



FISCHER CHEMIC LIMITED

REGD. OFF: First Floor, Silver Sky Super Market Complex
Gangai Amman Koil Street, Kodambakkam, Chennai -600 024
Tel : 044 - 2484 5727 / 09930519749 E-mail Id: fischerchemicLtd@gmail.com
CIN: L24231TN1993PLC024661

Brief particulars of the Company: FISCHER CHEMIC LIMITED

Particulars	
Name of the company	Fischer chemic Limited
Date of Incorporation & details of name changes, if any	<p>22nd March, 1993</p> <p>The company was incorporated on 22nd March, 1993 under the name and style of Fischer Inorganics and Aromatics Limited</p> <p>The name of the company has been changes to its present name i.e. Fischer Chemic Limited and obtain a fresh certificate of incorporation consequent upon change of name on 14th February, 2003</p>
Registered Office	First floor, Silver Sky Super Market Complex, Gangai Amman Koli Street, Kodambakkam, Chennai - 600 024
Brief particulars of the scheme	The company proposes to reduce the paid up capital from Rs.3,44,00,000/- divided into 34,40,000 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up to Rs. 17,20,000/- divided into 1,72,000 Equity Shares of Rs. 10/- (Rupees Ten only) each and that such reduction be effected by canceling of 32,68,000 Equity Shares of Rs. 10/- each amounting to Rs. 3,26,80,000/- which is lost or un-represented by the available assets i.e. Debit balance in Profit and Loss Account.
Rationale for the scheme	As per annexure



Date of resolution passed by the Board of Director of the company approving the scheme	28 th September, 2015
Date of meeting of the Audit Committee in which the draft scheme has been approved	
Appointed Date	Not Applicable
Name of Exchanges where securities of the company are listed	BSE limited
Nature of Business	The company was incorporated with an object to carry on business of manufactures, Producers, processors, Researchers, developers, dealers importers, exporters, users, traders , transporters , handlers, stockiests, distributors, brokers, financiers, Merchants and agents of all kinds of Gaseous, liquids or solid chemicals, organic, inorganic, organometallic, synthetic and petrochemicals, bulk drugs and their intermediates and other allied products. There is no manufacturing activity in the recent past. Presently the company is engaged in the business of trading and commissioning of various goods and merchandise.
Capital before the scheme	Rs.3,44,00,000/- divided into 34,40,000 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up.
No. of shares to be issued	Nil
Cancellation of shares on account of cross holding, if any	Nil
Capital after the scheme	Rs. 17,20,000/- divided into 1,72,000 Equity Shares of Rs. 10/- (Rupees Ten only) each.



NetWorth	Pre Post	Rs. (26,804/-) Rs.(26,804/-)		
Valuation by independent Chartered Accountant -	Name: J H Ghumara & Co. Proprietor: Mr. J H Ghumara			
Name of the valuer/valuer firm and Regn no.	Address: B/15, Kavita Apartment, Natakwala Lane, S V Road, Borivali (W), Mumbai - 400092 Membership No: 014320			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Book Value - Net Asset			
Fair value per shares	Nil			
Exchange ratio	Not Applicable			
Name of Merchant Banker giving fairness opinion	Systematix Corporate Services Limited The Capital, A-Wing, No. 603-606, 6 th Floor, Plot No. C-70, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, India.			
Shareholding pattern	Pre (As on 16.10.2015)		Post (As on 19.10.2015)	
	No. of shares	% of holding	No. of Shares	% of holding
Promoter	2,43,276	7.07	12,164	7.07
Public	31,96,724	92.93	1,59,836	92.93
Custodian	-	-	-	-
TOTAL	34,40,000	100.00	1,72,000	100.00



No of shareholders	9186	9186
Names of the Promoters	<ol style="list-style-type: none"> 1. G.M. Sankaranarayanan 2. Sankaranarayanan G.M. 	
Names of the Board of Directors	<ol style="list-style-type: none"> 1. Mr. Krishanan Murthy Vasudevan 2. Mr. Ashishkumar Narottamdas Dhakan 3. Mr. Vinay Mehta 4. Ms. Arthi Khandelwal 	
Details regarding change in management control if any	Nil	



Annexure

Rationale for the Reduction of share capital

The reasons for the Reduction of Equity Share Capital, inter alia, are as under: -

1. Broadly, the objectives of the financial restructuring are as under:
 - a. Continuous losses have substantially wiped off the value represented by the Capital, reserves and surplus and accordingly the financial statements do not reflect the correct picture of the health of the Company.
 - b. For ensuring that the financial statements of the Company reflect the real picture and the Capital, reserves and surpluses which are lost are not continued to be shown on the face of balance sheet, it is necessary to carry out reduction of capital of the Company.
 - c. Since writing off losses has become inevitable for growth of the Company and its shareholders, the Company is now proposing to undertake a financial restructuring exercise whereby the Company would create a "Capital Restructuring Account" from its paid up Equity Share capital whereby the Company would write off Part off its debit balance of Profit and Loss Account.
 - d. The reduction of capital in the manner proposed would enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.
 - e. The financial restructuring will help the Company to reflect better its operational efficiency, improvements in the future years and reflect the true shareholder value. Further, there would be a positive impact on the various key financial ratios such as Net Profit Margin, Return on Capital Employed, and Return on Net worth etc.



- f. The restructuring will also not cause any prejudice to the creditors of the Company. For stake of clarity, it is specified that the reduction in Share Capital does not involve either the diminution of any liability in respect of any unpaid capital or the payment to any shareholder of any paid-up capital nor is any call being waived. The Creditors of the Company are in no way affected by the proposed restructuring by way of the reduction of capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
- g. There is no cash outflow from the Company.
- h. Hence, the proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as a whole.
- i. Accordingly, The Board of Directors of the Company at their meeting held on 28th September, 2015 has considered necessary to carry out financial restructuring so as to show a true and fair view of the Balance sheet and operate with a leaner base Balance Sheet.

