

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING ("EOGM") OF THE MEMBERS OF FISCHER CHEMIC LIMITED WILL BE HELD ON FRIDAY 28TH APRIL 2023 AT 11.30 AM THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

ITEM NUMBER 1: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit and pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ["SEBI (ICDR) Regulations"], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), Regulations"] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ["SEBI (Takeover) Code"] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, and rules and regulations made thereunder, if any, as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI"), the Registrar of Companies (the "ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 23,28,000 [Twenty Three Lakhs Twenty Eight Thousand] Equity Shares of Rs. 10/- [Rupees Ten] each for cash at an issue price of Rs. 10/- [Rupees Ten] per share total aggregating to Rs. 2,32,80,000 [Rupees Two Crore Thirty-Two Lakhs Eighty Thousand only] to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

Sr #	Name of the Proposed Allottee	Category	Maximum No. of proposed to be allotted
1	Atul Himatlal Dani	Non-Promoter	1,00,000
2	Prachi Smit Dani	Non-Promoter	65,000
3	Pravina Atul Dani	Non-Promoter	65,000
4	Hemali Raj Mehta	Non-Promoter	1,90,000
5	Joshi Bhavik	Non-Promoter	1,83,000
6	Patel Dimpalben Mayankbhai	Non-Promoter	1,00,000
7	Patel Jay Mahendrakumar	Non-Promoter	1,00,000
8	Shivani Jay Patel	Non-Promoter	1,00,000
9	Suthar Amiben Jitendrakumar	Non-Promoter	2,25,000
10	Amarshi Shambhulal Mehta	Non-Promoter	50,000

FISCHER CHEMIC LIMITED			EXTRA-ORDINARY GENERAL MEETING
11	Harshadkumar Amarshibhai Mehta	Non-Promoter	50,000
12	Dimple H Mehta	Non-Promoter	50,000
13	Mehta Dev Harshadkumar	Non-Promoter	50,000
14	Archana H Singh	Non-Promoter	75,000
15	Gaurav Gurcharan Singh Garcha	Non-Promoter	75,000
16	Hariom Krishna Singh	Non-Promoter	75,000
17	Kalpana Shah	Non-Promoter	75,000
18	Chirag Jitendra Shah	Non-Promoter	2,00,000
19	Krunal Rohitkumar Shah	Non-Promoter	75,000
20	Unnati Krunal Shah	Non-Promoter	75,000
21	Dhuri Pranita Prakash	Non-Promoter	1,00,000
22	Soham Shashikant Panchal	Non-Promoter	1,00,000
23	Mitesh Manilalbhai Thacker	Non-Promoter	50,000
24	Prakash Mohanlal Parekh HUF	Non-Promoter	50,000
25	Thacker Manilal Bhavanji	Non-Promoter	50,000
Total			23,28,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares fully convertible into Equity Shares is **29th March 2023** i.e. 30 days prior to the date of Passing of the Special Resolution.

RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof.
- b) The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.
- c) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted there under;
- d) Allotment of the Equity Shares shall only be made in dematerialized form;
- e) The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval.
- f) The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any.
- g) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange i.e. BSE.

RESOLVED FURTHER THAT in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

ITEM NUMBER 2: TO APPOINT MR. KRISHNA KUMAR DUBEY [DIN 09829412] AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 03/02/2023:

To consider and if thought fit and pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members is hereby accorded for appointment of Mr. Krishna Kumar Dubey [DIN 09829412] as a Non-Executive Independent Director of the Company for a term of 5 years."

"RESOLVED FURTHER THAT Mr. Krishna Kumar Dubey has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be appointed as an "Non-Executive Independent Director" of the Company for a term of 5 (five) years commencing from 03rd February 2023 to 02nd February, 2028, not liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company or the Chief Financial Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

ITEM NUMBER 3: TO APPOINT MRS. JEENA SUTHAR [DIN 09852258] AS A NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 03/02/2023:

To consider and if thought fit and pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and

Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members is hereby accorded for appointment of Mrs. Jeena Suthar [DIN 09852258] as a Non-Executive Independent Women Director of the Company for a term of 5 years."

"RESOLVED FURTHER THAT Mrs. Jeena Suthar who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be appointed as an "Non-Executive Independent Women Director" of the Company for a term of 5 (five) years commencing from 03rd February 2023 to 02nd February, 2028, not liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company or the Chief Financial Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

ITEM NUMBER 4: TO APPOINT MR. DILIP JHA [DIN 09829523] AS AN EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and if thought fit and pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, in accordance with the provisions of Sections 2(94), 196, 197, 198 and 203 and any other applicable provisions 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) read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members is hereby accorded for appointment of Mr. Dilip Jha [DIN 09829523] as an Executive Director of the Company for a term of 5 years from 03rd February 2023 , with liberty to the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and condition of the said appointment and /or remuneration as may deem fit."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company or the Chief Financial Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

ITEM NUMBER 5: TO APPROVE REQUESTS RECEIVED FROM SHRI. SANKARANARAYANAN G M, PERSON BELONGING TO PROMOTER/ PROMOTER GROUP FOR RECLASSIFICATION FROM "PROMOTER / PROMOTER GROUP" CATEGORY TO "PUBLIC" CATEGORY.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") including any statutory modification(s) or re-enactments thereof, for the time being in force and other relevant provisions, and subject to necessary approvals from BSE Limited (hereinafter referred to as Stock Exchange), and such other statutory authorities as may be required, the consent of the Members of the Company be and is hereby given to re-classify the status of Shri. Sankaranarayanan G M from Promoter and "Promoter Group" category to

"Public" category and removal of their name from the list of Promoters/Promoters Group and shareholding pattern and any records and / or disclosures made/ or to be made by the Company.

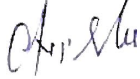
Names of the Outgoing Promoter	Classification	No. of Equity Shares held as on 19 th January 2023	Percentage of shareholding (%)
Shri. Sankaranarayanan G M	Promoter	Nil	Nil

"RESOLVED FURTHER THAT the above Outgoing Promoter confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with the conditions mentioned under sub-regulation (4) of Regulation 31A of Listing Regulations post reclassification from "Promoter / Promoter Group" to "Public"."

"RESOLVED FURTHER THAT on approval of the Stock Exchange upon application for reclassification of the above Outgoing Promoter, the Company shall effect such reclassification in the Shareholding pattern filed from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions."

"RESOLVED FURTHER THAT any of the Directors (including any committee thereof or the officers authorised by the Board in this regard), Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized, to perform and execute all such acts, deeds, matters and things including but not limited to submit requisite application(s), requisition(s), intimation/ fillings, undertakings, seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

By Order of the Board
Fischer Chemic Limited



Dilip Jha
DIN 09829523
Director & CFO
Date: 30th March 2023
Place: Mumbai



NOTES TO THE NOTICE: -

1. With Reference to General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and pursuant to Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/ CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/ CFD/CMD2/ CIR /P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), the Extra Ordinary General Meeting of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the EOGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra ordinary General Meeting ("EOGM") ("Notice") is annexed hereto.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, participation in the EOGM through VC/OAVM and the e-voting system on the date of the EOGM will be provided by NSDL.
4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Notice Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, as the EOGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this EOGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the EOGM through VC/ OAVM and participate and cast their votes through e-voting. Accordingly, Institutional /Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EOGM, pursuant to Section 113 of the Act, at fischerchemicld@gmail.com.
6. In line with the General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI, owing to the difficulties involved in dispatching of physical copies, Notice of EOGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") and whose email address is available with the Company or the Depository Participants or RTA of the Company as on **Friday, 31st March 2023**.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Satellite Corporate Services Private Limited (RTA), or to the Company at its Registered Office in respect of their physical shares. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
8. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date **Friday 21st April 2023**. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Friday 21st April 2023**, may obtain the login ID and password by sending a request at Issuer/ RTA.
9. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM & 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 remote e-voting as well as voting during the EOGM.
10. The Board of Directors in their meeting held on **30th March 2023** have appointed Nuren Nirmal Lodaya, Practising Company Secretaries as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
11. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e- voting" for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility and The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than two working days of the conclusion of the EOGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
12. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.fischerchemic.in and on the website of the Stock Exchange (BSE).

VOTING THROUGH ELECTRONIC MEANS:

13. The facility for voting through electronic voting system shall be made available during the EOGM and only those Members, who will be present in the EOGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EOGM.
14. The remote e-voting shall commence on **Tuesday, 25th April 2023, at 9.00 a.m. (IST)** and shall end on **Thursday 28th April 2023 at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

INSTRUCTION FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EOGM venue is not required and general meeting

be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EOGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGOM has been uploaded on the website of the Company at www.fischerchemic.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGOM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGOM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Tuesday 25th April 2023** at 09:00 AM and ends on **Thursday 27th April 2023** at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **21st April 2023** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **21st April 2023**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in

	<p>progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 to csnuren@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Sagar S. Gudhate at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to fischerchemicltd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to fischerchemicltd@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:-

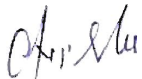
1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at fischerchemicLtd@gmail.com The same will be replied by the company suitably.

By Order of the Board
Fischer Chemic Limited



Dilip Jha
DIN 09829523
Director & CFO
Date: 30th March 2023
Place: Mumbai



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**ITEM NUMBER 1**

The Company is in the business of Manufacturers, Producers, Processors, Researchers, Developers, Dealers, Importers, Exporters, Users, Traders, Transporters, Handlers, Stockists, Distributors, Brokers, Factors, Financiers, Merchants and Agents of all kinds of Gaseous, Liquid or Solid Chemicals, Organic, Inorganic, Organometallic, Synthetic and Petrochemicals & other Chemicals.

The Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements and repayment of existing loans.

Such fund requirements can be met by the Company either through capital fund or borrowed fund. Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Thursday 30th March 2023 subject to the necessary approval have considered and approved raising of funds by issue of up to 23,28,000 Equity Shares at an issue price of Rs. 10/- (Rupees Ten Only) per share total aggregating to Rs. 2,32,80,000 [Rupees Two Crore Thirty-Two Lakhs Eight Thousand Only] on preferential allotment private placement basis.

In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 23,28,000 Equity shares on preferential and private placement basis requires Shareholders Approval.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue: The object of the issue are: -

- To invest & grant loans in companies, body corporates for future expansion plans & activities, financing future growth opportunities & working capital requirements of the Company- Not less than Rs. 1,14,60,000/- and
- To repay existing loans Not less than Rs. 60,00,000/- and
- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 58,20,000/-

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement. The said proceeds will be used within a due

course of time. Till the time the proceeds are not utilised by the Company, it will be kept in the Bank Account of the Company.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 2328000 Equity Shares at an issue price of Rs. 10/- (Rupees Ten Only) per share total aggregating to Rs. 2,32,80,000/- on preferential and private placement basis and resolution for the same has been passed by the Board of Directors in their meeting held on Thursday 30th March 2023.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 of SEBI (ICDR) Regulations. The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is 29th March 2023. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

4. Name and Address of Valuer who performed Valuation:

Nitish Chaturvedi Registered Valuer IBBI Reg. No.: IBBI/RV/03/2020/12916

Address: B-503, 5th Floor, Vasant Marvel Glory, We Highway, Mumbai Borivali East, Suburban, Maharashtra, 400066, email chaturvedinitish@gmail.com.

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Upto Rs. 2,32,80,000/- [Rupees Two Crore Thirty-Two Lakhs Eighty Thousand Only]

6. Principal terms of Assets charged as securities:

Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian	Nil	Nil	Nil	Nil
	Sub Total	Nil	Nil	Nil	Nil
2	Foreign	Nil	Nil	Nil	Nil
	Sub Total (A)	Nil	Nil	Nil	Nil
B	Non-Promoter Holding				
B1	Institutions	Nil	Nil	Nil	Nil
B2	Non - Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	162072	94.23	162072	06.48
2	Individuals (share Capital in	Nil	Nil	2278000	91.12

FISCHER CHEMIC LIMITED		EXTRA-ORDINARY GENERAL MEETING			
	excess of Rs. 2 lakhs)				
3	Directors and their relatives (excluding independent directors and nominee directors)	Nil	Nil	Nil	Nil
4	Any Other (specify)				
a.	Non-Resident Indians (NRIs)	1120	00.65	1120	00.04
b.	Bodies Corporate	4081	02.37	4081	00.16
c.	Trusts	5	00.00	5	00.00
d.	HUF	4717	02.74	54717	02.19
e.	Corporate Body - Broker	5	00.00	5	00.00
	Sub-Total (B)	172000	100	2500000	100
C1	Shares underlying DRs	Nil	Nil	Nil	Nil
C2	Shares held by Employee Trust	Nil	Nil	Nil	Nil
C	Non-Promoter – Non- Public	Nil	Nil	Nil	Nil
	Grand Total	172000	100	2500000	100

Notes:

Details inserted in Post Issue equity shares is assumed after considering the allotment of 36,00,000 Equity Shares, in the event of short allotment the Shareholding Pattern shall change correspondingly.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year i.e. from April 01, 2022, no preferential allotment has been made to any person by the Company.

12. Valuation for consideration other than cash:

Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.fischerchemic.in

17. Undertakings:

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. #	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Atul Himatlal Dani	Non-Promoters	NA	Nil	Nil	1,00,000	1,00,000	4.00	Non-Promoters
2	Amarshi Shambhulal Mehta	Non-Promoters	NA	Nil	Nil	50,000	50,000	2.00	Non-Promoters
3	Archana H Singh	Non-Promoters	NA	Nil	Nil	75,000	75,000	3.00	Non-Promoters
4	Chirag Jitendra Shah	Non-Promoters	NA	Nil	Nil	2,00,000	2,00,000	8.00	Non-Promoters
5	Dhuri Pranita	Non-Promoter	NA	Nil	Nil	1,00,000	1,00,000	4.00	Non-Promote

	Prakash s								rs
6	Dimple H Mehta	Non-Promoters	NA	Nil	Nil	50,000	50,000	2.00	Non-Promoters
7	Gaurav Gurcharan Singh Garcha	Non-Promoters	NA	Nil	Nil	75,000	75,000	3.00	Non-Promoters
8	Hariom Krishna Singh	Non-Promoters	NA	Nil	Nil	75,000	75,000	3.00	Non-Promoters
9	Harshadkumar Amarshibhai Mehta	Non-Promoters	NA	Nil	Nil	50,000	50,000	2.00	Non-Promoters
10	Hemali Raj Mehta	Non-Promoters	NA	Nil	Nil	1,90,000	1,90,000	7.60	Non-Promoters
11	Joshi Bhavik	Non-Promoters	NA	Nil	Nil	1,83,000	1,83,000	7.32	Non-Promoters
12	Kalpana Shah	Non-Promoters	NA	Nil	Nil	75,000	75,000	3.00	Non-Promoters
13	Krunal Rohitkumar Shah	Non-Promoters	NA	Nil	Nil	75,000	75,000	3.00	Non-Promoters
14	Mehta Dev Harshadkumar	Non-Promoters	NA	Nil	Nil	50,000	50,000	2.00	Non-Promoters
15	Mitesh Manilalbhairai Thacker	Non-Promoters	NA	Nil	Nil	50,000	50,000	2.00	Non-Promoters
16	Patel Dimpalben Mayankbhai	Non-Promoters	NA	Nil	Nil	1,00,000	1,00,000	4.00	Non-Promoters
17	Patel Jay Mahendrakumar	Non-Promoters	NA	Nil	Nil	1,00,000	1,00,000	4.00	Non-Promoters
18	Prachi Smit Dani	Non-Promoters	NA	Nil	Nil	65,000	65,000	2.60	Non-Promoters
19	Prakash Mohanlal Parekh HUF	Non-Promoters	Prakashkumar Mohanlal Parekh	AJEPP6332M	Nil	50,000	50,000	2.00	Non-Promoters
20	Pravina Atul Dani	Non-Promoters	NA	Nil	Nil	65,000	65,000	2.60	Non-Promoters
21	Shivani Jay Patel	Non-Promoters	NA	Nil	Nil	1,00,000	1,00,000	4.00	Non-Promoters
22	Soham Shashikanth Panchal	Non-Promoters	NA	Nil	Nil	1,00,000	1,00,000	4.00	Non-Promoters

FISCHER CHEMIC LIMITED			EXTRA-ORDINARY GENERAL MEETING						
23	Suthar Amiben Jitendraku mar	Non-Promoters	NA	Nil	Nil	2,25,000	2,25,000	9.00	Non-Promoters
24	Thacker Manilal Bhavanji	Non-Promoters	NA	Nil	Nil	50,000	50,000	2.00	Non-Promoters
25	Unnati Krunal Shah	Non-Promoters	NA	Nil	Nil	75,000	75,000	3.00	Non-Promoters
Total				Nil	Nil	2328000	2328000	93.12	

*Post Issue % Holding is calculated on post issue capital of the Company i.e. after allotment of existing issue of Equity shares.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out in **Item No. 1** in the accompanying notice for approval by the Members.

ITEM NUMBER 2

The Company is required to have 50% (fifty percent) Independent Directors on its Board pursuant to the Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and consequent to the changes in the constitution of the Board of Directors, the Company is required to appoint Independent Director on its Board, to comply with the requirement mentioned under Regulation 17 of the SEBI Listing Regulations.

The Board of Directors of the Company, by a resolution passed on 03rd February 2023, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Krishna Kumar Dubey as "Non Executive Independent Director" of the Company for a term of 5 (Five) years commencing from 03rd February 2023 upto 02nd February 2028, based on his skills, experience, knowledge, and expertise, subject to approval of the Shareholders by way of special resolution.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Krishna Kumar Dubey fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and the SEBI Listing Regulations, for their appointment as an "Independent Director" of the Company and he is independent in the opinion of the Management.

Further, in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Krishna Kumar Dubey possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his rich qualifications, experience and expertise as mentioned in the Brief Profile provided hereunder.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Krishna Kumar Dubey will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation

in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.

Pursuant to Regulation 25 (2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of the Members by way of a Special Resolution and where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under the said Regulation 25(2A).

The Company has received a declaration from Mr. Krishna Kumar Dubey confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

In terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder:

Name	Krishna Kumar Dubey
Brief Profile	Mr. Krishna Kumar Dubey, has pursued Masters of Commerce & also completed Chartered Accountant intermediate course. He has an overall experience of 5 years in the field of Income Tax Audit & GST Audit.
Director Identification Number (DIN)	09829412
Date of Birth (DD/MM/YYYY)	14/11/1992
Age (in years)	30 years
Nationality	Indian
Date of original appointment (DD/MM/YYYY)	03/02/2023
Percentage of Shareholding in the Company	Nil
Qualification	Masters of Commerce & also completed Chartered Accountant intermediate course
Nature of expertise in specific functional areas	Income Tax Audit & GST Audit
Number of Equity Shares held in the Company	Nil
Number of Board Meetings attended during the Financial Year 2021-2022	NA
Directorships held in other Companies (*)	Nil
Memberships of Committees in other Companies (*)	Nil
Names of the Listed Entities from which the appointee has resigned in the past three years	Nil
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	None
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.

(* The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the Resolution set out at Number 2.

The Board of Directors recommends the **Special Resolution at Item Number 2** for approval of the Members by way of Special Resolution.

ITEM NUMBER 3

The Company is required to have 50% (fifty percent) Independent Directors on its Board pursuant to the Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and consequent to the changes in the constitution of the Board of Directors, the Company is required to appoint Independent Director on its Board, to comply with the requirement mentioned under Regulation 17 of the SEBI Listing Regulations.

The Board of Directors of the Company, by a resolution passed on 03rd February 2023, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mrs. Jeena Suthar as "Non-Executive Independent Women Director" of the Company for a term of 5 (Five) years commencing from 03rd February 2023 upto 02nd February 2028, based on her skills, experience, knowledge, and expertise, subject to approval of the Shareholders by way of special resolution.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Jeena Suthar fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and also the SEBI Listing Regulations, for their appointment as an "Independent Women Director" of the Company and he is independent in the opinion of the Management.

Further, in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Jeena Suthar possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering her rich qualifications, experience and expertise as mentioned in the Brief Profile provided hereunder.

In conformity with the Company's Nomination and Remuneration Policy, Mrs. Jeena Suthar will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.

Pursuant to Regulation 25 (2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of the Members by way of a Special Resolution and where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under the said Regulation 25(2A).

The Company has received a declaration from Mrs. Jeena Suthar confirming that she meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

In terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder:

Name	Jeena Suthar
Brief Profile	Mrs. Jeena Suthar, has completed Master Diploma in Interior design & she has overall experience of 5 years in the field of Interior Designer & Site supervision
Director Identification Number (DIN)	09852258
Date of Birth (DD/MM/YYYY)	20/07/1997
Age (in years)	25 years
Nationality	Indian
Date of original appointment (DD/MM/YYYY)	03/02/2023
Percentage of Shareholding in the Company	Nil
Qualification	Master Diploma in Interior design
Nature of expertise in specific functional areas	Interior Designer & Site supervision
Number of Equity Shares held in the Company	Nil
Number of Board Meetings attended during the Financial Year 2021-2022	NA
Directorships held in other Companies (*)	Nil
Memberships of Committees in other Companies (*)	Nil
Names of the Listed Entities from which the appointee has resigned in the past three years	Nil
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	None
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.

(*) The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the Resolution set out at **Item Number 3**.

The Board of Directors recommends the **Special Resolution** at **Item Number 3** for approval of the Members by way of Special Resolution.

ITEM NUMBER 4

The Company is required to have an optimum combination of executive and non-executive directors pursuant to the Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and consequent to the changes in the constitution of the Board of Directors, the Company is required to appoint Non-Executive & Non Independent Director on its Board, to comply with the requirement mentioned under Regulation 17 of the SEBI Listing Regulations.

Mr. Dilip Jha was appointed as an Additional Director of the Company with effect from 03rd February 2023, in accordance with the provision of section 161 of the Company Act, 2013, read with the Articles of Association of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr. Dilip Jha on the Board of the Company as Executive Director is desirable and would be beneficial to the Company. It is proposed to seek member's approval for the appointment of and remuneration payable to Mr. Dilip Jha as Executive Director of the Company, and will work on honorary basis and will not be paid any remuneration. In conformity with the Company's Nomination and Remuneration Policy, Mr. Dilip Jha will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.

In terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder:

Name	Dilip Jha
Brief Profile	Mr. Dilip Suryakant Jha is bachelor of Commerce & is a Tax Consultant & he has specialized in Tax Audit, GST, Income Tax, Labour Law Compliance & Finalization of books of Accounts of Companies.
Director Identification Number (DIN)	09829523
Date of Birth (DD/MM/YYYY)	03/05/1978
Age (in years)	44 years
Nationality	Indian
Date of original appointment (DD/MM/YYYY)	03/02/2023
Percentage of Shareholding in the Company	Nil
Qualification	bachelor of Commerce
Nature of expertise in specific functional areas	specialized in Tax Audit, GST, Income Tax, Labour Law Compliance & Finalization of books of Accounts of Companies.
Number of Equity Shares held in the Company	Nil
Number of Board Meetings attended during the Financial Year 2021-2022	NA
Directorships held in other Companies (*)	Nil
Memberships of Committees in other Companies (*)	Nil
Names of the Listed Entities from which the appointee has resigned in the past three years	Nil
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	None
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.

(* The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the Resolution set out at **Item Number 4**.

The Board of Directors recommends the **Special Resolution** at **Item Number 4** for approval of the Members by way of Special Resolution.

ITEM NUMBER 5

The Company had received request letter dated 19th January 2023 from Sankaranarayanan G M (referred to as 'Outgoing Promoter') for reclassifying him from 'Promoter/Promoter Group' to 'Public' under regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Names of the Outgoing Promoter	Classification	No. of Equity Shares held as on 19 th January 2023	Percentage of shareholding (%)
Shri.Sankaranarayanan G M	Promoter	Nil	Nil

The Outgoing Promoter ceased to hold any right in the management and/or control in the Company in any manner. Based on the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid Outgoing Promoter seeking reclassification have confirmed that-

- i) He, does not hold more than ten per cent of the total voting rights in the Company;
- ii) He, does not exercise control over the affairs of the Company whether directly or indirectly;
- iii) He, does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements and any special rights as on the date of this resolution, stands superseded;
- iv) He, does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) He, does not act as a Key Managerial Person in the Company;
- vi) He, is not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) He, is not a fugitive economic offender.

Further, the aforesaid Outgoing Promoter has confirmed that after reclassification, he would continue to comply with the requirements as mentioned in Regulation 31A (4) of the Listing Regulations.

In view of the provisions of Regulation 31A of the Listing Regulations and on satisfaction of the conditions specified in Regulation 31A (3)(b) of Listing Regulations and compliance of Regulation 31A (4) of Listing Regulations, the said requests for reclassification were considered, and approved by the Board of Directors at its meeting held on 03rd February 2023.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'Promoter/ Promoter Group' category to 'Public', inter alia, requires approval of shareholders of the Company by way of an Ordinary Resolution, in which the Outgoing Promoter and persons related to the Outgoing Promoter will not vote to approve the resolution Accordingly, the Board recommends the resolution proposed in Item Number 5 of the Notice for the approval of members by way of an Ordinary Resolution.

Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchange for their approval.

None of the Directors or Key Managerial Personnel of your Company including their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item Number 5 of this Notice except as mentioned in the explanatory statement, if any.

By Order of the Board
Fischer Chemic Limited



Dilip Jha
DIN 09829523
Director & CFO

Date: 30th March 2023

Place: Mumbai

