in performance of duties.
- b. On appointment of new independent Directors the remuneration committee will be reconstituted.
- c. Shareholder Rights: The financial results are published in newspapers.
- d. Audit qualifications: The Company is moving towards a regime of unqualified financial statements.
- e. Training of Board members: Periodical meetings are held with skilled consultancy agencies for the Board members to appraise them in recent developments and existing laws and practices.

f. Mechanism of evaluating Non-executive directors: Same as above.

g. Whistle Blower Policy: As mentioned earlier, the Company does not have a Whistle blower policy.

DECLARATION

I, G. M. S. Narayanan, Whole-Time Director of the company, hereby declare that the Board of Directors has laid down a code of conduct for its Board members and senior Management of the company and Board members have affirmed compliance with the said code of conduct. The code of conduct is posted on the website of our company at www.fischerchemic.com.

for Fischer Chemic Limited

Place : Chennai

G.M.S.Narayanan

Date : 30th August 2011

Whole-Time Director

ANNEXURE B TO DIRECTORS REPORT**MANAGEMENT DISCUSSION ANALYSIS REPORT:****i) Industry Structure and Developments:**

Profile : The Company is manufacturing laboratory chemicals under the brand name "FISCHER" and the brand is known to customers for more than two decades. Company has elaborate manufacturing facility near Chennai in the state of Tamil Nadu, India.

Product Range : Our product range varies from laboratory reagent grade which are normally used in any laboratory for estimate, to highly specialized grade like HPLC grade solvents.

Production : Production of various grades of laboratory chemicals is done through GMP using custom made machineries like glass lined/rubber line/SS reactors, distillation assemblies – glass/stainless steel and finished products are packed under controlled conditions.

Quality Control : Fischer Chemic Limited gives much importance to the end product quality which is well reflected in the Company's growth as well as increased customer preference for the Company's Products. All Products are tested as per international standards using state of the art quality control instruments like UV Spectrophotometer, GC, HPLC, etc. which are ISO certified instruments. Company also has got good wet analysis laboratory for volumetric and gravimetric work. People engaged in the activity of certifying the end quality of our products are so dedicated ensuring the right quality to our customers.

Distribution : Company has got a well established net work of distributors who are also supplementing our effort to give effective service to our customer. Company has also entered

into rate contract with premier institutions/ industries across the country.

Speciality Chemicals : The Company has created new facility for manufacturing custom made molecules for Research purpose. The Company is also engaged in Contract manufacturing of complex Organic molecules, intermediates under CRAM model.

ii) Opportunities and Threats : The facility created by the company are being put to use for manufacturing Specialty Chemicals, Contract Manufacturing of complex organic molecules, intermediates and Laboratory Chemicals and Reagents. The Companies Products are also being exported to Prestigious Countries like US, Sri Lanka, Middle East etc., In view of the varied Customer Profile / Product Profile the company is sure to come out from the recession being experienced by the user industries.

iii) Segment - wise or Product - wise performance

The company has a well diversified and balanced sales performance in the various divisions: Laboratory chemicals 76% Specialty Chemicals, contract manufacturing and custom synthesis 24%.

iv) Outlook :

The Company is experiencing severe recession due to slump in demand faced by the user industries. The Company has resorted to severe cut in production, manpower, and are effectively tackling the situation.

v) Risks and concerns:

The Cost of Raw Materials, Packing Materials, and Consumables, used by the company are increasing continuously, due to steep increase in Raw Material price, cost of various inorganic metals, Consumables. Due to severe

competition the company is unable to pass on the increased cost to the customers, resulting in reduced profitability. However the company is managing by means of tight control on cost and inventories, cash flow etc.

vi) Internal Control systems and their adequacy

For the type of operation, the company has effective internal control system in all areas of operation.

vii) Discussion on financial performance with respect to operational performance:

The company has clocked a turnover of Rs.209.85 lakhs during the year and made a loss of Rs.(0.82) lakhs before

interest and Depreciation. The increase in turnover and reduction in loss is achieved by better fund management, concentrating bulk customers, Contract Manufacturing.

viii) Material Development in Human Resources / Industrial Relations Front, including number of People employed.

During the year the company changed the customer profile and hence reduced marketing strength to the minimum. The company has also reduced the unutilized technical manpower and made efforts to retain the important technical personnel. The Industrial relationship has been very cordial throughout the year.

ANNEXURE C TO DIRECTORS REPORT

WHOLE TIME DIRECTORS CERTIFICATION

Dear Sirs,

In connection with the Audited Financial Results for the Financial Year ended 31st March, 2011, we G.M.S.Narayanan, Whole Time Director and K.Vasudevan, Whole Time Director certify that

(a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.

(b) To the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's code of conduct.

(c) we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the audit committee significant changes in internal control over financial reporting during the year;

significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

G.M.S. NARAYANAN
Whole time Director

K. VASUDEVAN
Whole time Director

**CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To the members of
FISCHER CHEMIC LIMITED,

We have examined the compliance of conditions of Corporate Governance by FISCHER CHEMIC LIMITED, for the year ended on March 31, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The objective of our examination is to give our opinion on whether the company has complied with the conditions of Corporate Governance as stipulated in the provisions of Clause 49 of the listing Agreement entered into by the company by the listed stock exchanges of India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of review and according to the information and explanations given to us and representations made to us by management we state that to the best of our knowledge and belief the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement, except the appointment of Independent Director and the constitution of various committees which is required under Clause 49.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For VIVEKANANDAN ASSOCIATES
Chartered Accountants
Firm Registration No. 05268 S

N.SUBRAMANIAN
Partner

Date : 30th August 2011

Membership Number: 0 21628

AUDITOR'S REPORT

To,
The Members,

M/s. FISCHER CHEMIC LIMITED
Chennai

1. We have audited the attached Balance Sheet of M/s. FISCHER CHEMIC LIMITED, CHENNAI, as at March 31, 2011 and the Profit and Loss Account and the Cash flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with the auditing statement standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Sub-Section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraph 4 & 5 of the said Order.
4. Further to my comments in the Annexure referred to above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from my examination of those books.
 - c) The Balance Sheet, Profit and Loss Account and cash flow statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the balance sheet and the profit and

loss account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

- e) On the basis of written representation received from the Directors as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31st March 2011 from being appointed as a director in terms of clause (g) of Section 274 of the Companies Act, 1956;
- f) In our opinion and to the best of our information and according to the explanations given to us the said accounts give the information required by the Companies Act, 1956, in the manner so required and subject to **Note No,7 of the Annexure relating to strengthening of internal audit system, Note No. 16 of Schedule 20 - Notes to Accounts relating to non-obtaining of confirmation of balances from debtors, creditors and other parties, Note No. 12 of Schedule 20 – Notes to Accounts relating to their status under Micro, small and Medium Enterprises Development Act, 2006** give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i. In the case of Balance Sheet of the State of Affairs of the Company as at March 31, 2011;
 - ii. In the case of the profit and loss account, of the Loss for the year ended on that date;
 - iii. In the case of the Cash Flow statement of the cash flows for the year ended on that date.

For VIVEKANANDAN ASSOCIATES
Chartered Accountants
Firm Registration No. 05268 S

N. SUBRAMANIAN
Partner

Date : 30th August 2011

Membership Number: 021628

Annexure to Auditors' Report**(Referred to in paragraph 3 of our report of even date)**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. The same needs to be updated.
- (b) All the assets have been physically verified by the management during the year in accordance with a programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The company has not sold/disposed off any significant portion of the fixed assets during the year,
2. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. In respect of loans granted:
 - (a) The company had not granted any loan, secured or unsecured, to any party covered in the register maintained under section 301 of the Companies Act, 1956.
 In respect of loans taken:
 - (a) The company had taken unsecured loan from two parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.37,10,008/- and the year-end balance of loans taken from such parties was Rs.37,10, 008/-.
 - (b) No interest has been paid on such unsecured loans and the same is not prejudicial to the interest of the company or its members.
 - (c) There are no terms and conditions or period specified with regard to repayment of loans and hence I am unable to express an opinion on the repayment of loans taken or given.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchases of inventory, fixed assets and with regard to sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
5. In respect of transactions entered in the register maintained in pursuance of Section 301 of the Act:
 - a) According to the information and explanations given to me, the particulars of contracts or arrangements referred to in Section 301 of the Act that needed to be entered into the register have been so entered;
 - b) According to the information and explanations given to me, there were no purchase or sale transactions or provision of any services during the year with parties covered under Section 301 of the Companies Act, 1956
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public during the year as per the provisions of sections 58A and 58AA of the Companies Act, 1956
7. In our opinion, the internal audit system of the company needs to be strengthened to commensurate with the size and nature of its business carried on during the year under review.
8. In our opinion and according to the information and explanations given to me, maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 has not been prescribed for the products dealt by the company.
9. Statutory and other dues
 - (a) According to the information and explanations given to us, the company is not regular in depositing the undisputed statutory dues relating to the contribution under Income Tax, Provident Fund Act, Employee's State Insurance Act and the Sales Tax dues, Wealth Tax, Fringe Benefit Tax wherever applicable to it with appropriate authorities. The Company is generally regular in depositing other statutory dues including Customs duty, excise-duty, cess and other statutory dues applicable to it with the appropriate authorities during the year.
 - (b) According to the information and explanations given to us, undisputed amounts payable in respect of contribution under Provident Fund Act, Employee's State Insurance Act, Wealth-tax under Wealth tax act and Fringe Benefit

tax under Income Tax Act which were in arrears as at 31st March 2011 for a period of more than 6 months from the date they became payable are as given below:

Nature of Statute	Nature of dues	Amount (Rs.)	Period to which the Amount relates
Income Tax Act, 1961	Fringe benefit tax	569,770	2005-06, 2006-07, 2007-08, 2008-09.
Wealth Tax Act, 1957	Wealth tax	100,166	2006-07, 2007-08, 2008-09.

- (c) According to the information and explanations given to us, there was no dues income-tax/sales tax/service tax/ wealth tax/ customs duty/excise duty or cess which have not been deposited on account of any disputes during the year.
10. The company's accumulated losses exceeded its net worth at the end of the year. The company has incurred cash losses during the current year and in the year immediately preceding the current financial year.
11. According to the information and explanations given by the management, I am of the opinion that the company has not defaulted in repayment of dues to the bank. The company does not have any debenture holders.
12. According to the information and explanations given to us and based on my examination of the documents and records, we are of the opinion that no loans or advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund or nidhi / mutual benefit fund/society. Therefore, provisions of clause (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
14. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
15. According to the information and explanations given to us and based on my examination of the documents and records, no guarantee was given by the company for loans taken by others from banks or other financial institutions during the year.
16. In our opinion and according to the information and explanation given to us, the Company had applied the any term loan for the purpose for which they were raised during the year.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
18. The company has not any made preferential allotment of shares during the year to parties covered in the register maintained under section 301 of the Act.
19. The company had not issued any debentures in the current year.
20. The company had not raised any money through public issues during the year.
21. According to the information and explanations given to us, no fraud on or by the company was noticed or reported during the course of our audit.

For VIVEKANANDAN ASSOCIATES
Chartered Accountants
Firm Registration No. 05268 S

N. SUBRAMANIAN
Partner

Date : 30th August 2011

Membership Number: 021628

BALANCE SHEET AS AT 31ST MARCH, 2011

	SCH. NO	As at March 31, 2011 Amount in Rupees	As at March 31, 2010 Amount in Rupees
I. SOURCE OF FUND			
(1) Shareholders' Funds			
(a) Share Capital	1	34,400,000	34,400,000
(b) Reserves and Surplus	2	1,500,000	1,500,000
(2) Loan Funds			
(a) Secured Loans	3	571,132	302,593
(b) Unsecured Loans	4	23,168,465	22,420,002
(3) Deferred Tax Liability		2,782,713	2,843,812
TOTAL		<u>62,422,310</u>	<u>61,466,407</u>
II. Application of Funds			
(1) Fixed Assets			
(a) Gross Block	5	56,686,835	56,016,100
(b) Less: Accumulated Depreciation and Amortisations		29,747,645	27,211,133
(c) Net Block		<u>26,939,190</u>	<u>28,804,967</u>
(2) Current Assets, Loans and Advances:			
(a) Inventories	6	9,320,129	9,576,129
(b) Sundry Debtors	7	7,258,818	6,785,154
(c) Cash and Bank balances	8	146,285	551,547
(d) Other Current Assets	9	541,091	608,217
(e) Loans and Advances	10	531,817	468,817
		<u>17,798,140</u>	<u>17,989,864</u>
(3) Current Liabilities			
(a) Current Liabilities	11	25,393,132	25,289,030
(b) Provisions	12	669,937	669,937
		<u>26,063,069</u>	<u>25,958,967</u>
Net Current Assets (2-3)		<u>(8,264,930)</u>	<u>(7,969,103)</u>
(4) PROFIT & LOSS ACCOUNT (DEBIT BALANCE)	13	43,748,050	40,630,543
TOTAL		<u>62,422,310</u>	<u>61,466,407</u>

SIGNIFICANT ACCOUNTING POLICIES & 20
NOTES TO ACCOUNTS

The schedules referred to above from an Integral part of the Balance Sheet

For and on behalf of the Board

for **Fischer Chemic Limited**

G.M.S. NARAYANAN
Whole Time Director

K.VASUDEVAN
Whole Time Director

As per our report of even date
for **VIVEKANANDAN ASSOCIATES**
Chartered Accountants
Firm Registration No. 05268S

N.SUBRAMANIAN
(Partner)
Membership Number: 021628

Place : Chennai

Date : 30th August 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	SCH	For the year ended	
		March 31, 2011	March 31, 2010
		(Amount in Rs.)	
INCOME			
Income from Operation	14	20,985,077	14,164,748
Other Income	15	62,838	898,825
		<u>21,047,915</u>	<u>15,063,573</u>
EXPENDITURE			
Cost of Goods sold	16	11,714,493	13,114,335
Employee Remuneration & Benefits	17	3,120,224	2,910,028
Other Operating Expenses	18	6,130,722	4,545,566
Interest & Finance Charges	19	199,264	259,727
Depreciation		3,061,818	3,048,387
		<u>24,226,521</u>	<u>23,878,043</u>
NET PROFIT before Taxation and Prior Period Items		(3,178,606)	(8,814,470)
Less: Prior Period Items		-	-
NET PROFIT before Taxation		(3,178,606)	(8,814,470)
Provision for Taxation			
- Fringe Benefit Tax		-	-
- Fringe Benefit Tax earlier years		-	113,430
- Wealth tax		-	24,285
- Deferred Tax (Asset) / Liability		(61,099)	53,538
NET PROFIT AFTER TAX		(3,117,507)	(9,005,723)
Balance brought forward		(40,781,215)	(31,775,492)
BALANCE CARRIED TO BALANCE SHEET		(43,898,722)	(40,781,215)
Weighted Average Number of Equity Shares (Face Value per share Rs.10/-)		3,440,000	3,440,000
EARNINGS PER SHARE [BASIC/DILUTED] - Face Value Rs. 10/-		(0.91)	(2.62)

SIGNIFICANT ACCOUNTING POLICIES & 20

NOTES TO ACCOUNTS

The schedules referred to above from an Integral part of the Profit & Loss Account

For and on behalf of the Board

for **Fischer Chemic Limited**

As per our report of even date

for **VIVEKANANDAN ASSOCIATES**

Chartered Accountants

Firm Registration No. 05268S

G.M.S. NARAYANAN

Whole Time Director

K.VASUDEVAN

Whole Time Director

N.SUBRAMANIAN

(Partner)

Membership Number: 021628

Place : Chennai

Date : 30th August 2011

Schedules Forming part of Balance Sheet

	As at March 31, 2011	As at March 31, 2010
	Amount in Rs.	
SCHEDULE - 1 : SHARE CAPITAL		
Authorised Share Capital		
4,000,000 Equity shares of Rs. 10/- each (Previous Year 4,000,000 Equity Shares of Rs. 10/- each)	40,000,000	40,000,000
	<u>40,000,000</u>	<u>40,000,000</u>
Issued, Subscribed and Paid up Capital		
3,440,000 Equity Shares of Rs. 10 /- each [Previous year : 3,440,000 Equity Shares of Rs. 10 /- each]		
<i>(Of the above 582,000 (Prev Year 582,000) Equity Shares were allotted as fully paid - up pursuant to a contract without payment being received in cash)</i>		
	34,400,000	34,400,000
	<u>34,400,000</u>	<u>34,400,000</u>
SCHEDULE 2: RESERVES & SURPLUS		
Investment Subsidy	1,500,000	1,500,000
	<u>1,500,000</u>	<u>1,500,000</u>
SCHEDULE 3 : SECURED LOANS		
Loans under Hire Purchase Agreements <i>Refer Note No.1 to Schedule 20</i>	571,132	302,593
Term Loan against Fixed Deposit	-	-
	<u>571,132</u>	<u>302,593</u>
SCHEDULE 4 : UNSECURED LOANS		
From Directors	3,710,008	3,247,145
Inter corporate Deposits	10,000,000	10,000,000
From Others	9,458,457	9,172,857
	<u>23,168,465</u>	<u>22,420,002</u>
SCHEDULE 6 : INVENTORIES		
Raw Material	700,253	752,753
Finished Goods	8,336,000	8,522,000
Stores and Spares	283,876	301,376
	<u>9,320,129</u>	<u>9,576,129</u>
SCHEDULE 7 : SUNDRY DEBTORS		
(Debtors considered good for which the company holds no security other than debtors' personal security)		
Debtors outstanding for more than 6 months	6,504,219	4,336,600
Other Debtors	754,599	2,448,554
	<u>7,258,818</u>	<u>6,785,154</u>

Schedules Forming part of Balance Sheet

	As at March 31, 2011	As at March 31, 2010
	Amount in Rs.	
SCHEDULE 8 : CASH AND BANK BALANCES		
Cash in Hand	47,607	94,404
Balances with Scheduled Banks		
— In Deposit Account	-	278,490
— In Current Account	98,678	178,653
	<u>146,285</u>	<u>551,547</u>
SCHEDULE 9 : OTHER CURRENT ASSETS		
Deposits	541,091	478,386
Prepaid Expenses	-	129,831
	<u>541,091</u>	<u>608,217</u>
SCHEDULE 10 : LOANS & ADVANCES		
(Advances recoverable in Cash or in Kind or for value to be received, Unsecured and considered good)		
Staff & Other Advances	529,018	466,018
Balances with Customs & Excise Authorities	2,799	2,799
	<u>531,817</u>	<u>468,817</u>
SCHEDULE 11 : CURRENT LIABILITIES		
Sundry Creditors		
(i) Total outstanding dues to SSI undertakings	-	-
(ii) Total outstanding dues to creditors other than SSI undertakings		
— For Goods	946,691	1,384,720
— For Expenses	9,387,471	8,183,626
Credit Balance in Bank Account	-	158,711
Liabilities for employee benefits	1,002,129	1,688,787
Other Liabilities	14,056,841	13,873,186
	<u>25,393,132</u>	<u>25,289,030</u>
SCHEDULE 12 : PROVISIONS		
Provision for Fringe Benefit Tax (net of advance taxes)	569,771	569,771
Provision for Wealth Tax	100,166	100,166
	<u>669,937</u>	<u>669,937</u>
SCHEDULE 13 : PROFIT & LOSS ACCOUNT		
(a) Balance in Profit and Loss Account (A)	43,898,722	40,781,215
Less:		
(b) General Reserves		
Opening Balance	150,672	150,672
Add: Transfer from Investment Allowance Reserve	-	-
Closing Balance (B)	150,672	150,672
(c) Investment Allowance Reserve		
Opening Balance	-	108,672
Less: Transfer to General Reserve	-	108,672
Closing Balance (C)	-	-
TOTAL (A-B-C)	<u>43,748,050</u>	<u>40,630,543</u>

Schedules Forming part of Balance Sheet as at March 31, 2011

SCHEDULE 5 : FIXED ASSETS

PARTICULARS OF ASSET	ORIGINAL COST			ACCUMULATED DEPRECIATION			NET BOOK VALUE			
	As at 01-04-2010 Rs.	Addition Rs.	Deletion Rs.	As at 31-03-2011 Rs.	As at 01-04-2010 Rs.	For the year Rs.	Depreciation deletion Rs.	up to 31-03-2011 Rs.	As at 31-03-2011 Rs.	As at 31-03-2010 Rs.
Land	491,790	-	-	491,790	-	-	-	-	491,790	491,790
Factory Building	12,938,732	-	-	12,938,732	5,485,773	432,154	-	5,917,927	7,020,805	7,452,959
Material Handling & Auxiliary Equipments	8,863,748	-	-	8,863,748	6,413,100	484,853	-	6,897,953	1,965,795	2,450,648
Plant & Machinery	19,531,878	341,680	-	19,873,558	7,114,924	935,728	-	8,050,652	11,822,906	12,416,954
Computers	1,153,570	-	-	1,153,570	1,074,362	31,055	-	1,105,417	48,153	79,208
Furniture & Fittings	2,041,810	-	-	2,041,810	1,859,518	129,247	-	1,988,765	53,045	182,292
Vehicles	10,994,572	1,585,781	1,256,726	11,323,627	5,263,456	1,048,781	525,306	5,786,931	5,536,696	5,731,116
	56,016,100	1,927,461	1,256,726	56,686,835	27,211,133	3,061,818	525,306	29,747,645	26,939,190	28,804,967
PREVIOUS YEAR	55,883,123	132,977	-	56,016,100	24,162,746	3,048,387	-	27,211,133	28,804,967	31,720,377

Schedules Forming part of Profit and Loss Account

	Year ended March 31, 2011	Year ended March 31, 2010
	Amount in Rs.	
SCHEDULE 14		
INCOME FROM OPERATION		
(i) Sales (net of returns)		
Domestic Sales	16,869,233	13,554,255
Export Sales	54,924	610,493
	<u>16,924,157</u>	<u>14,164,748</u>
(ii) Jobwork Charges	4,060,920	-
	<u>20,985,077</u>	<u>14,164,748</u>
SCHEDULE 15		
OTHER INCOME		
Interest Income (Gross)		
(TDS Amount Rs. _____, Prev Year Rs. 30,385)	-	184,682
Liabilities No Longer Required	-	689,802
Profit on Sale of Fixed Assets	16,040	-
Miscellaneous Income	46,798	24,341
	<u>62,838</u>	<u>898,825</u>
SCHEDULE 16		
COST OF GOODS SOLD		
Raw Material, Stores and Spares		
Opening Stock	1,054,129	1,254,629
Add: Purchases	7,195,128	5,664,909
	<u>8,249,257</u>	<u>6,919,538</u>
Less: Closing Stock	984,129	1,054,129
Raw Material, Stores and Spares Consumed	<u>7,265,128</u>	<u>5,865,409</u>
Production Overhead		
Salary & Wages	1,957,254	3,209,916
Power & Fuel	710,921	701,157
Excise Duty	-	-
Transportation & Carriage Inwards	114,298	173,814
Other Factory Expenses	1,480,893	613,531
	<u>4,263,366</u>	<u>4,698,418</u>
Finished Goods		
Opening Stock	8,522,000	11,072,508
Less: Closing Stock	8,336,000	8,522,000
Increase/(Decrease) in stock of Finished Goods	<u>(186,000)</u>	<u>(2,550,508)</u>
COST OF GOODS SOLD	<u>11,714,493</u>	<u>13,114,335</u>
SCHEDULE 17		
EMPLOYEE REMUNERATION & BENEFITS		
Salaries, Wages & Bonus	1,268,106	1,215,250
Directors' Remuneration	780,000	810,000
Staff Welfare Expenses	793,753	636,262
Employer's contribution to Welfare Funds	168,365	144,124
Other Employee Benefits	-	-
Gratuity	110,000	104,392
	<u>3,120,224</u>	<u>2,910,028</u>

Schedules Forming part of Profit and Loss Account

	Year ended March 31, 2011	Year ended March 31, 2010
	Amount in Rs.	
SCHEDULE 18		
OTHER OPERATING EXPENSES		
Rent	390,000	345,000
Rates & Taxes	107,356	41,149
Printing and Stationery	245,309	207,789
Auditor's Remuneration	82,725	82,725
Repairs and Maintenance		
— Building	-	-
— Plant and Machinery	699,474	417,727
— Other Assets	542,382	541,189
Communication Charges	338,738	387,751
Discount & Commission	31,241	49,068
Foreign Exchange Loss	-	13,770
Freight and Transport Charges	862,525	391,062
Travelling and Conveyance	287,902	303,758
Selling & Distribution Expenses	313,411	347,537
Advertisement & Promotional Expenses	30,862	63,640
Professional Charges	113,013	277,524
Insurance Charges	302,497	240,830
Loss on Sale of Assets	156,533	-
Fines & Penalties	61,239	-
Office Expenses	672,603	145,574
Bad Debts	892,913	689,473
	<u>6,130,722</u>	<u>4,545,566</u>
SCHEDULE 19		
INTEREST & FINANCE CHARGES		
Interest on Hire Purchase loans	120,356	116,203
Bank Charges	78,907	143,524
	<u>199,264</u>	<u>259,727</u>

SCHEDULE-20: NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011**1. SIGNIFICANT ACCOUNTING POLICIES:****a) Basis for Preparation of Financial Statements**

The financial statements have been prepared under the historical cost convention on the accrual basis and in accordance with Generally Accepted Accounting Principles (GAAP) applicable in India, the Accounting Standards notified under section 211(3C) and other relevant provisions of the Companies Act, 1956.

b) Use of Estimates

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates. Differences between the actual results and estimates are recognized in the period in which the results are known/ materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

c) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. All significant costs relating to the acquisition and installation of fixed assets are capitalized. Assets acquired under finance lease are recognized at the inception of lease at the lower of the fair value or present value of Minimum Lease payments. The initial direct costs incurred in connection with the finance lease are recognized as an assets under the lease.

d) Depreciation and Amortization

Depreciation on Fixed Assets has been provided on Straight-line Method (SLM) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 which coincides with the useful life of the assets as estimated by the management. Depreciation on assets sold/discarded during the period is proportionately charged. Individual low cost assets (acquired for less than Rs.5,000/-) are depreciated in the year of acquisition. Intangible assets are amortized over their estimated useful life on straight-line basis.

e) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as "Current Investments". All other investments are classified as Long-term investments.

Current Investments are carried at lower of cost or market/fair value determined on an individual investment basis.

Long Term Investments are valued at cost. Provision for diminution in the value of long term investment is made only if such decline is other than temporary in nature.

f) Foreign Currency Transactions

Foreign exchange transactions are normally recorded at the exchange rate prevailing on the date of the respective transaction. Foreign exchange monetary items in the balance sheet are translated at the year-end rates. Exchange differences on settlement of/ conversion are recognized in the Profit or Loss Account.

g) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for the intended use. All other borrowing costs are charged to revenue.

h) Revenue Recognition

- i. The Company recognizes revenue on sale of goods when goods are dispatched to the customers which are when the risk and rewards of the ownership of the goods pass on to the customers.
- ii. Sales are net of discounts and inclusive of Excise Duty and Sales tax, wherever applicable.
- iii. Interest income is recognized on time-proportion basis.

i) Inventories

Inventories are valued at lower of cost and estimated net realizable value after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Cost includes taxes, duties and all incidental expenses directly attributable to the purchases. Method of assignment of cost is as under:

- i. Raw Material, Stores and Spares: First in First Out Method
- ii. Work In Progress: Direct expenses plus appropriate factory Overheads on the basis of completed production
- iii. Finished Goods: Cost of goods, direct expenses plus appropriate Factory overheads
- iv. Traded Goods: Actual cost

j) Employee Benefits

- (i) The Company's superannuating scheme, State governed provident fund scheme and employee state insurance scheme are the defined contribution plans. The company contributes a fixed sum to the Provident Fund/ Employee State Insurance Scheme maintained by the Central Government. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.
- (ii) In accordance with the Payment of Gratuity Act, 1972, the company provides for gratuity, a non-funded defined benefit retirement plan ("Gratuity Plan") covering all employees. The company estimates its liability on valuation as per the payment of Gratuity Act as of each year-end balance sheet date and is charged to Profit and Loss Account in accordance with AS-15 (Revised).
- (iii) Leave Encashment: Liability for leave encashment is in accordance with the rules of the Company. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided based on estimates made by the company. The liability towards leave encashment is neither provided not funded by the company.

k) Leases

Finance Lease: Leases which effectively transfer to the company the entire risks and benefit incidental to ownership of the leased item, are classified as Finance Lease. Lease rentals are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income life of the assets.

Operating Lease: Leases where the lessor effectively retains substantively all risks and benefits of the assets are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit and Loss Account on a Straight-Line basis over the lease term.

l) Taxes on Income

Current Tax

Provision for income tax and fringe benefit tax is determined in accordance with the provisions of Income-tax Act, 1961

Deferred Tax

Tax expense comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit tax is measured as the amount expected to be paid to the tax authorities in accordance with the Indian Income tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is recognized on timing differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted at the balance sheet date. At each balance sheet date the Company reassesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets or liabilities to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

m) Government Grants

Subsidy received from the State Government towards the part of the project cost has been shown under the head "Reserves and Surplus"

n) Earnings Per Share

Earnings considered in ascertaining the Company's earnings per share comprise of the net profit after tax. The number of shares used in computing the basic earnings per share is weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average share considered for deriving basic earnings per share, and also the weighted average number of shares, if any, which would have been issued on the conversion of dilutive potential equity shares, if any.

o) Impairment of Assets

At each balance sheet date, the carrying values of the tangible and intangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where there is an indication of impairment, loss is recognized in the profit and loss account when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

Value in use is determined from the present value of the estimated future cash flows from continuing use of the assets. The impairment loss recognized in prior accounting period is reversed if there is a change in the estimate of recoverable amount.

p) Provisions

A provision is recognized when an enterprise has a potential obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to the current best estimates.

B. Other Notes**1. SECURED LOANS**

Secured loans include Car loans from banks & Financial Institutions availed and outstanding as on 31st March 2011 is Rs. 571,132/- (secured by the hypothecation of vehicles as per the Hire purchase agreement and the company holds the ownership on the car subject to the Hire purchase Agreement).

2. CONSUMPTION OF RAW MATERIALS & COMPONENTS

Information pursuant to provisions of Para 3 & 4 of Part II of Schedule VI of Companies Act, 1956 is as under:

- a. Licensed Capacity and Installed Capacity : (Being a technical matter, as certified by management and relied upon by Auditors)

SI No.	Products	Unit	31.03.2011	31.03.2010
1.	Licensed Capacity		Not Applicable	Not Applicable
2.	Installed Capacity			
	Acids	KL	300.00	300.00
	Salts	MT	900.00	900.00
	Solvents	KL	600.00	600.00

- b. Consumption, Production, Sales and Stock :

Raw Material :

SI No.	Products	Unit	Year Ending March 31, 2011		Year Ending March 31, 2010	
			Qty	Value (Rs.)	Qty	Value (Rs.)
1.	Opening Stock					
	Acids	KL	3.70		4.40	
	Salts	MT	7.80	752753	9.25	845,201
	Solvents	KL	5.04		3.85	
2.	Consumption					
	Acids	KL	83.65		30.70	
	Salts	MT	107.60	1265178	70.68	55,76,706
	Solvents	KL	128.05		213.00	
3.	Closing Stock					
	Acids	KL	4.56		3.70	
	Salts	MT	10.11	984129	7.80	752,753
	Solvents	KL	8.11		5.04	

The stores, spares and other materials contain large number of items and none of the items individually account for 10% or more of the total value and hence the quantitative details are not furnished. The total stores & spares consumption amounted to Rs.283,876/- (Previous Year Rs. 288,703/-)

Stores and Spares

Particulars	Year ending March 31, 2011		Year ending March 31, 2010	
	Qty	Value (Rs.)	Qty	Value (Rs.)
Opening Stock	N.A.	301,376	N.A.	409,428
Consumption	N.A.	225,000	N.A.	288,703
Closing Stock	N.A.	283,876	N.A.	301,376

Finished Goods

Sl No.	Products	Unit	Year ending March 31, 2011 Qty	Year ending March 31, 2010 Qty
1.	Opening Stock			
	Acids	KL	6.60	9.25
	Salts	MT	22.50	31.25
2.	Production			
	Acids	KL	98.56	9.71
	Salts	MT	119.58	80.65
3.	Sales			
	Acids	KL	92.95	12.36
	Salts	MT	123.58	89.40
4.	Closing Stock			
	Acids	KL	12.21	6.60
	Salts	MT	18.50	22.50
	Solvents	KL	12.25	14.25

Ratio of Raw Material Consumed during the year

Particulars	Year ending March 31, 2011 (%)	Year ending March 31, 2010 (%)
Imported Material	NIL	NIL
Indigenous Material	100%	100%

3. Foreign Currency Income / Expense

	Year ending March 31, 2011 (Amount in Rupees)	Year ending March 31, 2010 (Amount in Rupees)
Export Earnings	54,924/-	610,493/-
Imports	NIL	NIL

4. COMMITMENTS AND CONTINGENT LIABILITIES

	As on 31st March 2011	As on 31st March 2010
The estimated amount of contracts remaining to be amounted on account of Capital expenditure	NIL	NIL
Claim against the company not acknowledged as debt	NIL	NIL
Contingent Liabilities not provided for	NIL	NIL

5. AUDIT FEES

PARTICULARS	YEAR ENDING MARCH 31, 2011	YEAR ENDING MARCH 31, 2010
Statutory Audit	50,000/-	50,000/-
Tax Audit	25,000/-	25,000/-
Service tax on the above	7,725/-	7,725/-
TOTAL	82,725/-	82,725/-

6. MANAGERIAL REMUNERATION

	YEAR ENDING MARCH 31, 2011 (Rs.)	YEAR ENDING MARCH 31, 2010 (Rs.)
Salary	600,000	630,000
HRA	180,000	180,000
Total	780,000	810,000
Amount Included under Employer's Contribution to welfare Funds	NIL	NIL
TOTAL	780,000	810,000

Computation of Net profit in accordance with Sec. 198 of the Companies Act, 1956

	Amount in Rs.	
	Year ended March 31, 2011	Year ended March 31, 2010
Profit as per Profit and loss account	(3,117,507)	(9,005,723)
Add: Provision for Wealth tax	NIL	24,285
Provision for deferred tax	(61,099)	53,538
Provision for fringe benefit tax – Earlier years	NIL	113,430
Depreciation	3,061,818	3,048,387
Director's Remuneration	780,000	810,000
	663,212	(4,956,083)
Less : Depreciation allowable under Sec.350 of Companies Act, 1956	3,061,818	3,048,387
NET PROFIT as per Sec. 198	(2,398,606)	(8,004,470)

7. SEGMENT REPORTING

The business of the company falls under a single segment of retail/bulk trade of laboratory chemicals. In view of the general classification issued for companies operating in single segment, the disclosure requirements as per Accounting Standard 17 "Segment Reporting" are not applicable to the company. The company primarily caters to the domestic market and export sales do not form significant part of Total Turnover and hence the information required for the Secondary segment has not been furnished.

8. The Company has incurred cash losses during the year. The Total Liabilities exceeds Total Assets as on 31st March 2011. However the management is confident of expending the business and earning profits in future. The management have business plans to infuse funds for the needs as required and hence the going concern principle is not affected.

9. RELATED PARTY DISCLOSURES – AS - 18**I. LIST OF RELATED PARTIES**

Related parties with whom transactions have taken place during the year

(a) Key Managerial Personnel / Individual Relatives

1. G.M.S. Narayanan – Whole Time Director
2. K. Vasudevan – Whole Time Director
3. V. Balakrishnan – Director
4. Mrs. Bhaghirathi – Wife of whole time director
5. Mrs. Sasikala – Wife of whole time director

II. During the year the following transaction were carried out with related parties in the ordinary course of business

Sl No.	Nature of Transaction	Associated Individual Relatives		Key Managerial Personnel	
		31.03.2011	31.03.2010	31.03.2011	31.03.2010
	Transactions during the year				
1.	Director's Remuneration	NIL	NIL	780,000	810,000
2.	Rent-Godown	NIL	NIL	180,000	180,000
3.	Loan Taken	NIL	NIL		721,000
4.	Advance given	NIL	NIL	NIL	NIL
	Amount due from / to related parties				
5.	Loan Repaid	NIL	NIL		1,110,000
6.	Outstanding balance included in unsecured loan	NIL	NIL	3,710,008	3,247,145
7.	Rent payable outstanding	NIL	NIL	1,564,207	1,384,207

10. LEASES – AS – 19

FINANCE LEASE

- (I) Disclosure as per AS – 19 on “Leases”, in respect of formal agreements entered into for assets taken on lease during periods commencing on or after 1st April, 2008
- (II) The maturity profile of the finance lease obligations is as follows :

	Total Minimum Lease payments Outstanding as at 31st March, 2011	Interest Not Due	Present Value of MLPs
Not later than one year	357,384 (286,200)	58,999 (26,491)	298,385 (259,709)
Later than one year but not later than five years	213,748 (46,953)	16,368 (2,000)	197,380 (44,953)
TOTAL	571,132 (333,153)	65,367 (28,491)	495,765 (304,662)

(Figures in brackets represents previous year)

OPERATING LEASE

Lease payments are recognized in profit and loss account for the year is as follows:

	Year ending March 31, 2011	Year ending March 31, 2010
Lease Rentals	390,000	345,000

11. TAXATION

Income Tax:

No provision for income tax for the current year has been made in the books, since the company has unabsorbed business losses and unabsorbed depreciation losses eligible for set-off in addition to current year loss.

Deferred Tax:

The details of deferred tax Assets and Liabilities as on March 31, 2011 is given below:

	As on 31st March 2011	As on 31st March 2010
Deferred Tax Liabilities on Account of Depreciation	2,843,812	2,843,812
Deferred Tax Assets on Account of Depreciation	(61,099)	NIL
Net Deferred Tax Liability	2,782,713	2,843,812

The company has carried forward business losses and unabsorbed depreciation and the company is confident of earning profits in the future years to set off the losses. However there is no virtual certainty as envisaged in AS 22, that sufficient future taxable income will be available against which such deferred tax assets can be realised and hence such deferred tax assets arising on account of timing differences are not recognized during the year, as a matter of prudence.

12. The company has not received information from vendors regarding their status under Micro, small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at year end together with interest paid / payable under this account have not been given.

13. EMPLOYEE BENEFITS

The company has provided for the liability on gratuity and compensated absences for the year ended as at 31st March 2011 on the basis of estimates made by the management without obtaining Actuarial Valuation. However, in the opinion of the Management, the difference between the amount provided and the provisions as may be required in accordance with AS 15 will not be material, considering the amount involved and number of employees.

	Year ended March 31, 2011	Year ended March 31, 2010
DEFINED CONTRIBUTION PLANS		
i. Employee's PF Scheme	25,809	33,044
ii. Employee's State Insurance Scheme	121,426	106,678
DEFINED BENEFIT PLAN		
i. Gratuity	110,000	104,392

14. In the opinion of the board of directors, loans, debtors and other current assets are of the value stated in the balance sheet, to be realized in the normal course of business and provision for all known liabilities have been made which are adequate.
15. The Management of the company has during the year carried out technical evaluation for identification of impairment of assets, if any in accordance with AS 28. Based on the judgement of the management and as certified by the directors, no provision for impairment of assets is considered necessary in respect of any assets of the company.
16. (a) Confirmation of balance from Sundry debtors, Sundry creditors, Unsecured loans, Loans & Advances, Deposits and Other Current Assets are yet to be received / reconciled and in the opinion of management, the impact such non-receipt / non-reconciliation is not material.
 (b) The company has to appoint a Company Secretary as required under section 383A of the Companies Act, 1956 pending which the company has obtained a secretarial compliance certificate from a Company Secretaries in whole time practice.

17. EARNINGS PER SHARE

	As at 31st March 2011	As at 31st March 2010
Net Loss attributable to equity share holders	3,117,507	9,005,723
Weighted Average Number of Equity Shares	3,440,000	3,440,000
Nominal Value of Equity Share (Rs.)	10	10
Basic / Diluted EPS in (Rs.)	(0.91)	(2.62)

18. Previous year's figures which have been audited by another firm of Chartered Accountants have been regrouped wherever necessary to conform to this year's classification.

For and on behalf of the Board
for **Fischer Chemic Limited**

G.M.S. NARAYANAN
Whole Time Director

K.VASUDEVAN
Whole Time Director

As per our report of even date
for **VIVEKANANDAN ASSOCIATES**
Chartered Accountants
Firm Registration No. 05268S

N.SUBRAMANIAN
(Partner)
Membership Number: 021628

Place : Chennai
Date : 30th August 2011

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(Notes on Accounts Contd.,)

I	Registration No.		24661
	State Code		18
	Balance Sheet Date		31.03.2011
II	Public Issue		Nil
	Rights Issue		Nil
	Bonus Issue		Nil
	Private Placement		Nil
	GDR Issue		Nil
III			Rs. '000
	Total Liabilities		88,485
	Total Assets		88,485
	Paid up Capital		34,400
	Reserves and Surplus		1,500
	Secured Loans		571
	Unsecured Loan		23,168
	Deferred Tax Liability		2,783
	Net Fixed Assets		26,939
	Investments		Nil
	Net Current Assets		(8,265)
	Misc. Expenditure		Nil
	Accumulated Losses		43,748
IV	Total Income		21,048
	Total Expenditure(net)		24,227
	Profit before tax		3,179
	Profit after Tax		3,118
	Earnings per share in Rs.		(0.91)
	Dividend %		Nil
V	Item	Code No. (ITC Code)	Product Description
	1	290511	Formaldehyde
	2	291521	Oxatic Acid
	3	290512	Propan-2-ol (Iso-Propyl Alcohol)

For and on behalf of the Board
for **Fischer Chemic Limited**

As per our report of even date
for **VIVEKANANDAN ASSOCIATES**
Chartered Accountants
Firm Registration No. 05268S

G.M.S. NARAYANAN
Whole Time Director

K.VASUDEVAN
Whole Time Director

N.SUBRAMANIAN
(Partner)
Membership Number: 021628

Place : Chennai
Date : 30th August 2011

Statement of Cash Flows for the year ended March 31, 2011

	Year Ended	
	March 31, 2011	March 31, 2010
A. CASH FLOW FROM OPERATING ACTIVITIES	(Amount in Rupees)	
Net Profit for the year before tax and extra ordinary items	(3,178,606)	(8,814,470)
<i>Adjustments for:</i>		
Interest Income	-	(184,682)
Depreciation	3,061,818	3,048,387
Interest & Finance Charges	199,264	259,727
Operating Profit before working Capital Changes	82,476	(5,691,038)
<i>Changes in Current Assets & Current Liabilities</i>		
<i>Adjustments for Trade & other receivables</i>		
Decrease/ (Increase) in Sundry Debtors	(473,664)	4,253,999
Decrease/ (Increase) in Inventories	256,000	2,751,008
Decrease/ (Increase) in Other Current Assets	67,126	196,864
Decrease/ (Increase) in Loans & Advances	(63,000)	(365,500)
Increase/ (Decrease) in Current Liabilities	104,102	(939,843)
Cash Generated from Operations	(26,959)	205,490
Taxes Paid - FBT paid	-	100,000
Net Cash from Operating Activities	(26,959)	105,490
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) / Sale of Fixed Assets	(1,196,041)	(132,977)
Interest Income	-	184,682
	(1,196,041)	51,705
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Loans net of repayments	1,017,002	(1,897,738)
Interest & Finance Charges	(199,264)	(259,727)
	817,738	(2,157,465)
Total Increase/(Decrease) in cash and equivalents during the year (A + B + C)	(405,262)	(2,000,270)
Cash and equivalents at the beginning of the year	551,547	2,551,817
Cash and equivalents at the end of the year	146,285	551,547

For and on behalf of the Board
for **Fischer Chemic Limited**

G.M.S. NARAYANAN
Whole Time Director

K.VASUDEVAN
Whole Time Director

As per our report of even date
for **VIVEKANANDAN ASSOCIATES**
Chartered Accountants
Firm Registration No. 05268S
N.SUBRAMANIAN
(Partner)
Membership Number:021628

Place : Chennai
Date : 30th August 2011



FISCHER CHEMIC LIMITED

(Formerly Fischer Inorganics & Aromatics Ltd.)

Regd. Office : Plot No. 111, SIDCO Industrial Estate, Kakallur, Thiruvallur 602 003, Tamil Nadu.

PROXY FORM

I/We of
being a Member / Members of Fischer Chemic Limited, hereby appoint
..... of or failing him/
her of as my/our proxy to attend and vote
for me/us on my/our behalf on the **18th ANNUAL GENERAL MEETING** of the Company to be held at
Sri Arjuna Mini Hall, #5, Panagal Street, Tiruvellore 602 001 on Friday
30th September, 2011 at 10.30 a.m. and at any adjournment thereof.

Signed this day of 2011

Note :

1. In the case of a Corporation the proxy shall be given under the common seal or signed on its behalf by an attorney or official of the Corporation.
2. Proxies to be valid must be deposited at the Registered Office of the Company at Plot No. 111, SIDCO Industrial Estate, Kakallur, Thiruvallur Taluk, Thiruvallur 602 003, Tamil Nadu not later than 48 hours before the commencement of the meeting.



FISCHER CHEMIC LIMITED

(Formerly Fischer Inorganics & Aromatics Ltd.)

Regd. Office : Plot No. 111, SIDCO Industrial Estate, Kakallur, Thiruvallur 602 003, Tamil Nadu.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall. Only members or their proxies are entitled to be present at the meeting.

R.F. No.

Folio No.

Name and Address of Member

Shares held

I hereby record my presence at the 18th Annual General Meeting held at Sri Arjuna Mini Hall, #5, Panagal Street, Tiruvellore 602 001 on Friday, the 30th September 2011 at 10.30 a.m.

Name of the Proxy (in Bold Letter)
*Strike out whichever is not applicable)

Signature of the Member/Proxy* (To be signed at the time of handling over this slip)

NO GIFTS OR COMPLIMENTS WILL BE DISTRIBUTED AT THE MEETING HALL.

BOOK-POST

To



If undelivered, please return to :

FISCHER CHEMIC LIMITED
PLOT NO. 111, SIDCO INDUSTRIAL ESTATE,
KAKALLUR, THIRUVALLUR 602 003,
TAMIL NADU.