

THIRTEENTH ANNUAL REPORT



BIOPAC INDIA CORPORATION LTD.

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Board of Directors :

Shri. Harish B. Doshi Chairman
 Shri Pankaj B. Doshi Managing Director
 Shri N.M. Bijlani Nominee Director – GIIC

**Vice President (Finance) &
 Company Secretary :**

Shri Vijay P. Shenoy

Registered and Corporate Office :

C/15, Modern Paint House,
 Dalia Industrial Estate,
 Off. New Link Road,
 Andheri West,
 Mumbai 400 053.

Works :

Plot No.1, Siddhi Industrial Estate
 Survey No.185/1/1, Dock Mardi,
 Kilavani Road,
 New Amli Village, Silvassa
 Dadra & Nagar Haveli 396 230
 India

Solicitors & Legal Advisors :

Desai and Diwanji
 Advocates, Solicitors & Notaries
 Lentin Chambers, Dalal Street, Fort,
 Mumbai 400 023.

Bankers :

State Bank of Hyderabad
 Overseas Branch, 1204, Tulloch Road,
 Colaba, Mumbai 400 039.

Auditors :

T. K. Singhal & Associates
 Chartered Accountants
 Devkaran Mansion, 2nd Floor,
 63, Shamaldas Gandhi Marg,
 Mumbai 400 023.

Registrar & Share Transfer Agents :

Intime Spectrum Registry Pvt. Limited
 260 A, Shanti Industrial Estate,
 Sarojini Naidu Road,
 Mulund West,
 Mumbai 400 021.

NOTICE

Notice is hereby given that the 13th Annual General Meeting of the members of **BIOPAC INDIA CORPORATION LIMITED** will be held on Friday, 24th August, 2001 at 3.00 p.m. at Ajivasan Hall, Next to S. N. D. T. Women's University, Juhu Tara Road, Mumbai 400 054., to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Profit and Loss Account for the year ended 31st March 2001 and the Balance Sheet as at that date and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr.Pankaj B Doshi, who retires by rotation and being eligible offer himself for re appointment.
3. To appoint Auditors for the current year and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to necessary approvals, consent and permissions that may be required in this regard, the object clause of the memorandum and articles of the company be and is hereby altered and extended by inserting the following new sub clause 45 (a) after sub clause 45 of Clause III (B) of the Memorandum of Association of the company".

- 45 (a) To carry on the business of design, develop, manufacture or deal in or act as Agents, Consultants in all kinds and types of software development and electronic hardware systems and providing consultancy services in the above areas including internet, computer network and systems integration.

Mumbai
Date:3rd May,2001

Registered Office :
C/15, Modern Paints House,
Dalia Industrial Estate,
Off.New Link Road,
Andheri (West),
Mumbai-400 053

By Order of the Board

Harish Doshi
Chairman

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER**
2. The Register of Members and the Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from Friday, 17th August, 2001 to Friday, 24th August, 2001 (both days inclusive).
3. Members are requested to advise indicating their folio number, the change of their addresses, if any, to M/s.Intime Spectrum Registry Pvt Ltd Unit:BIOPAC INDIA CORPORATION LIMITED, 260A,Shanti Industrial Estate, Sarojini Naidu Road, Mulund (W), Mumbai-400 080 the Registrar and Share Transfer Agent of the company.
4. Please note that your Company's Shares are compulsorily traded in Electronic Form.Your Company has already enter in the agreement with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members who hold shares in physical form and desirous to convert them in Dematerialised form, may send letters along with the Dematerialised Request Form (s) through the concerned Depository Participant.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.**Item no. 4**

Considering the vast potential for the business of software development and computer related activities, the company is proposing to diversify into these activities at an appropriate time. The present object clause of the Memorandum of Association of the Company does not provide for the software development and computer related activities and hence, the new activities are proposed to be inserted as proposed in the above resolution. These activities can be conveniently carried out alongwith the existing activities of the company and will improve the profitability of the company.

Your Directors recommend the said Resolution for your approval. None of the Directors of the Company is in any way concerned or interested in the above resolution.

Report Junction.com

Mumbai

Date:3rd May,2001

Registered Office :

C/15, Modern Paints House,
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Off.New Link Road,
Andheri (West),
Mumbai-400 053

By Order of the Board

Harish Doshi
Chairman

DIRECTORS' REPORT**TO THE MEMBERS**

The Directors have pleasure in presenting their Thirteenth Annual Report and Accounts for the year ended 31st March, 2001.

Financial Results**Particulars**

	Year ended 31 st March, 2001 (Rs.in Lacs)	Year ended 31 st March, 2000 (Rs. In Lacs)
Net Sales and other Income	535.72	410.11
Profit / Loss before interest, Depreciation and tax	(35.54)	33.46
Financial Expenses	29.21	107.97
Depreciation	110.52	69.63
Loss Before Tax	(175.27)	(144.14)
Taxation	—	—
Loss After Tax	(175.27)	(144.14)
Profit brought forward from Previous Year	(297.51)	(153.37)
Balance carried forward	(472.78)	(297.51)

Dividend

The Directors do not recommend any dividend for the year under review.

Operations

The Net sales revenue of the Company during the year 2000-2001 was Rs.535.72 Lacs as against Rs.410.11 Lacs in the previous year showing a growth of 30%. This increase was possible due to increase in exports, institutional sales and greater penetration in the domestic market. The Company has focused on new applications of its industrial products and this is expected to increase the turnover/profitability in the future.

Exports

The Company's efforts in increasing its exports has paid rich dividends and inspite of severe competition, your Company has exported its products to various countries including U. K., Singapore, U. A. E., Nigeria and Israel. This was possible due to strict control on the quality of the products manufactured and competitive prices offered. The total exports during the year was Rs.55 Lacs (previous years' Rs.18.45 Lacs). The Company has started getting repeat orders from the new customers and with efforts being made to increase the customers in the countries where products are exported, the company is hopeful of higher exports in the current year.

Future Prospects

The Company has increased its distribution network by appointment of additional superstockist / distributors. The Company has launched several promotional schemes and staff network has also been increased substantially to create better awareness of the product and tap the new areas in the consumer market. All these measures both in the export and domestic market are expected to lead to higher sales for the current year leading to improved profitability.

As stated in the Directors' Report last year, the company does not face any direct competition in most of its products though there is some competition from product substitutes like paper / rigid plastic products which are manufactured in the small scale and unorganized sector. The Company is confident of facing this competition successfully and enhancing its market share with its quality products.

Directors' Responsibility [Section 217 (2AA)]

In terms of Sec. 217 (2AA) of the Companies Act, 1956, your Directors would like to inform the members that the audited accounts containing the financial statement for the year 2000-2001 are in full conformity with the requirements of the Act and they believe that the financial statement reflect fairly

the form and substance of transactions carried out during the year and reasonably present the company's financial condition and results of operation. These financial statements are audited by the Statutory Auditors, M/s. T. K. Singhal & Associates.

Your Directors further confirm that :

- i. In the preparation of the Annual Accounts, applicable accounting standards have been followed;
- ii. The Directors have selected such accounting policies and applied them consistently. The accounting policies have been consistently applied and reasonable, prudent judgement and estimates are made 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 loss of the Company for the year under review;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting record in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv. Have prepared the Annual Accounts on a going concern basis.

The Company's Internal Auditors have conducted periodic audit to provide reasonable assurance that the company's established policies and procedures have been followed.

Fixed Deposits

The Company has not accepted any Deposits from the Public during the year.

Auditors

You are requested to appoint Auditors and fix their remuneration.

Public Issue

Your Directors confirm that the funds raised from the public issue has been utilized fully for the purpose stated in the offer document.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars as prescribed under Sub Section (1)(e) of Section 217 of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are given in Annexure 'A' which forms part of the Directors' Report.

Employees

Particulars of Employees required under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, are not given as there were no employees drawing remuneration in excess of prescribed limits.

Corporate Governance

In terms of Clause 49 of the amended listing guidelines, of the Mumbai / Ahmedabad Stock Exchange, a note on the Corporate Guidelines followed by the Company is given in Annexure 'B' which form part of the Directors' Report.

Management Discussion and Analysis

A brief note on Management Discussion and Analysis of the results for the year under review is given in Annexure "C" which forms part of the Directors Report.

Directors

Mr. Ram P. Gandhi and Mr. Kamlesh B. Doshi resigned as Directors of the Company with effect from 13th June, 2000 and 29th January, 2001 respectively.

The Directors place on record its deep and sincere appreciation of the valuable advice and guidance given by them during their tenure as Directors of the Company.

Acknowledgement

Your Directors take this opportunity to thank Employees at all levels for their hard work, dedication and commitment and appreciate wholeheartedly the co-operation received from Financial Institutions, Bankers and other Government authorities during the year under review.

Place : Mumbai
Date : 3rd May, 2001

For and on behalf of the Board
HARISH B. DOSHI
Chairman

ANNEXURE 'A' - TO THE DIRECTORS REPORT

Particulars pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988.

In terms of Section 217 (1)(e) of the Companies Act, 1956, and the Companies (Disclosure of particulars in the Report of the Board of Directors) Rule, 1988, your Directors furnish hereunder the additional information which form part of the Directors' Report :

A. CONSERVATION OF ENERGY

General awareness is being brought about among the entire work force at company's plant to reduce the consumption of energy in particular to avoid wastage.

B. TECHNOLOGY ABSORPTION

The Company's manufacturing process is based on indigenous technology. The Company has not imported any technology during the year.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Information regarding Company's contribution towards Company's foreign exchange earnings is given in Notes to accounts.

For and on behalf of the Board

Place : Mumbai
Date : 3rd May, 2001

HARISH B. DOSHI
Chairman

ANNEXURE 'B' - REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) constituted the committee on Corporate Governance to promote and raise the standard of corporate governance of listed companies. The committee made recommendations on the composition of the board of directors, audit committee, board procedure etc.

The Company is taking necessary steps to comply with the clause 49 of the Revised Listing Agreement. Given below is the report of the Directors on the corporate governance.

REPORT ON CORPORATE GOVERNANCE:**COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

The Company believes in functioning in a transparent manner with the basic philosophy being to enhance the shareholder value, keeping in mind the needs and interest of other stakeholders. In compliance thereof, the following information is placed before the shareholders.

BOARD OF DIRECTORS:

Name of Director	Category	Date of Board Meeting				Date of AGM
		10.5.00	31.7.00	27.10.00	6.1.01	
Mr. H.B.Doshi	Promoter	P	A	A	P	P
Mr. P.B.Doshi	Promoter	A	P	P	P	P
Mr. K.B.Doshi @	Promoter	A	A	A	A	A
Mr. R.P.Gandhi \$	Independent	A	—	—	—	—
Mr. N.M.Bijlani	Independent	P	P	P	P	P
P-Present	A - Absent					

@ Resigned with effect from 29.1.2001

\$ Resigned with effect from 12.6.2000

Note : Mr. P. B. Doshi is a Managing Director and Mr. N. M. Bijlani is a Nominee Director of GIIC.

No Directors are having Chairmanship of more than five companies where they are director.

Details of other Directorships :

Name of Director	Other Directorship (No of Company)
Mr. H.B. Doshi	5
Mr. P.B.Doshi	4
Mr. N.M.Bijlani	3

In line with the requirements of the code of the Corporate Governance , the board of directors comprises three members. The composition of the Board is in conformity with the revised listing agreement, having one Managing Director and remaining 2 Directors are Non- Executive Directors. The Board also has one independent Director.

SHAREHOLDERS:

Mr. Pankaj B. Doshi, Managing Director retire by rotation and is eligible for re-appointment as a Director if appointed. Mr. Pankaj B. Doshi has been one of the promoters of the Company and has been associated since inception. He specialized in the Marketing and General Administration functions and has been instrumental in putting up the project. He is on the Board of 4 other companies as a Director , namely Pushpa Polymers Marketing P. Ltd, Pushpa America Corporation-USA, Pushpa Holding Inc-USA and BVD Sons (Mauritius) Ltd.

AUDIT COMMITTEE:

Presently the company has three Directors. The Chairman of the company is a Non-executive Director. The company has independent Internal Auditor who submit the report to the management on monthly basis and action is taken on the same by the Managing Director on regular basis.

Pursuant to the revised clause 49 of the listing agreement , the company is taking necessary steps to constitute the Independent Audit Committee. The scope , function and role of the Audit Committee would be in line with the requirements of the revised listing agreement.

REMUNERATION COMMITTEE:

No remuneration is paid to any Directors including Managing Directors. Further no sitting fees are payable to any Director.

SHAREHOLDERS COMMITTEE:

The company has complied the requirements of the sub clause VI (A), (B) of the clause 49 of the listing agreement.

- Mr. N.M. Bijlani Director - Heads the Committee.

- Mr. V.P. Shenoy- Vice President (Finance) and Company Secretary is the Compliance Officer.

During the year, the company and their Registrar and Share Transfer Agents M/S Intime Spectrum Registry P. Ltd received about 34 complaints which were resolved immediately. These complaints were in nature of non receipt of electronic credit, change of address, non receipt of share certificate, Annual Report etc. All shareholders complaints are redressed within the time frame prescribed by the SEBI/ Stock Exchanges and a certificate to this effect duly signed by a practicing company secretary has been furnished to the concerned stock exchanges where the shares are listed.

The Share received for Transfer are approved on 15th and 30th of the each month and are given effect by the Registrar and Share Transfer Agent.

GENERAL BODY MEETING :

The Company's Shares were listed on Bombay Stock Exchange and Ahmedabad Stock Exchange on 30th May, 2000 and 6th June, 2000 respectively and hence the 1st Annual General Meeting of the new shareholders was held on 21st September, 2000 at 3.00 p.m. at Ajivasan Hall, Next to S.N.D.T. Women's University, Juhu Tara Road, Mumbai 400 054. Special resolutions were passed by the shareholders in the said AGM. The voting pattern was by show of hands only.

DISCLOSURES:

As per the disclosures given by the Directors of the Company there were no materially related party transactions attracting Section 297 of the Companies Act, 1956.

All the guidelines issued by the SEBI and Stock Exchange or other statutory authority on the matter related to capital markets are fully complied.

BIOPAC INDIA CORPORATION LIMITED**ANNUAL REPORT 2000-2001****MEANS OF COMMUNICATION:**

The means of communication between the Shareholders and Company are transparent and investor friendly. The quarterly results of the Company are published in Free Press Journal(English) and Navshakti (Marathi) as required by the listing agreement. Steps are being taken to display the same on the corporate website, which is being developed.

GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting : Date : 24th August, 2001
 Time : 3.00 p.m.
 (Date, Time and Venue) Venue : Ajivasan Hall, Next to S.N.D.T. Womens' University,
 Juhu Tara Road, Mumbai 400 054
 Financial Calendar : 1st April, 2000 to 31st March, 2001
 Date of Book Closure : From Friday 17th August, 2001 to Friday 24th August, 2001.
 (Both days inclusive)
 Dividend Payment Date : No dividend declared.

MANAGEMENT:

The Company will comply with the requirements of the sub-clause V of clause 49 of the revised listing agreement.

LISTING ON STOCK EXCHANGE:

The Stock Exchange, Mumbai, The Stock Exchange, Ahmedabad

Stock Code : 32330

Market Price Data

Share price in Bombay Stock Exchange

Shares of the Company listed on the Bombay Stock Exchange w.e.f. 30th May, 2000 and on the Ahmedabad Stock Exchange w.e.f. 6th June, 2000.

MONTHS	HIGH (RS.)	LOW (RS.)
March, 2000	N. A.	N. A.
April, 2000	N. A.	N. A.
May, 2000	14.25	9.00
June, 2000	11.90	7.50
July, 2000	8.00	5.80
August, 2000	7.05	4.90
September, 2000	6.20	4.50
October, 2000	4.90	4.00
November, 2000	5.00	3.35
December, 2000	6.20	3.85
January, 2001	8.50	3.95
February, 2001	6.20	3.65
March, 2001	5.45	2.20

Performance in Comparison to broad based indices such as BSE Sensex, CRISIL Index etc.

Not applicable, since shares are traded in B2 list of Bombay Stock Exchange.

REGISTRAR AND SHARE TRANSFER AGENT:

M/S. INTIME SPECTRUM REGISTRY PVT. LTD.

260-A, Shanti Industrial Estate

Sarojini Naidu Road,

Mulund (West),

Mumbai 400 021.

Tel. No. : (022) 592 3837 / 592 3773 / 567 2716

Fax # (022) 5672693

BIOPAC INDIA CORPORATION LIMITED

ANNUAL REPORT 2000-2001

SHARE TRANSFER SYSTEM :

The share transfer work is handled by the Registrar and Share Transfer Agent of the Company i.e. M/s. Intime Spectrum Registrar Pvt. Ltd. , Mulund West, Mumbai 400 080 who are also having connectivity with the depositories viz., NSDL and CDSL.

Share Transfers are registered and dispatched within a period of thirty days from the date of the lodgement if the transfer documents are correct and valid in all respects.

Distribution of Shareholding as on 31st March, 2001:

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 to 500	1995	72.86	559505	3.50
501 to 1000	586	21.40	530809	3.32
1001 to 2000	79	2.89	115091	0.72
2001 to 3000	29	1.06	74225	0.46
3001 to 4000	9	0.33	32300	0.20
4001 to 5000	10	0.37	47274	0.30
5001 to 10000	10	0.44	94250	0.59
10001 and above	18	0.66	14546646	90.92
	2738	100.00	16000100	100.00

Dematerialization of Shares and Liquidity:

Nearly 1,40,53,600 Shares out of 1,60,00,100 Shares of the Company have been dematerialized as at 31st March, 2001 representing 87.83% . The Company has entered into agreement with both National Securities Depository Ltd(NSDL) and Central Depository Services Ltd(CDSL) whereby shareholders have an option to dematerialize their shares with the depositories.

Outstanding GDRs/ ADRs/ Warrants or any Convertibles

Instruments, Conversion date and likely impact on equity : Not applicable

Plant Location : Plot No. 1, Siddhi Industrial Estate,
Survey No. 185/1/1, Dock Mardi, Kilavani Road,
New Amli Village, Silvassa, Dadra & Nagar Haveli 396230, India

Address for Correspondence : Registrar and Share Transfer Agent:
260-A, Shanti Industrial Estate, Sarojini Naidu Road,
Mulund (W), Mumbai 400 080.
Tel. (022) 5923837/5923773/5672716 Fax : (022)5672693

Share Department : Biopac India Corporation Limited
C/15, Modern Paints House, Dalia Industrial Estate,
Off. New Link Road, Andheri (West), Mumbai—400 053
Tel.No. (022) 6348941,42,43 Fax : (022) 6345608